

United States Bankruptcy Court DISTRICT OF DELAWARE				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Spheris Inc.			Name of Joint Debtor (Spouse ) (Last, First, Middle): N/A		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Spheris Holdings, LLC, Spheris Holding Inc. and Total eMed, Inc.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 62-1805254			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A		
Street Address of Debtor (No. and Street, City, and State): 9009 Carothers Parkway, Suite C-3 Franklin, TN <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE 37067</span>			Street Address of Joint Debtor (No. and Street, City, and State): N/A <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</span>		
County of Residence or of the Principal Place of Business: Williamson County			County of Residence or of the Principal Place of Business: N/A		
Mailing Address of Debtor (if different from street address):  <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</span>			Mailing Address of Joint Debtor (if different from street address):  <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</span>		
Location of Principal Assets of Business Debtor (if different from street address above): See Attachment A <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</span>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check Box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13         </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding         </div> </div> <hr/> <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr style="border-top: 1px dashed black;"/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>*Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> 1-49  <input type="checkbox"/> 50-99  <input type="checkbox"/> 100-199  <input type="checkbox"/> 200-999  <input type="checkbox"/> 1,000-5,000  <input checked="" type="checkbox"/> 5,001-10,000  <input type="checkbox"/> 10,001-25,000  <input type="checkbox"/> 25,001-50,000  <input type="checkbox"/> 50,001-100,000  <input type="checkbox"/> Over 100,000         </div> </div>					
<b>*Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> \$0 to \$50,000  <input type="checkbox"/> \$50,001 to \$100,000  <input type="checkbox"/> \$100,001 to \$500,000  <input type="checkbox"/> \$500,001 to \$1 million  <input type="checkbox"/> \$1,000,001 to \$10 million  <input type="checkbox"/> \$10,000,001 to \$50 million  <input checked="" type="checkbox"/> \$50,000,001 to \$100 million  <input type="checkbox"/> \$100,000,001 to \$500 million  <input type="checkbox"/> \$500,000,001 to \$1 billion  <input type="checkbox"/> More than \$1 billion         </div> </div>					
<b>*Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> \$0 to \$50,000  <input type="checkbox"/> \$50,001 to \$100,000  <input type="checkbox"/> \$100,001 to \$500,000  <input type="checkbox"/> \$500,001 to \$1 million  <input type="checkbox"/> \$1,000,001 to \$10 million  <input type="checkbox"/> \$10,000,001 to \$50 million  <input type="checkbox"/> \$50,000,001 to \$100 million  <input checked="" type="checkbox"/> \$500 million  <input type="checkbox"/> \$1 billion  <input type="checkbox"/> More than \$1 billion         </div> </div>					

\*All financial information contained herein is reported on a consolidated basis with the Debtor's affiliates, on a GAAP book basis, for the period ending September 30, 2009.

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Spheris Inc.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor See Attachment A	Case Number: Pending	Date Filed: Date Hereof	
District: District of Delaware	Relationship: Affiliate	Judge: Pending	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  See Attachment A  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a party of this petition.			
<b>Information Regarding the Debtor – Venue</b> (Check any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> Spheris Inc.
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.            [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.            [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____            Signature of Debtor</p> <p>X _____            Signature of Joint Debtor</p> <p>_____            Telephone Number (if not represented by attorney)</p> <p>_____            Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____            (Signature of Foreign Representative)</p> <p>_____            (Printed Name of Foreign Representative)</p> <p>_____            Date</p>	
<p>X _____            Signature of Attorney*</p> <p>Robert S. Brady            Matthew B. Lunn            Young Conaway Stargatt &amp; Taylor, LLP            The Brandywine Building            1000 West Street, 17th Floor            Wilmington, DE 19801-1037            (302) 571-6600</p> <p>2/3/2010            _____            Date</p> <p>X _____            Signature of Attorney for Debtor(s)</p> <p>Michael J. Kelly            Shauna D. Jones            Elizabeth K. Horowitz            Willkie Farr &amp; Gallagher LLP            787 Seventh Avenue            New York, New York 10019-6099            (212) 728-8000</p> <p>2/3/2010            _____            Date</p> <p><small>*In a case which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____            Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____            Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____            Address</p> <p>X _____</p> <p>_____            Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____            Signature of Authorized Individual            Robert L. Butler            Printed Name of Authorized Individual            Chief Restructuring Officer            Title of Authorized Individual            February 3, 2010            Date</p>		

## **ATTACHMENT A TO VOLUNTARY PETITION**

### **1. Pending Bankruptcy Cases Filed by Affiliates of the Debtor**

Concurrently herewith, each of the affiliated entities listed below (collectively, the “Affiliated Debtors”) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their voluntary petitions, the Debtor, together with the Affiliated Debtors, filed a motion requesting that this Court consolidate their chapter 11 cases for administrative purposes only.

The Affiliated Debtors are the following entities:

Spheris Canada Inc.  
Spheris Holding II, Inc.  
Spheris Leasing LLC  
Spheris Operations LLC  
Vianeta Communications

### **2. Locations of Principal Assets of the Affiliated Debtors**

9009 Carothers Parkway, Suite C-3,  
Franklin, TN 37067

21670 Ridgetop Cir., Suite 100,  
Sterling, VA 20166

### **3. Exhibit A**

As of January 1, 2007, Spheris Inc. was not obligated to file periodic reports with the Securities and Exchange Commission. As of such date, Spheris Inc. was a voluntary filer. However, on November 16, 2009, Spheris Inc. filed a Certification and Notice of Termination of Registration Under Section 12(g) of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports Under Sections 13 and 15(d) of the Securities Exchange Act of 1934 and thereafter ceased filing periodic reports.

**SECRETARY'S CERTIFICATE OF  
RESOLUTIONS OF THE BOARD OF DIRECTORS**  
of each entity set forth on Schedule I attached hereto

I, Russell G. Adkins, the undersigned Secretary of each entity listed on Schedule I hereto (each entity, a "Company") hereby certify, in my capacity as Secretary of each respective entity, that, on February 2, 2010, the following resolutions were duly adopted in accordance with the requirements of applicable law by the applicable Board of Directors, Sole Member, Sole Manager or equivalent body, as the case may be (collectively, the "Board"), and recorded in the minute book of the Company, and that they have not been amended, modified or rescinded and, accordingly, are in full force and effect.

WHEREAS, as a result of the financial condition of the Company, the Board has engaged counsel, financial advisors, restructuring advisors, and tax advisors to provide advice to the Company regarding its obligations to its creditors, equity holders, employees, and other interested parties;

WHEREAS, the Board has evaluated the Company's alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), is advisable and in the best interests of the Company;

NOW, THEREFORE, upon motion duly made and seconded, the Board unanimously approves and adopts the following resolutions:

RESOLVED, that the Company shall be, and hereby is, authorized and empowered to (i) file a petition for relief under the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware or such other court one or more of the Designated Officers (as defined below) of the Company determine to be appropriate (the "Bankruptcy Court"), and (ii) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the Chief Restructuring Officer, the Chief Financial Officer, the Chief Operating Officer, and the Secretary of the Company, including Robert L. Butler, Brian P. Callahan, Anthony James, and Russell G. Adkins (each a "Designated Officer" and collectively, the "Designated Officers") shall be, and each of them acting singly hereby is, authorized,

empowered, and directed on behalf of, and in the name of, the Company to: (i) execute and verify the Petition and all other ancillary documents, cause the Petition to be filed with the Bankruptcy Court, and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions, such approval to be conclusively established by the execution thereof by such Designated Officer; (ii) execute, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (iii) execute and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case (the "Chapter 11 Case") in such form or forms as any such Designated Officer may approve;

FURTHER RESOLVED, that all prior actions of the Company and its officers in connection with the transactions contemplated by the foregoing resolutions and the documents referenced therein be, and each of them hereby is, approved and ratified in all respects;

FURTHER RESOLVED, that each of the Designated Officers shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to retain Willkie Farr & Gallagher LLP ("WF&G"), located at 787 Seventh Avenue, New York, New York 10019, and Young Conaway Stargatt & Taylor, LLP ("YCS&T"), located at The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, and the law firms of WF&G and YCS&T shall be, and each hereby is, authorized, empowered, and directed to represent the Company as a debtor and debtor in possession, in connection with the Chapter 11 Case;

FURTHER RESOLVED, that each of the Designated Officers shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to retain Jefferies & Company, Inc., located at 520 Madison Avenue, New York, New York 10022, as financial advisor for the Company in the Chapter 11 Case;

FURTHER RESOLVED, that professionals provided by Capstone Advisory Group, LLC, located at Park 80 West, Plaza I - Plaza Level, Saddlebrook, New Jersey 07663, will assist Robert L.

Butler, the Chief Restructuring Officer for the Company, in the Chapter 11 Case;

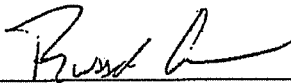
FURTHER RESOLVED, that each of the Designated Officers shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to retain Deloitte Tax LLP, located at 191 Peachtree Street NE, Suite 1500, Atlanta, Georgia 30303, as tax advisor for the Company in the Chapter 11 Case;

FURTHER RESOLVED, that each of the Designated Officers shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to retain such additional professionals, including, but not limited to, attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, or brokers, in each case as in such Designated Officer's judgment may be necessary in connection with the Chapter 11 Case and other related matters, on such terms as such officer or officers shall approve;

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the Designated Officers of the Company or their designees shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments, and other documents, and to pay all expenses, including filing fees, in each case as in such Designated Officer's judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that the Board hereby ratifies, confirms, approves, and adopts all acts lawfully done or actions lawfully taken, or to be taken, by the Designated Officers, or any other employee, officer, or director of the Company, in connection with the implementation of the foregoing resolutions; and

FURTHER RESOLVED, that each secretary and any assistant secretary of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such secretary or assistant secretary, a true copy of the foregoing resolutions.

By:   
Name: Russell G. Adkins  
Title: Secretary



**Schedule I to Secretary Certificate**

SPHERIS HOLDING II, INC.

SPHERIS INC.

SPHERIS OPERATIONS LLC

VIANETA COMMUNICATIONS

SPHERIS LEASING LLC

SPHERIS CANADA INC.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re : Chapter 11  
:   
Spheris Inc., et al., : Case No. 10-\_\_\_\_\_ ( )  
:   
Debtors. : Joint Administration Pending  
-----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING THE 30 LARGEST UNSECURED CLAIMS**

Spheris Inc., a Delaware corporation, and certain of its direct and indirect affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”),<sup>1</sup> filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code in this Court. This list of creditors holding the thirty (30) largest unsecured claims (the “Top 30 List”) has been prepared on a consolidated basis, from the Debtors’ books and records as of January 22, 2010.<sup>2</sup>

The Top 30 List was prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed, or subject to a setoff, or (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

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

<sup>2</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, any of the Debtors (defined herein).

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim as of 1/22/10 <sup>3</sup>
<b>Multimodal Technologies, Inc.</b> 1710 Murray Avenue Pittsburgh, PA 15217	Laurie Hochberg Ph. 412-422-2002, Ext. 0033 Fx. 412-578-0400	Utility		\$358,588.77
<b>SunGuard</b> 860 East Swedesford Road Wayne, PA 19087	Patricia Boujoukos Ph. 610-225-1120 Fx. 610-768-4135	Trade	Disputed	\$283,188.00
<b>AT&amp;T</b> 55 Corporate Drive Bridgewater, NJ 088807	Customer Care Ph. 800-235-7524 Fx. 502-762-0067	Utility		\$177,909.65
<b>VHA Inc.</b> 75 Remittance Drive, Suite 1855 Chicago, IL 60675	Kaye Franklin, Portfolio Exc. Ph. 972-830-0626 Fx. 972-830-0361	GPO		\$161,255.00
<b>University HealthSystem Consortium</b> 2001 Spring Road Oak Brook, IL 60523	Susan Wan, MPA Ph. 630-954-1700 Fx. 630-954-4730	GPO		\$112,484.00
<b>Sprint</b> 210 Westwood Place, Suite 150 Brentwood, TN 37027	Customer Service Ph. 800-788-3500 Fx. N/A <sup>*4</sup>	Utility		\$88,286.36
<b>North Highland Company</b> 100 Winners Circle, Suite 154 Brentwood, TN 37027	Brian Simmons Ph. 615-370-2790 Fx. N/A <sup>*</sup>	Trade		\$59,500.00
<b>Dell Marketing LP</b> One Dell Parkway Nashville, TN 37217	Jon Eaxton Ph. 615-795-6013 Fx. 515-283-0323	Trade		\$32,937.76
<b>White Thompson, LLC</b> P.O. Box 305172 Nashville, TN 37230	Sherri Jones Ph. 615-321-1013, Ext. 313 Fx. N/A <sup>*</sup>	Trade		\$30,407.86
<b>CIT Technology Financing Service, Inc.</b> Microsoft Financing Customer Service P.O. Box 550599 Jacksonville, FL 32255	Customer Service Ph. 888-890-6833 Fx. 800-776-4665	Trade		\$28,946.43
<b>Allscripts Healthcare Solutions, Inc.</b> 2297 Payshere Circle Chicago, IL 60674	Kristie Nystedt Ph. 919-329-1605 Fx. 919-844-4179	GPO		\$26,350.00

<sup>3</sup> These claim amounts represent maximum potential liabilities. Any actual amounts owed may be significantly lower.

<sup>4</sup> The Debtors were unable to obtain fax numbers and working e-mail addresses for those creditors indicated with a \*.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim as of 1/22/10 <sup>3</sup>
<b>Lightyear Network Solutions</b> 1901 Eastpoint Parkway Louisville, KY 40223	Deb Unterreiner Ph. 888-414-1536 Fx. 502-357-2669	Utility		\$21,000.00
<b>Bhilwara Scribe Private Limited</b> 194 Surya Towers, MP Nagar, Zone 1 Bhopal / Madhya Pradesh India	Arvind Poddar Ph. +91 120 2540502 Fx. +91 120 2536784	Trade		\$18,487.18
<b>Inspinity, LLC</b> No. Five Concourse Parkway, Suite 900 Atlanta, GA 30328	Siddharcha Mookerd, CEO Ph. 404-582-6020 Fx. 678-441-9248	Trade		\$18,305.11
<b>Ceridian Tax Service</b> 3311 East Old Shakopee Road Minneapolis, MN 55425	Mindy Risley Ph. 714-377-4500 Fx. 714-965-7283	Trade		\$16,350.00
<b>XO</b> 1950 Stemmons Freeway, Suite 4038 Dallas , TX 75207	Customer Service Ph. 214-237-7700 Fx. N/A*	Utility		\$13,000.00
<b>Gallagher Healthcare Insurance Services, Inc.</b> 2000 West Sam Houston Parkway South Houston, TX 77042	Alexsis Brunson Ph. 713-935-8823 Fx. 713-365-6590	Insurance Premium		\$12,000.00
<b>Carothers Office Acquisition, LLC</b> c/o Crescent Resources, LLC 9009 Corothers Parkway, Suite 100 Franklin, TN 37067	Sandy Hayes, Sr. Project Mgr. Ph. 615-503-9679 Fx. 615-244-9835	Utility		\$11,488.96
<b>Healthtrust Purchasing Group, LP</b> 155 Franklin Road, Suite 400 Brentwood, TN 37027	Jim Fitzgerald, Sr. Counsel Ph. 615-344-3003 Fx. 615-344-3166	GPO		\$9,320.00
<b>MedQuist, Inc. (CareFlow Net, Inc.)</b> 1000 Bishops Gate Boulevard, Suite 300 Mount Laurel, NJ 08054	Customer Service Ph. 800-355-6337 Fx. 856-206-4020	Trade		\$8,200.00
<b>MCI Communications Services, Inc. (d/b/a Verizon Business Services)</b> P.O. Box 371355 Pittsburgh, PA 15250	Customer Service Ph. 800-937-6000 Fx. 908-766-3495	Utility		\$7,927.94
<b>Federal Express Corp.</b> P.O. Box 660481 Dallas, TX 75266	Customer Services Ph. 800-622-1147 Fx. 800-463-3339	Trade		\$7,034.40
<b>Careerbuilder.com</b> 13047 Collection Center Drive Chicago, IL 60693	Patrick Brunner, Acct. Mgr. Ph. 615-349-2914 Fx. 615-349-2939	Trade		\$6,185.00

<b>Name of creditor and complete mailing address, including zip code</b>	<b>Name, telephone number, and fax number of employee, agent, or department of creditor familiar with claim who may be contacted</b>	<b>Nature of claim (trade debt, bank loan, government contract, etc.)</b>	<b>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</b>	<b>Amount of claim as of 1/22/10<sup>3</sup></b>
<b>Digital Accessories Corp.</b> 2021 Art Museum Drive, Suite 140 Jacksonville, FL 32207	Bob Holloway Ph. 904-346-0009 Fx. 904-346-0091	Trade		\$5,905.00
<b>Column Technologies - Edison</b> 1400 Opus Place, Suite 110 Downers Grove, IL 60515	Lee Schroeder, Controller Ph. 630-515-6661 Fx. 630-271-1508	Trade		\$5,673.77
<b>Dominion Virginia Power</b> P.O. Box 26543 Richmond, VA 23290	Customer Service Ph. 888-667-3000 Fx. N/A *	Utility		\$5,245.73
<b>Gish, Sherwood, &amp; Friends, Inc.</b> 4235 Hillsboro Rd. Nashville, TN 37215	Karen Edwards, Acct. Serv. Ph. 615-385-1100 Fx. 615-783-0500	Trade		\$5,000.00
<b>Clay &amp; Associates, Inc.</b> 3016 Northeast Blakeley, Suite 100 Seattle, WA 98105	Byron Steele/Cindy Clay Ph. 206-517-5271 Fx. 206-517-5272	Trade		\$4,200.00
<b>Get It Guru</b> 625 4th Avenue South Nashville, TN 37210	Russ Roberts Ph. 615-385-2040 Fx. 615-385-0640	Trade		\$4,057.95
<b>Lattimore, Black, Morgan &amp; Cain, P.C.</b> 5250 Virginia Way Brentwood, TN 37024-1869	Renee McGowen Ph. 615-377-4600 Fx. 615-309-2701	Trade		\$3,836.25

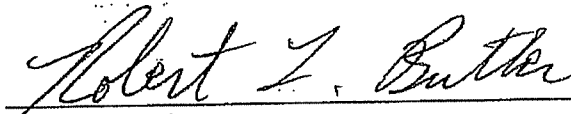
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re : Chapter 11  
: :  
Spheris Inc., : Case No. 10-\_\_\_\_\_ ( )  
: :  
Debtor. :  
-----X

**DECLARATION UNDER PENALTY OF PERJURY**

I, Robert L. Butler, Chief Restructuring Officer of Spheris Inc., the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing consolidated list of the thirty largest unsecured creditors of the Debtor and its affiliated debtors and debtors in possession and that it is true and correct to the best of my information and belief.

Dated: February 3, 2010



Robert L. Butler  
Chief Restructuring Officer

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re : Chapter 11  
:   
Spheris Inc., : Case No. 10-\_\_\_\_\_ ( )  
:   
Debtor. :  
-----X

**CORPORATE OWNERSHIP STATEMENT**

Spheris Inc. is a wholly-owned subsidiary of Spheris Holding II, Inc., which is a wholly-owned subsidiary of Spheris Holding III, Inc. The following corporate entities own directly 10% or more of Spheris Holding III, Inc.'s equity interests:

Shareholder	Percentage of Total Shares <sup>1</sup>
Warburg Pincus Private Equity VIII, L.P. <sup>2</sup>	55.8%
TowerBrook Investors L.P.	27.9%

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<sup>1</sup> The information provided herein is as of September 30, 2009 and on a converted basis. Each of these entities hold Series A convertible preferred stock, which may be converted to common stock in Spheris, Inc.

<sup>2</sup> Certain of the shares reflected as owned by Warburg Pincus Private Equity VIII, L.P. are held of record by Spheris Investment LLC. Warburg Pincus Private Equity VIII, L.P. is the managing member of Spheris Investment LLC.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

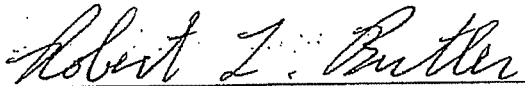
-----X  
In re : Chapter 11  
Spheris Inc., : Case No. 10-\_\_\_\_\_ ( )  
Debtor. :  
-----X

**DECLARATION UNDER PENALTY OF PERJURY**

I, Robert L. Butler, Chief Restructuring Officer of Spheris Inc., the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing corporate ownership statement of the Debtor and that it is true and correct to the best of my information and belief.

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Dated: February 3, 2010

  
\_\_\_\_\_  
Robert L. Butler  
Chief Restructuring Officer