

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., <u>et al.</u> ,	:	Case No. 10-10352 (KG)
	:	
Debtors.	:	Jointly Administered
	x	

**NOTICE OF DEADLINE REQUIRING FILING OF
PROOFS OF CLAIM OR ADMINISTRATIVE EXPENSE
REQUESTS OF CREDITORS (OTHER THAN GOVERNMENTAL
UNITS), AS APPLICABLE, ON OR BEFORE JUNE 18, 2010,
AND DEADLINE REQUIRING FILING OF PROOFS OF CLAIM
OF GOVERNMENTAL UNITS ON OR BEFORE AUGUST 2, 2010**

**TO ALL POTENTIAL CREDITORS OF THE DEBTORS AND DEBTORS IN
POSSESSION LISTED BELOW:**

PLEASE TAKE NOTICE THAT:

On February 3, 2010 (the “Petition Date”), the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) each filed a voluntary petition with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The following table lists each Debtor, its state of incorporation, tax identification number, and respective case number:

Debtor	Tax ID	Case No.
SP Wind Down Inc., f/k/a Spheris Inc. (DE)	62-1805254	10-10352
SP Wind Down Canada Inc., f/k/a Spheris Canada Inc. (TN)	68-0559757	10-10353
SP Wind Down Holding II, Inc., f/k/a Spheris Holding II, Inc. (DE)	20-1817969	10-10354
SP Wind Down Leasing LLC, f/k/a Spheris Leasing LLC (TN)	62-1804780	10-10355
SP Wind Down Operations LLC, f/k/a Spheris Operations LLC (TN)	62-1731371	10-10356
VN Wind Down Communications, f/k/a Vianeta Communications (CA)	77-0511121	10-10357

The Bankruptcy Court has entered an order (the “Bar Date Order”) establishing 4:00 p.m. (prevailing Eastern Time) on June 18, 2010 (the “General Bar Date”) as the last date for each person or non-governmental entity (including, without limitation, individuals,

partnerships, corporations, joint ventures, estates, trusts and any party wishing to assert a claim arising from the rejection, or anticipated rejection, of an executory contract or unexpired lease) to file a proof of claim against any of the Debtors listed above.

The Bar Date Order establishes 4:00 p.m. (prevailing Eastern Time) on August 2, 2010 (the “Governmental Unit Bar Date”) as the last date for a “governmental unit” (as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim against any of the Debtors listed above.

The Bar Date Order also establishes 4:00 p.m. (prevailing Eastern Time) on June 18, 2010 (the “Administrative Claim Bar Date,” and, together with the General Bar Date and the Governmental Unit Bar Date, the “Bar Dates”) as the last date for each person or non-governmental entity (including, without limitation, individuals, partnerships, corporations, joint ventures and trusts) to assert an administrative expense claim, allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code, against the Debtors which arose from the Petition Date through and including April 30, 2010 (the “Postpetition Period”), or which may be entitled to administrative expense priority under section 503(b)(9) of the Bankruptcy Code (“503(b)(9) Claims”) by submitting an administrative expense request to The Garden City Group, Inc. (“GCG”).

The Bar Dates and the procedures set forth below for filing proofs of claim and administrative expense requests apply to all potential claims against the Debtors which arose prior to the Petition Date (the “Prepetition Claims”), all 503(b)(9) Claims, and all potential administrative expense claims against the Debtors which arose from the Petition Date through the Postpetition Period (the “Postpetition Claims”), except for those claims listed in Section 4 below, which are specifically excluded from the Bar Date filing requirement.

1. WHO MUST FILE A PROOF OF CLAIM OR ADMINISTRATIVE EXPENSE REQUEST

You **MUST** file a proof of claim to share in distributions from the Debtors’ bankruptcy estates if you have a claim against any of the Debtors that arose prior to the Petition Date, and you **MUST** file an administrative expense request if you have a Postpetition Claim against any of the Debtors that arose after the Petition Date through and including April 30, 2010, or if you have a 503(b)(9) Claim, if such claim is not one of the types of claims described in Section 4 below. **Prepetition Claims, 503(b)(9) Claims, and Postpetition Claims based on acts or omissions of the Debtors must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain, or did not mature or become fixed, liquidated, or certain. If any portion of the claim you assert is a contingent and/or unliquidated claim, you shall set forth a good faith estimate of the maximum amount of such contingent and/or unliquidated claim which will serve as a cap on the amount of such claim to the extent the claim is allowed.**

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim form (the “Proof of Claim Form”) for use if your Prepetition Claim is scheduled by the Debtors; the form also sets forth the amount and type of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as disputed, contingent, or unliquidated. You may receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. You may utilize the Proof of Claim Form(s) provided by the Debtors to file your proof of claim. If you disagree with any of the information set forth on the proof of claim, including, without limitation, the amount or type of the claim set forth therein, or that such claim is scheduled as contingent, disputed, or unliquidated, you are required to file a proof of claim identifying each Debtor against which you are asserting a claim and the amount and type of such claim.

The Debtors are also enclosing an administrative expense request form (the “Administrative Expense Request Form”) for use if you assert a Postpetition Claim or a 503(b)(9) Claim. You may utilize the Administrative Expense Request Form to file your administrative expense request.

All proofs of claim and administrative expense requests must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim or administrative expense request any documents on which the claim is based (if voluminous, a summary thereof must also be attached) or an explanation as to why the documents are not available.

Any holder of a claim against more than one Debtor must file a separate proof of claim or administrative expense request, as applicable, with respect to each such Debtor, and all holders of claims must identify on their proof of claim or administrative expense request the specific Debtor against which their claim is asserted and the case number of that Debtor’s bankruptcy case. A list of the names of the Debtors and their case numbers is set forth above.

3. WHEN AND WHERE TO FILE

Except as provided for herein:

- all proofs of claim and administrative expense requests must be filed **so as to be received on or before 4:00 p.m. (prevailing Eastern Time) on June 18, 2010;** and
- governmental units must file proofs of claim **so as to be received on or before 4:00 p.m. (prevailing Eastern Time) on August 2, 2010**

at one or both of the following addresses, as appropriate (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

Proofs of claim and administrative expense requests will be deemed filed only when received by the Claims Processing Center on or before the applicable deadline. Proofs of claim and administrative expense requests may not be delivered by facsimile, telecopy, or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM OR ADMINISTRATIVE EXPENSE REQUEST

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.

This notice is being sent to persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against a Debtor. The fact that you have received this notice does not necessarily mean that you have a claim against a Debtor.

5. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM OR ADMINISTRATIVE EXPENSE REQUEST BY THE APPLICABLE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS SET FORTH IN SECTION 4 ABOVE AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM OR ADMINISTRATIVE EXPENSE REQUEST, AS APPLICABLE, IN THE APPROPRIATE FORM WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

ANY HOLDER OF A CLAIM THAT FAILS TO FILE SUCH CLAIM AGAINST THE CORRECT DEBTOR SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST ANY OF THE OTHER DEBTORS, 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 ON ACCOUNT OF SUCH CLAIM TO PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES.

6. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. **The Schedules do NOT identify holders of 503(b)(9) Claims as such, though they may identify such persons as holders of Prepetition Claims. The Schedules also do NOT identify holders of Postpetition Claims.**

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form regarding the amount, type (i.e., secured, priority unsecured, or non-priority unsecured), and nature (i.e., contingent, disputed, or unliquidated) of your claim. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the amount, type, and nature of your claim against such applicable Debtor, as listed in the Schedules.

If you rely on the Schedules, it is your responsibility to determine that the claim is accurately listed. If you agree with the amount and type of your claim as listed in the Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules, the Bar Date Order, and additional Proof of Claim Forms and Administrative Expense Request Forms may be viewed at <http://www.gardencitygroup.com/cases/spheris/>. Copies of the Schedules and Bar Date Order are also available on the Bankruptcy Court's internet website at <http://www.deb.uscourts.gov>. A login and password to the Bankruptcy Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and Bar Date Order may also be examined between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. Copies of the Schedules, the Bar Date Order, and additional proof of claim forms and administrative expense request forms may also be obtained by written request to GCG at the following address (at your cost):

The Garden City Group, Inc.
Attn: SP Claims Processing
P.O. Box #9574
Dublin, Ohio 43017-4874

Please note that GCG's staff is not permitted to give legal advice. A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

Dated: Wilmington, Delaware
May 13, 2010

BY ORDER OF THE COURT