

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$15,000.00

Christopher & Pamela Koning
26 Scenic Blf
Newport Beach, CA 92657

519

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$15,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$12,000.00

Connie McCready
5809 Branding Green Trail
Plano, TX 75093

522

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10% Series A Convertible Subordinated Debentures Due June 30, 2003
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VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

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

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$12,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$25,000.00

Diane Stump
9810 Oald Route 99
McKean, PA 16426

501

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$25,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$25,000.00

Donald & Kay Brock
111 Hampton Court
Northville, MI 48161-1546

* 498 *

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$25,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$20,000.00

Edward & Marilyn Vinca
1114 Waterway Lane
Myrtle Beach, SC 29572

507

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$20,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
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Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$25,000.00

George Souza
1 Elmsgate Way
Rumford, RI 02916-1915

502

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$25,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$48,000.00

Irving and Charlotte Wilshinsky
23710 Lund Dt.
Woodland Hills, CA 91367-5838

* 488 *

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$48,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$17,000.00

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

511

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$17,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$12,000.00

Jonathan & Joseph Lee
20 Vallejo Dr.
Millbrae, CA 94030

521

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$12,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$20,000.00

Jouce & Denise Cook
417 Landing St.
Mount Holly, NJ 08060-4521

509

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$20,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$15,000.00

Leonard & Grace Scheno
280 Washington Ave.
Carteret, NJ 07008-2729

520

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$15,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$129,000.00

Leonard & Ruth Greer
228 North St.
Rye, NY 10580-1520

483

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$129,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$25,000.00

Lynn E. Wolfe
25731 Banducci Rd
Tehachapi, CA 93561-7693

* 500 *

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$25,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$17,000.00

Mario & Rosemarie Ianiero
3365 Warwickshire Rd.
Furlong, PA 18925

510

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$17,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$10,000.00

Ralph & Irene Smith Trust
53 S. Fulton St.
Mobile, AL 36606

566

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$10,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$12,000.00

Richard Shapleigh
337 San Nicolas Way
Saint Augustine, FL 32080-7718

524

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$12,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$15,000.00

Robert & Elizabeth Schwab
2003 Decatur Ave.
North Bellmore, NY 11710

515

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$15,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

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

\$20,000.00

Robert & Twila Risser
11205 Country Club Rd.
Waynsboro, PA 17268

505

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

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

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

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

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

Name: _____

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

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

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

\$20,000.00

Item 2. Class 6 Vote.

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

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

Item 3. Identify all Other Class 6 Claims Voted.

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

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

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

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

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

Item 4. Certifications.

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

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

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

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

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

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

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

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

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

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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

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

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

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

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

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

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

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

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

Roger Ostdahl
1050 Mountain View Rd.
Harrisburg, PA 17110-2834

517

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

Stuart E. Wilms
257 Mainsail
Westerville, OH 43081-2740

516

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Wachovia Bank, North American
1525 West W.T. Harris Blvd
Charlotte, NC 28288-1511

607

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$25,000.00

Wilma Jean Middleton & George Middleton
660 N. Broad St.
#A322
Lansdale, PA 19446-2361

* 504 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$25,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Albert & Anna Celenza
361 Tuckerton Rd.
Tabernacle, NJ 08088-9465

544

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Albert & Carol Messmer
Box 145, RR 1
California, KY 41007-9518

736

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Aldrich Wright & Rea Getzels
170 E. 90th Street
Apt 4E
New York, NY 10128-2397

* 722 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Allen Richardson
PO Box 609
Warner Robins, GA 31099-0609

712

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

Alton James McCready III
5753 Meadowhaven Drive
Plano, TX 75903-8556

\$7,000.00

580

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Angela & David Satarino TOD
Vincent Satarino
4239 N. Kedvale Avenue
#3C
Chicago, IL 60641

591

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

Anhtony & Rose Graham
61 Commerical Avenue
Avenel, NJ 07001-1730

584

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Anil Kapur
2712 Cathedral Ave NW
Washington, DC 20008

655

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Anthony Pallon, IRA
Ameritrade Inc.
1028 Clark Rd.
Aiken, SC 29803-5316

* 508 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$40,000.00

Applebaum Living Trust
Pearl Applebaum
1719 S. Crescent Heights Blvd
Los Angeles, CA 90035-4614

* 490 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$40,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Arthur Siegel
504 Hartung Drive
Wycoff, NJ 07481-1323

646

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Bernadette McCool Walsh
P.O. Box 1
Salfordville, PA 18958

529

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003 CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Bernard Handley Trust
Bernard Handley
7325 McSmith CT
Dayton, OH 45414-2482

* 704 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Bernard Kowalski
550 Hartford Turnpike
Hamden, CT 06517-2618

670

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Betty Breskin Trustee
Betty Breskin Trust
23663 Park Capri
Unit 108
Calabasas, CA 91302-1621

582

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Bobby Jean Paris & Coeta Paris
1720 S. Dewey Ave
Bartlesville, OK 74003-5800

743

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Brad & Barbara Harder
Box 181
Youngsville, NY 12791

608

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Bradley Leach
SSB SEP IRA Custodian
623 Kay Springs Court
Morgan Hill, CA 95037-3432

681

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Brenda & Louis Reinhart
3800 Maple Grove Rd.
Marion, OH 43302-8459

660

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$161,000.00

Burt J. Blum
P.O. Box 260486
Encino, CA 91426-0486

482

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$161,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

C/F SDIRA Florence Edgington
USAA Federal Savings Bank
7953 Yancey Drive
Falls Church, GA 22042

* 606 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

C/F SDIRA James Edgington, Jr.
USAA Federal Savings Bank
7953 Yancey Drive
Falls Church, GA 22042

* 605 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Calvin Reuping Jr
SSB IRA Custodian
2139-A Meadowview Court
Conyers, GA 30013-6337

* 685 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Caroyln Kreighbaum
4410 Huntington Place
Evansville, IN 47725

637

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Charles Dellamore
1180 Turtle Rock Lane
Concord, CA 94521

559

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Charles Dougherty
12 Colonial Avenue
Larchmont, NY 10538

673

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Charles Pizzutelli
162 Malibu Drive
Eatontown, NJ 07724

737

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Charlotte Rawlett
415 Kentworth Drive
Dothan, AL 36301

672

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Claire & Harold Lott
4281 Main St.
Chincoteague, VA 23336-2807

534

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$30,000.00

Clarence D. Goldberg IRA
1231 Sw 178 Way
PMBK Pines, FL 33029-4919

* 494 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$30,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Coman F. Falls Jr
130 Squirrel Corn Lane
Banner Elk, NC 28604-9609

698

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

CPT Robert & Rhonda Hocker
1610 Chapin Avenue
Burlingame, CA 94010-5118

595

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$71,000.00

Cust for Michelle K Lee
Joseph K Lee
20 Vallejo Dr.
Millbrae, CA 94030

* 486 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$71,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Daniel & Diane Duey
14342 Williamsburg Street
Riverview, MI 48192-7657

674

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Daniel Baile
338 Weymouth Rd
Plymouth Meeti, PA 19462

686

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Darvin & Giancinta Anstiss
901 Village Way
South Lyon, MI 48178-2067

675

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

David & Carol Garrison
P.O. Box 1248
Abingdon, MD 21009-6248

719

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

David & Eliabeth Frazier
6183 Groverdale Court
#100
Alexandria, VA 22310-2553

652

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

David & Linda Roberts
304 Blackenbaker Lane
Louisville, KY 40207

727

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

David Bottigliere
1555 Old Colchester Rd.
Oakdale, CT 06370-1026

575

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Davis O Eaddy
PO Box 1614
Myrtle Beach, SC 29578

742

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

De Etta Maloney, IRA
FCC As Custodian
1200 N. Camelot Dr.
Payson, AZ 85541-3364

513

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Denise Blackwell, IRA Rollover
FCC As Custodian
22321 Devonshire Street
Chatworth, CA 91311-2043

612

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Denise Chamian
4248 Agnes Avenue
Studio City, CA 91604-2019

610

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Dennis & Teri Yaskowsky
102 Joel Lane
Grafton, VA 23692

572

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Dirk Grunwald & Kolina Greenberg
4363 Apple Ct
Boulder, CO 80301-1745

664

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$29,000.00

DMR Partners
Howard Groff and Susan Groff
9832 Calvin Ave.
Northridge, CA 91324-1619

* 496 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$29,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Dollie A. Grodetz TTEE
Grodetz Revocable Trust
1730 Chestnut Dr.
Crown Point, IN 46307

548

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Donald & Joan O'Connor
7809 W. 19th Street, North
Wichita, KS 67212

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CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Donald & Linda Casci
158 Hendrick Street
Providence, RI 02908-5141

644

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

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BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Donald & Patricia Benbow
5319 Pine View Court
Lady Lake, FL 32159-6005

713

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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- Item 1. Description of Claim
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Dora Culpepper
9195 Landgreen Street
Manassas, VA 20110-4002

645

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Dorothy Hadden
592 Barkworth Rd.
Clemmons, NC 27012

562

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Dorothy Schlanger, IRA
7461 Beverly Blvd. #203
Los Angeles, CA 90036-2772

564

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Douglas & Regina Baehl
4427 Trestle Way
Buford, GA 30518-6055

626

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Douglas & Sandra Cornell
5426 Greenview Drive
Clarkston, MI 48348-3719

662

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Dr. Alden & Evelyn Leifer
210 E. 32nd Street
Patterson, NJ 07504-1511

730

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

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BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Dr. Andris Ezis
5331 Sunnyfield Ct.
Ellicott City, MD 21043-8208

555

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Dr. Joel Burke
1617 Hwy 57 South
Dillon, SC 29536-7334

* 701 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Earl F. Ghaster, Jr., IRA
Dain Rauscher Custodian
359 Riverdale Drive
Rocky River, OH 44116

576

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

Earl Hayden
TOD Account
1109 Sunset Drive
Pittfield, IL 62363

* 585 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Edgar & Mary Jacobi
18890 Valencia Street
Northville, MI 48167-1823

* 744 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Edmond Schwartz
124 Ivy Drive
Covington, LA 70433-5311

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CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Elaine Ziavras
12701 Quarterhorse Drive
Bowie, MD 20720-4324

624

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Elda Shoub
5850 Meridian Rd
Apt 202C
Gibsonia, PA 15044

622

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Eleanor Fretz
740 Route 113
Souderton, PA 18964-1004

569

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Ernest Tabb
8176 Leafcrest Drive
Jacksonville, FL 32244-7492

733

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Eskander S. Eskander
34 Alexandria Dr.
Englishtown, NJ 07726-4507

535

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Eugene V. Faessler, Trustee
Eugene V. Faessler Trust
8409 Indian Wells Way
Naples, FL 34113-3012

577

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Evelyn Easton, TTEE
The Evelyn Easton Rev. Living Tr.
4949 Genesta Avenue
Apt 205
Encino, CA 91316-3443

* 609 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$74,000.00

Farmers & Merchants Trust Company
20 S. Main St.
Chambersburg, PA 17201

* 484 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$74,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

FBO Cheryl Moulton
NFS/FMTC IRA
123 Tradewinds Drive
Yorktown, VA 23693

638

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

FBO Donald Gosselyn
NFS/FMTC IRA
285 Little Pond Country Rd
Cumberland, RI 02864

* 731 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$17,000.00

FBO Harold Missimer
NFS/FMTC IRA
218 Nottingham Dr.
Spring City, PA 19475

512

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$17,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

FBO Mark Goldman
FMT CO CUST
433 22nd Street
Belleair Beach, FL 33786-3414

678

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

FBO Mark Keller
Sun America Trust Co
10309 Lake Grove Drive
Odessa, FL 33556-2506

* 715 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

FBO the Survivors Trust
Peter Gandell Family Trust
640 Davis St., #24
San Francisco, CA 94111-1948

* 565 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

FBO Thomas Leshko, IRA
LMWW Custodian
9010 Fort Craig Dr.
Burke, VA 22015-2115

518

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

FBO, Jane Mason Goldman
FMT CO Cust IRA
433 22nd St.
Belleair Beach, FL 33786-3414

549

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

FBO, Milton A. Kruse
12004 Aintree Lane
Reston, VA 20191-2110

557

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$30,000.00

Ferguson Family Trust
Marie C. Ferguson
359 Morgan Hill St.
Simi Valley, CA 93065-7685

* 493 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$30,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$490,000.00

First Clearing Corporation
Proxy Dept
10700 Whaet First Drive
Glen Allen, VA 23060

* 480 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$490,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

Francis Spadafora
230 Jay Street
Apt 12F
Brooklyn, NY 11201

587

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Frank & Janet Lindeman
31 Carleton Avenue
HoHoKus, NJ 07423-1416

599

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Frank & Margaret Newkirk
320 Seaview Court
Apt 1909
Marco Island, FL 34145-2950

699

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003 CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$25,000.00

Frank Joseph Adriaans
PI Advertising, Inc.
2590 Devon Ave.
#1
Rosemont, IL 60018

* 503 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$25,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Frederick & Judith Eilers
13507 Little Lake Pl
Tampa, FL 33613-4135

691

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Gary & Nancy Weathers
13202 Fawcett Drive
Houston, TX 77069-3232

631

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gary Binder
3310 Sharon Church Rd
Loganville, GA 30052-5245

* 711 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Gary Hart IRA
American Express Trust
25 Chesham Way
Fairport, NY 14450

* 506 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gary Piper, Custodian
83-20 9th Street
Apt 6C
Woodhaven, NY 11421

* 723 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Geoge & Sally Lawry
185 Lynn Drive
Pittsburgh, PA 15236-4417

623

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

George & Ruth Silver
109 Green Clover Dr
Henrietta, NY 14467-9220

732

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

George Glore
1157 Ratzer Rd.
Wayne, NJ 07470-3307

615

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Glenn & Cynthia Blackburn
123 Countryside Drive
Chagrin Falls, OH 44022-4164

627

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Gregory Hadynski
13 Dunham Place
Whitesboro, NY 13492-1005

603

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$350,000.00

Groff Family Trust
Howard D Groff
9832 Calvin Ave.
Northridge, CA 91324-1619

* 481 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$350,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$40,000.00

Hargate Trust
William E. Hargate
10160 Maude Ave
Shawdow Hills, CA 91040-1511

* 491 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$40,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Harry & Joela Taylor
Taylor Family Trust
3142 SW Gisbourne Ln.
Topeka, KS 66614-4451

542

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Howard Olt
363 Buckalew Rd.
Freehold, NJ 07728

738

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Ihran Mohammad
10111 NW 24th Ct.
Pembroke Pines, FL 33026

633

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

IRA FBO Joseph Dubin
Sun America Trust Co
57 Kirkham Pl.
Newington, CT 06111-2408

630

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

IRA FBO Judy Shindel
Pershing LLC
621 Crocus Drive
Rockville, MD 20850-2046

643

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

IRA FBO Mark Tilyou
Pershing LLC
PO Box 917
Severna Park, MD 21146-0917

641

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

IRA FBO Russell Richards
Pershing LLC
10128 Kings Bench Court
Ellicott City, MD 21042-5649

642

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Irwin Rosenbloom TTEE
Paula Rosenbloom Simple M Trust
2911 Stickney Avenue
Toledo, OH 43608

* 706 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Jack Goldfarb, IRA
FCC As Custodian
21332 Mazatlan
Mission Viejo, CA 92692-4952

614

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Jackie Starnes
2138 Satterwhite Circle
Granite Falls, NC 28603-8191

629

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

James & Glenda Nees
19145 Eagle Point Drive
Garfield, AZ 72732

619

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

James & Kathryn Wacenske
133 Cedar Lane
Groton, NY 13073-1311

654

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

James & Sandra Amos
4719 Fredonia Place
Bensalem, PA 19020-3815

682

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

James Brophy
121 Johnson Avenue
Runnemede, NJ 08078-1729

720

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$12,000.00

James Camden, IRA
6081 Kiser Dr.
Huntington Beach, CA 92647-6421

525

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$12,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

James Tackach
111 Spice Bush Trail
Narrangasset, RI 02882-2411

665

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

James Wheeler
Prudential Securities
6 General Miller Rd.
Peterborough, NH 03458-1213

536

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Janice Moyer IRA
1013 Crooked Stick CT
Summerville, SC 29483-5003

696

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Jean & Frederick Lucas
3421 Buttonwood Ct.
Riesterstown, MD 21136-4401

617

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Jerry Frissora, IRA
TD Waterhouse Custodian
1328 Dasher Lane
Reston, VA 20190-3940

* 650 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Jim & Kristin Harrington
546 Wilson Avenue
Glen Ellen, IL 60137-6222

668

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Joel & Debra Hamburger
4655 Pennhill Drive
Schnecksville, PA 18078-2316

710

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

John Douglas White
1317 Chartwell Drive
Pittsburgh, PA 15241

\$1,000.00

716

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John Gassler
1415 Roosevelt Avenue
Pelham Manor, NY 10803-3607

649

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

John Gough JR.
350 Kingsberry Dr.
Annapolis, MD 21401-5948

552

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John Houser
308 Oxford Place
Macungie, PA 18062-1813

667

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John Oberhausen
1723 Rroy Ridge Rd
Tell City, IN 47586-8473

647

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John P. Brennan
722 Lincoln Way E
New Haven, IN 46774-1322

690

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John Pintar
11 Cambridge Pl
Brooklyn, NY 11238-1907

728

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Joseph & Sally Lyall
1512 Hillcrest Rd
Lancaster, PA 17603-2417

721

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Judy Garf, IRA
FCC As Custodian
15233 Magnolia Blvd.
#209
Sherman Oaks, CA 91403-1144

613

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

Julian Chamian Rev Trust
Julia Chamian
4326 Babcock Ave.
#106
Studio City, CA 91604-1570

514

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Julian Hsieh
822 Saint John Court
Pleasanton, CA 94566

527

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Ken YU
161 Remsen Street
Brooklyn, NY 11201-4322

* 705 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Kenneth Kraft
335 Baltusrol Drive
Coatesville, PA 19320

676

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Kevin & Elizabeth Hanson
18 sheldon Dr
Ballston Lake, NY 12019-2556

688

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Larry & Joyce Cagle
113 Hunterdale Dr.
Lynchburg, VA 24502

546

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
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- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Lawrence & Alexandra Solomon
6469 Zuma View Pl
#154
Malibu, CA 90265

* 554 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Lawrence & Marsha Shadle
16 Barbour Rd
Morgantown, WV 26508-2381

671

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
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(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,500.00

Leonard & June Wagner Trustees
Leonard S. Wagner Rev Trust
12328 Shadetree Lane
Montpelier, MD 20708

578

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,500.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,500.00

Leonard & June Wagner Trustees
Leonard S. Wagner Rev Trust
12328 Shadetree Lane
Montpelier, MD 20708

579

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,500.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Leonard & Norman Mordfin
1609 Billman Lane
Silver Spring, MD 20909-1417

597

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Leonard & Shirley Johnsen
4307 W. 112th Terrace
Leawood, KS 66211-1716

687

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$28,000.00

Linda Levinson IRA
2601 Northshore Lane
Westlake Village, CA 91361-3434

* 497 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$28,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Lucille & Donielle Joslyn
P.O. Box 127
Exton, PA 19341

539

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Margaret & William Harmeyer TTEE
213 S. Eastern Avenue
Batesville, IN 47006

* 709 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

Marlene Dale IRA
FCC As Custodian
18058 W. Anne's Circle
Santa Clarita, CA 91387-5340

583

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Martin R. Biazzo Jr.
19 Bonnie Lane
Nordentown, NJ 08505

545

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Maryln Lenore Merrill, Trustee
Maryln Lenore Merrill Revocable Trust
719 Corona Drive
Pacifica, CA 94044-3419

594

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Matthew Kappel
580 Patten Avenue
Apt 21
Long Branch, NJ 07740-7855

663

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Matthew Nolan
10904 Stanmore Drive
Potomac, MD 20854

621

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Michael & Debra Schneider
48923 Cairnsean St
Houston, TX 77084-2541

726

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Michael & Johanna Tricarico
3326 Rankin Drive
Newport Rchy, FL 34655-2124

590

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Michael Beauregard, IRA
UTA Charles Schwab & Co.
27 Duck Cove
South Windsor, CT 06074

531

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Michael Bogdanow
16 E. Chapman Street
Alexandria, VA 22301-2202

618

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Michael Burroughs
8079 Lake Haven Drive
Mechanicsville, VA 23111-7511

703

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$12,000.00

Michael Dangelo
220 Rolling Hills Lane
Southington, CT 06489-2363

526

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$12,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Michael Eichten
970 Escalon Drive
Oxnard, CA 93035-2701

724

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER
BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Michael Lewis
FCC As Custodian
4820 Teak Wood Dr
Naples, FL 33999-2502

694

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Michael Schiff
37 The Oval
Sugar Land, TX 77479

530

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$52,000.00

Michael Shapiro
5 Stephanie Dr.
Pelham, NH 03076-3151

* 485 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$52,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Michael Stowell
800 N. Central Ave.
Flagler Beach, FL 32136

540

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Mitch & Meia Lineberry
1646 Crater Lane
Yadkinville, NC 27055-5026

677

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Mr. Walter S. Gundel
14 Skyline Dr.
Englewood Cliffs, NJ 07632-1814

553

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Mrs. Jin-Yun Chang
35 West Webster Ave.
Roselle Park, NJ 07204-1924

563

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Myron Powelson, IRA
360 Abbey Place
Zanesville, OH 43701-3001

632

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Nelson E Jones IRA
FCC As Custodian
2729 Austin Court
Los Osos, CA 93402-4304

568

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

O Reed & Gary Weathers
13202 Fawcett Drive
Houston, TX 77069

735

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Patricia Frissora, IRA
TD Waterhouse Custodian
1328 Dasher Lane
Reston, VA 20190-3940

651

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Paul & Amelia Quagliariello TTEE
Quagliariello Family Trust
9 North Carol Rd.
Upper Darby, PA 19082-1424

679

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Paul & Anita Stojakovich
3815 Power Rd.
Cincinnati, OH 45248

537

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Paul & Donna Baldino
4107 Foll Hill Drive
Boothwyn, PA 19061-2630

695

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Paul & Joanne Shafer
2405 Wynnefield Drive
Waverton, PA 19083-1654

611

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Pearson Press
Pearson Press Family Trust
166 Kellner Rd.
Columbus, OH 43209-2037

* 648 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Peter & Margo Narciso
32 Miami Trail
Rockaway, NJ 07866-1022

656

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$31,000.00

Peter Gandell IRA
640 Davis St. #24
San Francisco, CA 94111-1948

* 492 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$31,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Peter Ulanowicz
22755 Southwest 66th Ave
#201
Boca Raton, FL 33428-5909

574

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

Philip Albano
3708 Southampton Ct.
Raleigh, NC 27604

586

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Philip Mark Namey
2215 NE 51st Avenue
Portland, OR 97213-2507

734

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

R.L. & Shirley Vick, Trustees
The Vick Family Trust
11070 Louise Avenue
Terra Ceia, FL 34250-0236

598

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$12,000.00

Ramsey Living Trust
Maudie Ramsey TTEE
215 Cherry Lane
Christiansburg, VA 24073-4335

523

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$12,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Randy L. Bryant
4616 Spring Crest Court
Fuquay Varina, NC 27526

560

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Raymond Ford, IRA
Waterhouse Bank Custodian
128 Andover Dr.
Exton, PA 19341-1503

543

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Rich Weise
13 Clearwater Drive
Allentown, NJ 08501-1947

640

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Richard & Carol Rankin
9804 Viewcrest Drive
Fairfax, VA 22039-2975

683

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Richard & Karen Roberts
7434 Derby
Canton, MI 48187-2111

* 741 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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- Item 1. Description of Claim
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- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Richard & Lucille Mott
551 Cline Ridge Road
Winchester, TN 37398

707

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Richard and Joann Ryan, TTEE
Ryan Family Trust
16894 Frank Avenue
Los Gatos, CA 95032

602

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

Richard Joseph Bonneau, IRA
US Clearing Custodian
6 Tanglewood Drive
Shrewsbury, MA 01545-1541

* 588 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Richard Thigpen
4254 Armand View Dr.
Pasadena, TX 77505-4471

547

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Rick Schell
506 S 3rd Street
West Dundee, IL 60118-2810

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CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert & Jane Toy
6105 Valley View Dr
Alexandria, VA 22310-1529

* 714 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert & Jean Fitzpatrick
4738 St. Andrews Arc
Leesburg, PA 17112-9254

684

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert & Julie Devito
PO Box 235
Lunenburg, MA 01462-0235

* 700 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert & Karen Trimbur
11944 Cardamon Drive
Woodbridge, VA 22192-1437

625

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$9,000.00

Robert & Lanell Grisoli
3913 Ridgeway Drive
Metairie, LA 70002-1838

571

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$9,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

Robert & Monica Jones
3730 Devonshire Ct.
Bloomington, NY 47408-9641

589

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Robert & Virginia Gabioud
4605 NW 31st St.
Ocala, FL 34482-9302

556

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Robert Fergo Jr.
931 Pearl St.
Bohemia, NY 11716

561

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

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BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert Gilles
2200 Howery Street
Christiansburg, VA 24073-4674

616

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Robert Knies, IRA
Wedbush Morgan Securities
7 Quail Ridge Drive
Shillington, PA 19607

581

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert Moyer IRA
1013 Crooked Stick CT
Summerville, SC 29483-5003

697

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert Patera
710 Gunderson
Oak Park, IL 60304

634

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert Rubin, IRA
FCC As Custodian
500 Sycamore Avenue
#8
Los Angeles, CA 90036-2031

620

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Rodney & Melissa McAdams
UN PA Unif Transfer to Minor Account
4200 Morefield Rd
Hermitage, PA 16148

* 739 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Rodney & Rebecca McAdams
UN PA Unif Transfer to Minor Account
4200 Morefield Rd
Hermitage, PA 16148

* 740 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Ronald & Joan Aiello
91 Brookdale Ave.
Nutley, NJ 07110-1006

550

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Russell & Willard Fey, JTWROS
PO BOX 7812
Atlanta, GA 30357-0812

604

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

S & H Solaiman TTEE
Solaiman Trust
6406 Wilson Lane
West Bethesda, MD 20817

635

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$30,000.00

Schlanger Family Trust
Michael Lien and Anita Beals
7461 Beverly Bl #203
Los Angeles, CA 90036-2772

* 495 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$30,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Sherri & Michael Shannon
609 Pioneer Lane
Charleston, WV 25312

729

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$9,000.00

Shirley E. Lovely
621 Laurel Lake Drive
UnitB132
Columbus, NC 28722-7433

570

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$9,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Shirley Olliver and Pauline McKtrick
6430 Nancy Street
Los Angeles, CA 90045-1247

567

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

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BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Sidney Mann
11905 Glenmore Drive
Coral Springs, FL 33071

669

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

SSB IRA Custodian
Richard Fanucci, Sr.
PO Box 297
Vineland, NJ 08362-0297

593

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

SSB IRA Custodian
Thomas Green
1059 Andalusia Grove
Indianapolis, IN 46260-2222

596

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Stanley Rienman
36-18 Hillside Terrace
Fairlawn, NJ 07410-4235

541

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Stephen Chenard
242 Abbott Run Valley Road
Cumberland, RI 02864-3257

658

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Stephen Coulter
1111 Laureli Circle
Naperville, FL 60540-4115

592

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Steven & Anne Turner
9925 E. 12th Street
Indianapolis, IN 46229-2352

702

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

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BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Steven & Lynn Baum
111 Newell Avenue
Needham, MA 02492-1802

659

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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- Item 1. Description of Claim
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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Steven Broderick & Susan Wildin
2878 La Palma Dr.
Laughlin, NV 89029

538

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Susan Rymer and Kyle Rymer
264 Branchport Avenue
Long Branch, NJ 07740-5957

693

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$50,000.00

The Sporn Family Trust
Pauline Sporn
2011 W. Katella Ave Apt 17
Anaheim, CA 92804-6538

* 487 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$50,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Thomas & Cheryl Kenney
11611 S. Kildare Avenue
Chicago, IL 60803-2104

657

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Thomas & Cythnia Holubik
HC1 Box 351
Stonewall, TX 78671-9801

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CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Thomas & Jeannette Leshko
Leshko Family Trust
9010 Fort Craig Dr.
Burke, VA 22015-2115

* 661 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Thomas & Mary Craig
127 Ticonderoga Drive
Toms River, NJ 08755-1715

680

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Thomas & Nondas Joyner
30 Fairlane Drive
Warsaw, IN 46580

* 600 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Thomas Jacques
PO Box 87
Spencer, MA 01562-0087

666

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Thomas Shortt
1201 Cane Creek Drive
Garner, NC 27529-2114

628

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$40,000.00

Tom Alderman IRA
18733 Hatteras St. Unit 37
Tarzana, CA 91356-5902

* 489 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$40,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Vance Richards
223 East 134th Street
Riverdale, IL 60827

601

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Veeral Shah UGMA/PA
Sailesh Shah
771 Golf Drive
Warrington, PA 18976-2053

689

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Vera Ulanowicz
Robert Ulanowicz C/F
2610 Scientist Cliffs Rd.
Port Republic, MD 20676-2409

573

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Victor Jaroch
NFS/FMTC Rollover IRA
831 Neal Dr.
Alexandria, VA 23308

528

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Virginia Irwin
4170 S. State Road 39
Frankfort, IN 46041-7671

725

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Walter & Connie Albert
884 Shadow Oak Ln.
Mandeville, LA 70471-1248

551

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Wayne Johnson
1442 Strada D'Argento
Venice, FL 34292-1510

533

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

William & Billie Jean Brown
Rd 3 Box 522 Orchard Terrace
New Wilmington, PA 16142

* 717 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

William McKinley
838 Grandview Rd.
Oil City, PA 16301

* 708 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

William Patrick Barnett
111 White Hill Circle
Pittsburgh, PA 15227-1147

718

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

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THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

William T. Kilty
3604 Inverness Ct.
Pearland, TX 77581-5912

558

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

William Ward
3117 W. Penn St.
Philadelphia, PA 19129-1015

532

CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$25,000.00

Zubrin-Curtis Rev Fam Trust
Douglas Zubrin & Lois Curtis
359 Morgan Hill St.
Simi Valley, CA 93065-7685

* 499 *

CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003 CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$25,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER

BALLOT.

