

B1 (Official Form 1)(12/11)

United States Bankruptcy Court Central District of California - San Fernando		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Process America, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 88-0433595		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 9040 Topanga Canyon Blvd. Canoga Park, CA <div style="text-align: right;">ZIP Code 91304</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Los Angeles		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <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.)	Nature of Business (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	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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 <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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (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).	Nature of Debts (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 household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (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.		Chapter 11 Debtors Check one box: <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). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <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).
Statistical/Administrative Information <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.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" 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 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		
Estimated Assets <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 checked="" 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 type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <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 checked="" type="checkbox"/> \$10,000,001 to \$50 million <input 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		

BI (Official Form 1)(12/11)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Process America, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;">Exhibit A</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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 delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C			
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.			
Exhibit D			
(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 part of this petition.			
Information Regarding the Debtor - Venue (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.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (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.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<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 in 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)).			

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Central District of California - San Fernando**

In re Process America, Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Tigrent Attn: Charles Kuhene and James May 1612 E. Cape Coral Pkwy Cape Coral, FL 33904	Tigrent Attn: Charles Kuhene and James May 1612 E. Cape Coral Pkwy Cape Coral, FL 33904 (239) 443-1672		Contingent Unliquidated Disputed	8,300,000.00
Bimini Island Air aka Bahamas Air c/o Augustine & Eberle LLP 90 Broad Street, 25th Floor New York, NY 10004	Mark Eberle, Esq. Bimini Island Air aka Bahamas Air c/o Augustine & Eberle LLP 90 Broad Street, 25th Floor New York, NY 10004 (212) 233-4185			280,000.00
Go Relax c/o Rodolfo Nuñez, Esq. 255 University Dr., P.O. Box 140910 Miami, FL 33114	Go Relax c/o Rodolfo Nuñez, Esq. 255 University Dr., P.O. Box 140910 Miami, FL 33114 (305) 443-2440			268,000.00
Method Direct, LLC & Barrell Roll Films, LLC c/o Ashley Posner 15303 Ventura Blvd. Suite 900 Sherman Oaks, CA 91403	Method Direct, LLC & Barrell Roll Films, LLC c/o Ashley Posner 15303 Ventura Blvd. Suite 900 Sherman Oaks, CA 91403 (310) 475-8520			267,252.14
Broadcastlink c/o Alba Varela, Esq. 2340 South Dixie Highway (U.S. 1) Miami, FL 33133	Broadcastlink c/o Alba Varela, Esq. 2340 South Dixie Highway (U.S. 1) Miami, FL 33133 (305) 858-4811			263,217.84
Pilgrim Telephone, Inc. c/o Alan Garber/Mason & Martin 65 William Street Wellesley Hills, MA 02481	Pilgrim Telephone, Inc. c/o Alan Garber/Mason & Martin 65 William Street Wellesley Hills, MA 02481 (781) 239-0800, ext. 215			194,088.81

B4 (Official Form 4) (12/07) - Cont.
In re Process America, Inc.

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
City of LA Office of Finance 201 N. Spring St. Los Angeles, CA 90012	City of LA Office of Finance 201 N. Spring St. Los Angeles, CA 90012 (213) 473-5901		Disputed	192,716.32
Hunton & Williams c/o Andrew Kamensky, Esq. 200 Park Ave., 53rd Floor New York, NY 10166	Hunton & Williams c/o Andrew Kamensky, Esq. 200 Park Ave., 53rd Floor New York, NY 10166			136,806.26
PDQ Phone Inc. c/o Alan Garber/Mason & Martin LLP 65 William Street Wellesley Hills, MA 02481	PDQ Phone Inc. c/o Alan Garber/Mason & Martin LLP 65 William Street Wellesley Hills, MA 02481 (781) 239-0800, ext. 215			84,039.03
Future Quest c/o Greg Kummerlen, Esq. 560 Village Blvd., Suite 240 West Palm Beach, FL 33409	Future Quest c/o Greg Kummerlen, Esq. 560 Village Blvd., Suite 240 West Palm Beach, FL 33409 (561) 615-6775			39,924.91
Trustwave, Inc. 70 W. Madison, Suite 1050 Chicago, IL 60602	Trustwave, Inc. 70 W. Madison, Suite 1050 Chicago, IL 60602 (312) 873-7490			39,055.00
BofA Business Card P.O. Box 15710 Wilmington, DE 19886	Customer Service BofA Business Card P.O. Box 15710 Wilmington, DE 19886 (800) 673-1044			17,055.37
Mejia Accounting 2440 S Hacienda Blvd., Suite 222 Hacienda Hgts, CA 91745	Mejia Mejia Accounting 2440 S Hacienda Blvd., Suite 222 Hacienda Hgts, CA 91745 (626) 369-8787			15,283.95
Las Vegas Sunset Properties 3531 E. Russell Road, #C Las Vegas, NV 89120	Las Vegas Sunset Properties 3531 E. Russell Road, #C Las Vegas, NV 89120 (702) 736-4400			12,113.00
Anthem Blue Cross of CA P.O. Box 54630 Los Angeles, CA 90054	Anthem Blue Cross of CA P.O. Box 54630 Los Angeles, CA 90054 (805) 499-0842			11,214.25
Paychex 6345 Balboa Blvd., Suite 208 Encino, CA 91316	Paychex 6345 Balboa Blvd., Suite 208 Encino, CA 91316 (818) 227-6825			10,633.77

B4 (Official Form 4) (12/07) - Cont.
 In re **Process America, Inc.**

Case No. _____

Debtor(s) _____


LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
 (Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Adam Atlas 5585 Monkland Ave., Suite 150 Montreal Qubeck, BC H4A1E1	Adam Atlas 5585 Monkland Ave., Suite 150 Montreal Qubeck, BC H4A1E1 (514) 842-0886			10,000.00
Matrix Business Technologies 102 Brookwood Rd. Atmore, AL 36502	Matrix Business Technologies 102 Brookwood Rd. Atmore, AL 36502 (888) 411-0111			9,952.34
Clark County Business License 500 South Grand Central Pkwy Box 551810, 3rd Floor Las Vegas, NV 89118	Clark County Business License 500 South Grand Central Pkwy Box 551810, 3rd Floor Las Vegas, NV 89118 (702) 455-4252			9,364.28
Dept. of Water and Power P.O. Box 30808 Los Angeles, CA 90030	Dept. of Water and Power P.O. Box 30808 Los Angeles, CA 90030			8,716.47

**DECLARATION UNDER PENALTY OF PERJURY
 ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 11/12/2012

Signature /s/ Kim Ricketts 
Kim Ricketts
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
None.

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
Not Applicable.

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
None.

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
Not Applicable.

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Canoga Park, California.

/s/ Kim Ricketts

Dated November 12, 2012

Kim Ricketts
Debtor

Joint Debtor

Verification of Creditor Mailing List - (Rev. 10/05)

2005 USBC, Central District of California

MASTER MAILING LIST
Verification Pursuant to Local Bankruptcy Rule 1007-2(d)

Name Ron Bender 143364

Address 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067

Telephone (310) 229-1234

- Attorney for Debtor(s)
- Debtor in Pro Per

UNITED STATES BANKRUPTCY COURT	
CENTRAL DISTRICT OF CALIFORNIA - SAN FERNANDO	
List all names including trade names used by Debtor(s) within last 8 years: Process America, Inc.	Case No.: <hr/> Chapter: 11

VERIFICATION OF CREDITOR MAILING LIST

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 8 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: 11/12/2012

Kim Ricketts
 /s/ Kim Ricketts
 Kim Ricketts/President
 Signer/Title

Date: 11/12/2012

/s/ Ron Bender
 Signature of Attorney
Ron Bender 143364
Levene, Neale, Bender, Yoo & Brill LLP
10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067
(310) 229-1234

Process America, Inc.
9040 Topanga Canyon Blvd.
Canoga Park, CA 91304

Ron Bender
Levene, Neale, Bender, Yoo & Brill LLP
10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067

U.S. Trustee - San Fernando Valley
21051 Warner Center Lane
Suite 115
Woodland Hills, CA 91367

AAA Self Storage
9111 Jordan Ave.
Chatsworth, CA 91311

Adam Atlas
5585 Monkland Ave., Suite 150
Montreal Qubeck, BC H4A1E1

Anthem Blue Cross of CA
P.O. Box 54630
Los Angeles, CA 90054

Apriva
8501 N Scottsdale Rd., Suite 110
Scottsdale, AZ 85253

AT&T
PO Box 60017
Los Angeles, CA 90060

Athens Services
PO Box 6009
City of Industry, CA 91716

ATT Bat Phone
PO Box 6463
Carol Stream, IL 60197

Bimini Island Air aka Bahamas Air
c/o Augustine & Eberle LLP
90 Broad Street, 25th Floor
New York, NY 10004

Bimini Island Air aka Bahamas Air
c/o Thomas D. Lardin
370 W. Camino Gardens Blvd., # 336
Boca Raton, FL 33432

BMW Financial CR
PO Box 713224
Columbus, OH 43271

BMW Financial KR
PO Box 713224
Columbus, OH 43271

BofA Business Card
P.O. Box 15710
Wilmington, DE 19886

Broadcastlink
c/o Alba Varela, Esq.
2340 South Dixie Highway U.S. 1
Miami, FL 33133

Chris Ricketts
P.O. Box 455
Sublette, KS 67877

City of LA
Office of Finance
201 N. Spring St.
Los Angeles, CA 90012

City of LA City Tax
201 N Spring St
Los Angeles, CA 90012

Clark County Business License
500 South Grand Central Pkwy
Box 551810, 3rd Floor
Las Vegas, NV 89118

County of Los Angeles
225 North Hill St., Rm 122
Los Angeles, CA 90051

Dannys Cleaning Service
25101 Bear Valley Rd., PMB 154
Tehachapi, CA 93561

Dept. of Water and Power
P.O. Box 30808
Los Angeles, CA 90030

Edison
PO Box 600
Rosemead, CA 91771

FedEx
PO Box 7221
Pasadena, CA 91109

Future Quest
c/o Greg Kummerlen, Esq.
560 Village Blvd., Suite 240
West Palm Beach, FL 33409

Go Relax
c/o Rodolfo Nuñez, Esq.
255 University Dr., P.O. Box 140910
Miami, FL 33114

Gray Robinson
Juan Martinez, Esq.
1221 Brickell Avenue, # 1600
Miami, FL 33131

Hunton & Williams
c/o Andrew Kamensky, Esq.
200 Park Ave., 53rd Floor
New York, NY 10166

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

IRS
United States Treasury
Ogden, UT 84201

ISWest
30077 Agoura Court. 1st Floor
Agoura Hills, CA 91301

Jack DeMello
3644 Gingerwood Court
Thousand Oaks, CA 91360

Kornerstone Tech
P. O. Box 3187
Chatsworth, CA 91311

Kornerstone Technology, Inc.
10228 Variel Ave # 14
Chatsworth, CA 91311

Las Vegas Sunset Properties
3531 E. Russell Road, #C
Las Vegas, NV 89120

Laurie M. Fowles, Esq.
4 Cottage Street
Medway, MA 02053

Matrix Business Technologies
102 Brookwood Rd.
Atmore, AL 36502

Mejia Accounting
2440 S Hacienda Blvd., Suite 222
Hacienda Hgts, CA 91745

Mercedes Benz
PO Box 685
Roanoke, TX 76262

Method Direct, LLC & Barrell Roll
Films, LLC c/o Ashley Posner
15303 Ventura Blvd. Suite 900
Sherman Oaks, CA 91403

Michael J Horowitz
9520 Topanga Cyn Blvd., Ste 102-103
Chatsworth, CA 91311

Morgan Stanley Smith Barney
15260 Ventura Blvd., Suite 1900
Sherman oaks, CA 91403

Morgan Stanley Smith Barney LLC
15260 Ventura Blvd., Suite 1900
Sherman Oaks, CA 91403

Myriad Litigation Solutions
640 S Olive Street
Los Angeles, CA 90014

Now POS
1094 Lambourne Palace
Oak Park, CA 91362

Paychex
6345 Balboa Blvd., Suite 208
Encino, CA 91316

PayChex
200 E. Sandpointe Ave., Suite 100
Santa Ana, CA 92707-5744

PDQ Phone Inc.
c/o Alan Garber/Mason & Martin LLP
65 William Street
Wellesley Hills, MA 02481

Phoenix Group
6705 Keaton corporate Pkwy
Ofallon, MO 63368

Pilgrim Telephone, Inc.
c/o Alan Garber/Mason & Martin
65 William Street
Wellesley Hills, MA 02481

Plug'n Pay Technologies Inc.
1363-26 Veterans Highway
Hauppauge, NY 11788

Service 1st Bank of Nevada
8363 W Sunset Rd Suite 350
Las Vegas, NV 89113

Service First Bank
c/o Bradley N. Boodt, Esq.
9555 Hillwood Drive, Second Floor
Las Vegas, NV 89134

Shred-it
8600 Tanarack Ave
Sun Valley, CA 91352

Sparkletts
PO Box 660579
Dallas, TX 75266

Suzanne Spence
2836 Martha Ave
Torrance, CA 90501

TASQ
PO Box 912116
Denver, CO 80291

Telepacific communications
515 S Flower St., 4th Floor
Los Angeles, CA 90071

Tigrent
Attn: Charles Kuhene and James May
1612 E. Cape Coral Pkwy
Cape Coral, FL 33904

Tigrent
c/o Tai H. Park/Park & Jensen LLP
630 Third Avenue., 7th Floor
New York, NY 10017

Trustwave, Inc.
70 W. Madison, Suite 1050
Chicago, IL 60602

Watermark Executive St
5490 S Rainbow Blvd
Las Vegas, NV 89118


Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Ron Bender Levene, Neale, Bender, Yoo & Brill LLP 10250 Constellation Blvd. Suite 1700 Los Angeles, CA 90067 (310) 229-1234 143364 <input checked="" type="checkbox"/> Attorney for Debtor	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - SAN FERNANDO	
In re: Process America, Inc. Debtor(s).	CASE NO.: CHAPTER: 11 ADV. NO.:

**ELECTRONIC FILING DECLARATION
(CORPORATION/PARTNERSHIP)**

<input checked="" type="checkbox"/>	Petition, statement of affairs, schedules or lists	Date Filed: <u>11/12/2012</u>
<input type="checkbox"/>	Amendments to the petition, statement of affairs, schedules or lists	Date Filed: _____
<input type="checkbox"/>	Other: _____	Date Filed: _____

PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.

/s/ Kim Ricketts  11/12/2012
 Signature of Authorized Signatory of Filing Party Date

Kim Ricketts
 Printed Name of Authorized Signatory of Filing Party
President
 Title of Authorized Signatory of Filing Party

PART II - DECLARATION OF ATTORNEY FOR FILING PARTY

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.

/s/ Ron Bender 11/12/2012
 Signature of Attorney for Filing Party Date

Ron Bender 143364
 Printed Name of Attorney for Filing Party

BOARD RESOLUTION AUTHORIZING CHAPTER 11 BANKRUPTCY FILING

The following resolutions were duly enacted by the Board of Directors (the "Board") of Process America, Inc. (the "Company"), at a meeting of the Board held on Oct. 30, 2012, and the same shall remain in full force and effect, without modification, unless and until the Board adopts a further resolution to the contrary:

RESOLVED, that Kim Ricketts ("KR"), in his capacity as President of the Company, is hereby authorized on behalf of and in the name of the Company to execute a Chapter 11 bankruptcy petition and all related documents and papers on behalf of the Company in order to enable the Company to commence a Chapter 11 bankruptcy case if KR deems it to be in the best interests of the Company to do so.

RESOLVED, that in the event of a Chapter 11 bankruptcy filing by the Company, KR, in his capacity as President of the Company, or any other officer of the Company as directed by KR (the "Designated Officer"), is hereby authorized to cause the Company to employ any professionals to represent or assist the Company in connection with the Company's Chapter 11 bankruptcy case that the Designated Officer deems to be in the best interests of the Company;

FURTHER RESOLVED, that in the event of a Chapter 11 bankruptcy filing by the Company, the Designated Officer is hereby authorized on behalf of and in the name of the Company to execute and file and to cause counsel to the Company to prepare with the assistance of the Company as appropriate all petitions, schedules, lists and other papers, documents and pleadings in connection with the Company's bankruptcy case, and to take any and all action which the Designated Officer deems necessary and proper in connection with the Company's bankruptcy case without the need for any further approval of the Board. Such actions which the Designated Officer has the authority to cause the Company to take without any further approval of the Board shall include, but not be limited to, the following: employing and compensating counsel and other professionals (both prior to and after the Company's bankruptcy filing); seeking Bankruptcy Court approval for the Company to use cash collateral and/or post-bankruptcy financing and executing any agreements related to any of the foregoing: compensating employees; hiring and terminating employees; purchasing product or materials; selling product; entering into or continuing with agreements; collecting accounts receivable; negotiating with creditors, lenders,

vendors, suppliers and landlords; assuming, assigning, or rejecting executory contracts and unexpired leases; renegotiating the terms of executory contracts and unexpired leases; signing new or amended contracts and leases; and commencing and defending litigation involving the Company.

FURTHER RESOLVED, that the Designated Officer will require the further approval of the Board to cause the Company to sell all or substantially all of the Company's assets or to cause the Company to file and seek to confirm a plan of reorganization.

Dated: October 31, 2012



Kim Ricketts