

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	x	:	Chapter 11
		:	
SP Wind Down Inc., f/k/a Spheris Inc., et al., ¹		:	Case No. 10-10352 (KG)
		:	
Debtors.		:	Jointly Administered
		:	
		:	Re: Docket No. 355
		:	
	x		

**ORDER PURSUANT TO BANKRUPTCY RULES 2002 AND
3003(c)(3), AND LOCAL RULE 2002-1(e), (I) ESTABLISHING BAR DATES
FOR FILING PROOFS OF CLAIM AND ADMINISTRATIVE EXPENSE
REQUESTS, AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion (the “Motion”) of the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) for an order, pursuant to section 105 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), establishing bar dates for filing proofs of claim and administrative expense requests, and approving the form and manner of notice thereof; and this Court having reviewed the Motion and the pleadings related thereto; and this Court finding that: (i) this Court has jurisdiction over this matter pursuant to 28 U.S.C.

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) SP Wind Down Inc., f/k/a/ Spheris Inc. (5254); (ii) SP Wind Down Holding II, Inc., f/k/a Spheris Holding II, Inc. (7969); (iii) SP Wind Down Canada Inc., f/k/a Spheris Canada Inc. (9757); (iv) SP Wind Down Leasing LLC, f/k/a Spheris Leasing LLC (4780); (v) SP Wind Down Operations LLC, f/k/a Spheris Operations LLC (1371); and (vi) VN Wind Down Communications, f/k/a Vianeta Communications (1121). The Debtors’ executive headquarters are located at 9009 Carothers Parkway, Suite C-3, Franklin, Tennessee 37067.

§§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and (iii) notice of the Motion was sufficient under the circumstances; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted.
2. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.
3. Except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, estates, and trusts) that assert a Prepetition Claim, including claims arising from the rejection of any of the Debtors' remaining executory contracts and unexpired leases, against any of the Debtors shall file a proof of such claim in writing so that it is received on or before 4:00 p.m. (prevailing Eastern Time) on June 18, 2010 (the "General Bar Date"). Any entity holding a claim arising from the rejection of an executory contract or unexpired lease pursuant to an order entered in connection with the Debtors' chapter 11 cases shall be required to file a proof of claim by the General Bar Date.
4. Notwithstanding any other provision hereof, governmental units (as defined in section 101(27) of the Bankruptcy Code) that assert a Prepetition Claim against any of the Debtors must file a proof of claim with respect to such Prepetition Claim on or before 4:00 p.m. (prevailing Eastern Time) on August 2, 2010 (the "Governmental Unit Bar Date").
5. All persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert an Administrative Expense Claim that arose prior to or on April 30, 2010, or that assert a 503(b)(9) Claim, shall file an

administrative expense request in writing so that it is received on or before 4:00 p.m. (prevailing Eastern Time) on June 18, 2010 (the "Administrative Claim Bar Date"). For the avoidance of doubt, all persons' and entities' (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) rights with respect to potential Administrative Expense Claims that arise after the Postpetition Period are reserved and are not subject to the Administrative Claim Bar Date.

6. The following procedures for the filing of proofs of claim and administrative expense requests shall apply:

- (i) Prepetition Claims must conform substantially to the Proof of Claim Form annexed hereto as Exhibit A (which form is hereby approved) or Form No. 10 of the Official Bankruptcy Forms;
- (ii) administrative expense requests, including requests for payments of 503(b)(9) Claims,² must conform substantially to the Administrative Expense Request Form annexed hereto as Exhibit B (which form is hereby approved);
- (iii) proofs of claim or administrative expense requests shall be mailed or delivered to one or both of the following addresses, as applicable (together, the "Claims Processing Center"):

<u>If Delivered by Mail:</u>	<u>If Delivered by Overnight or Hand Delivery:</u>
The Garden City Group, Inc. Attn: SP Claims Processing P.O. Box #9574 Dublin, Ohio 43017-4874	The Garden City Group, Inc. Attn: SP Claims Processing 5151 Blazer Parkway, Suite A Dublin, Ohio 43017

- (iv) proofs of claim and administrative expense requests will be deemed timely filed only when actually received by the Claims Processing Center on or before the applicable Bar Date;

² Any creditor seeking payment of a 503(b)(9) Claim must provide, with specificity: (i) the amount of such creditor's 503(b)(9) Claim; (ii) the particular Debtor against which the 503(b)(9) Claim is asserted; and (iii) the value of the goods that such creditor contends the Debtor received within 20 days before the Petition Date. Any such creditor must also attach documentation identifying the particular invoices supporting such 503(b)(9) Claim.

- (v) proofs of claim and administrative expense requests must (a) be signed, (b) include supporting documentation (if voluminous, a summary thereof must also be attached), or an explanation as to why documentation is not available, (c) be in the English language, and (d) be denominated in United States currency;
- (vi) proofs of claim and administrative expense requests must specify the name and case number of the Debtor against which the claim is filed. If a party asserts a claim against more than one Debtor or has claims against multiple Debtors, a separate proof of claim or administrative expense request, as applicable, must be filed with respect to each Debtor against which the holder asserts a claim;
- (vii) if any portion of the proof of claim or administrative expense request asserts a contingent and/or unliquidated claim, the claimant shall identify in the proof of claim or administrative expense request a good faith estimate of the maximum amount of such contingent and/or unliquidated claim which shall serve as a cap on the amount of such claim to the extent allowed; and
- (viii) the Claims Processing Center will not accept proofs of claim or administrative expense requests sent by facsimile, telecopy, or electronic mail transmission.

7. The following Prepetition Claims, 503(b)(9) Claims and Administrative

Expense Claims are exempted from their applicable Bar Dates, as applicable:

- (i) any claim with respect to which an entity has already properly filed a proof of claim or an administrative expense request, as applicable, against one or more of the Debtors with either GCG or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- (ii) any claim with respect to which an entity has already properly filed a motion requesting allowance of an Administrative Expense Claim pursuant to section 503(b);
- (iii) any claim held by an entity that is: (i) listed in the Schedules or any amendments thereto; and (ii) not described therein as “disputed,” “contingent,” or “unliquidated”; and (iii) with respect to which such entity does not dispute the amount or classification of its claim as set forth in the Schedules;
- (iv) any claim or administrative expense request, as applicable, asserted by a Debtor against another Debtor;

- (v) any claim or administrative expenses request, as applicable, asserted against the Debtors, that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- (vi) any claim or administrative expense, as applicable, that has been paid;
- (vii) any administrative expense request held by professionals retained by the Debtors or the Committee pursuant to orders of this Court, including GCG, who assert Administrative Expense Claims for payment of fees and expenses subject to the Court's approval pursuant to sections 330, 331(a), and 503(b) of the Bankruptcy Code; and/or
- (viii) any claim that is limited exclusively to a claim for repayment by the applicable Debtor(s) of principal, interest, and other applicable fees and charges on or under that certain indenture dated as of December 22, 2004 among certain of the Debtors, as borrowers and guarantors, and the Bank of New York, as indenture trustee, for the 11% senior subordinated notes due 2012 (the "Notes," and the indenture, the "Notes Indenture," and such claims, the "Note Claims"); provided, however, that (i) the indenture trustee under the Notes shall be required to file proofs of claim on account of the Note Claims on or under the Notes and/or the Notes Indenture on or before the Bar Date; and (ii) any holder of a Note Claim that wishes to assert a claim against a Debtor other than a Note Claim shall be required to file a proof of claim on account of such claim on or before the Bar Date, unless another exception in this paragraph applies.

8. The Debtors shall retain the right to: (i) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (ii) subsequently designate any claim reflected in the Schedules as disputed, contingent, or unliquidated.

9. Pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply strictly with this Order by timely filing a proof of claim or administrative expense request, as applicable, in appropriate form, unless explicitly excepted from filing such claim herein or by any other order of this Court, shall not be treated as a creditor with respect to such claim for the purposes of distributions.

10. The notice of the Bar Date (the "Bar Date Notice"), substantially in the form annexed hereto as Exhibit C, is approved and shall be deemed adequate and sufficient notice of the Bar Dates if served by first-class mail on the following parties on or before five (5) days of entry of the Bar Date Order on:

- (i) the United States Trustee;
- (ii) persons or entities that have requested notice of the proceedings in these chapter 11 cases;
- (iii) persons or entities that have filed proofs of claim;
- (iv) known holders of claims listed on the Schedules at the addresses stated therein;
- (v) parties known to the Debtors as having potential claims against the Debtors' estates but who are not listed on the Schedules;
- (vi) counterparties to the Debtors' executory contracts and unexpired leases;
- (vii) parties to litigation with the Debtors;
- (viii) the agents for the Debtors' prepetition secured lenders and their counsel;
- (ix) known holders of the outstanding obligations under the Debtors' senior secured credit agreement, dated July 17, 2007;
- (x) state attorneys general and state departments of revenue for states in which the Debtors conduct business;
- (xi) the Internal Revenue Service at the address it has requested for bankruptcy notifications;
- (xii) the Environmental Protection Agency;
- (xiii) relevant state and local environmental agencies;
- (xiv) the Securities and Exchange Commission (in Delaware and in Washington, D.C.);
- (xv) the United States Attorney for the District of Delaware and the Department of Justice in Washington, D.C.; and
- (xvi) state and local governmental units applicable to the Debtors' businesses, to the extent not listed in the foregoing clauses.

11. With regard to those holders of claims listed on the Schedules, the Debtors shall mail (a) a Bar Date Notice and (b) one or more Proof of Claim Forms and/or Administrative Expense Request Forms, as applicable, which notice is hereby approved and shall be deemed good, adequate, and sufficient notice of the Bar Dates.

12. With respect to addresses from which Commencement Notices and Sale Hearing Notices were returned as undeliverable by the United States Postal Service, the Debtors are excused from distributing a Bar Date Package to those entities listed at such addresses if the Debtors are unable to obtain accurate addresses for such entities after having exercised good faith efforts to obtain more current addresses, and failure to attempt to deliver Bar Date Packages to such entities will not constitute inadequate notice of the Bar Dates, or a violation of Bankruptcy Rule 2002(a)(7).

13. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall publish notice of the Bar Date in substantially the form annexed hereto as Exhibit D in the national edition of either the Wall Street Journal or the New York Times on or before ten (10) days of entry of the Bar Date Order.

14. The Debtors and GCG are authorized and empowered to take such steps, pay such sums, and perform such acts as may be necessary to implement and effectuate the terms of this Order.

15. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of the Excluded Claims established herein and in the Motion must file proofs of such claims or interests or be barred from doing so.

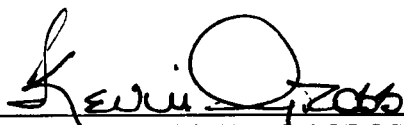
16. Except as explicitly provided herein, any creditor who is required but fails to file a proof of claim in accordance with this Order on or before the General Bar Date or the

Governmental Unit Bar Date, or an administrative expense request on or before the Administrative Claim Bar Date, as the case may be (or such other date established hereby), shall be forever barred, estopped, and enjoined from asserting such claim against any of the Debtors (or filing a proof of claim or administrative expense request with respect thereto), and the Debtors and their respective property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to participate in any distribution in the Debtors' cases.

17. The provisions of this Order apply to all claims of whatever character against the Debtors or their property, whether secured or unsecured, liquidated or unliquidated, fixed or contingent.

18. This Court shall retain jurisdiction with respect to all matters arising from or relating to this Order.

Dated: Wilmington, Delaware
May 13, 2010



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE