

B1 (Official Form 1)(4/10)

**United States Bankruptcy Court  
District of Massachusetts**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Radianse, Inc.</b>	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) <b>75-3091559</b>	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): <b>200 Brickstone Square, Suite 302 Andover, MA</b> <div style="text-align: right; margin-top: 5px;">                     ZIP Code  <b>01810</b> </div>	Street Address of Joint Debtor (No. and Street, City, and State):  <div style="text-align: right; margin-top: 5px;">                     ZIP Code                 </div>
County of Residence or of the Principal Place of Business: <b>Essex County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):  <div style="text-align: right; margin-top: 5px;">                     ZIP Code                 </div>	Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right; margin-top: 5px;">                     ZIP Code                 </div>

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul> <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul> <hr/> <b>Nature of Debts</b> (Check one box) <ul style="list-style-type: none"> <li><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."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>
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<b>Filing Fee</b> (Check one box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached</li> <li><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.</li> <li><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.</li> </ul>	<b>Chapter 11 Debtors</b> <p>Check one box:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> <p>Check if:</p> <ul style="list-style-type: none"> <li><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).</li> </ul> <p>Check all applicable boxes:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>
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<b>Statistical/Administrative Information</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</li> <li><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.</li> </ul>	THIS SPACE IS FOR COURT USE ONLY																				
<b>Estimated Number of Creditors</b> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> </table>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000												
<b>Estimated Assets</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion												
<b>Estimated Liabilities</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Radianse, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
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: <b>- None -</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<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.)  <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 delivered to the debtor the notice required by 11 U.S.C. §342(b).  <input checked="" type="checkbox"/> _____ 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 part 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.)			
_____ (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)).			

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):  
**Radianse, Inc.**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

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).  
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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.  
(Check only one box.)  
 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.  
 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.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
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.)

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Date


\_\_\_\_\_  
Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*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.*

**Signature of Attorney\***

X   
Signature of Attorney for Debtor(s)

**Kenneth S. Leonetti**  
Printed Name of Attorney for Debtor(s)

**Foley Hoag LLP**  
Firm Name  
**155 Seaport Boulevard**  
**Boston, MA 02210**

\_\_\_\_\_  
Address

Email: kleonetti@foleyhoag.com

**617-832-1000 Fax: 617-832-7000**  
Telephone Number

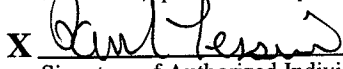
\_\_\_\_\_  
Date

\*In a case in 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.

**Signature of Debtor (Corporation/Partnership)**

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.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X   
Signature of Authorized Individual

**Paul Tessier**  
Printed Name of Authorized Individual

**Director, CTO**  
Title of Authorized Individual

\_\_\_\_\_  
Date

**RADIANCE, INC.**

**SECRETARY'S CERTIFICATE**

The undersigned, Diane Marcou, in her capacity as Secretary of the Board of Directors of Radianse, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. She is the duly elected and acting Secretary of the Board of Directors of the Corporation.
2. Attached hereto as Exhibit A is a true and correct copy of resolutions unanimously adopted by the Directors of the Corporation in accordance with applicable law at a properly noticed meeting of the Board on April 9, 2010. Such resolutions have not been repealed or amended and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, Diane Marcou has executed this Certificate on this 20<sup>th</sup> day of April, 2010.

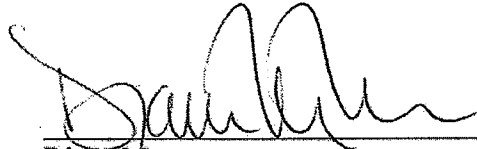
  
\_\_\_\_\_  
Diane Marcou

EXHIBIT A

RADIANCE, INC. (the "Corporation")

**RESOLVED:** That the Corporation seek relief under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code").

**RESOLVED:** That the Paul Tessier, the Chief Technology Officer of the Corporation, any other officer of the Corporation, and any other such person designated by the Board of Directors (collectively, the "Authorized Officers") be, and each of them acting singly, hereby is, authorized (i) to prepare and file on behalf of the Corporation a petition for relief under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court (the "Bankruptcy Court"), (ii) to execute on behalf of the Corporation such petitions, schedules, statements, affidavits and other papers as may be deemed necessary or appropriate in connection therewith, and (iii) to execute such further documents and to do such further acts as may be deemed necessary or appropriate with respect to the foregoing, including the filing of any petition or motion for relief under any other chapter of the Bankruptcy Code, the execution of any document or the doing of any act by such Authorized Officers in connection with such proceedings to be conclusively presumed to be authorized by these resolutions.

**RESOLVED:** That the Corporation enter into the asset purchase agreement with RF Technologies, Inc. on substantially the terms set forth therein subject to such non-substantive changes as determined by the Corporation's officers (the "Agreement"), and that the Corporation sell such of its assets as described in the Agreement, subject in all events to (a) compliance with the Bankruptcy Code requirements governing asset sales, (b) compliance with any other applicable laws, rules and regulations, and (c) approval of the Bankruptcy Court of such sale.

**RESOLVED:** That the law firm of Foley Hoag, LLP, be and hereby is retained as bankruptcy counsel under general retainer to represent the Corporation in all proceedings commenced under or resulting from these resolutions.

**RESOLVED:** That the Authorized Officers be, and each of them acting singly hereby is, authorized to do or cause to be done any and all such other acts and things and to execute and deliver any and all further documents as such Authorized Officers so acting deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions, the taking of any such actions or the execution or delivery of any such documents by such Authorized Officers to be conclusive evidence that the same were authorized by these resolutions.

**RESOLVED:** That any and all prior actions of the Corporation or any of its officers in connection with the matters contemplated by the foregoing resolutions be, and each of them hereby is, approved, adopted, ratified and confirmed in all respects as fully as if such actions had been presented to and approved by the Board of Directors prior to such actions being taken.

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Massachusetts**

In re **Radianse, 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>
<b>Covington Associates LLC 75 Central Street, 3rd Floor Boston, MA 02109</b>	<b>Benn Dun Covington Associates LLC 75 Central Street, 3rd Floor Boston, MA 02109 (617) 314-3950</b>	<b>Trade Debt</b>		<b>30,000.00</b>
<b>Department of the Treasury Internal Revenue Service Ogden, UT 84201</b>	<b>Department of the Treasury Internal Revenue Service Ogden, UT 84201 (877) 829-5500</b>	<b>Proposed Tax Penalty</b>	<b>Disputed</b>	<b>15,000.00</b>
<b>Foley Hoag LLP 155 Seaport Boulevard Boston, MA 02210</b>	<b>Kenneth S. Leonetti Foley Hoag LLP 155 Seaport Boulevard Boston, MA 02210 (617) 832-1000</b>	<b>Trade debt</b>		<b>18,774.50</b>
<b>Gartner, Inc. 300 Concord Road Billerica</b>	<b>Robert Steagall Gartner, Inc. 300 Concord Road Billerica, MA 01821 (978) 901-4165</b>	<b>Trade debt</b>		<b>8,275.00</b>
<b>Hurley Medical Center One Hurley Plaza Flint, MI 48503</b>	<b>Patrick Wardell Hurley Medical Center One Hurley Plaza Flint, MI 48503 (810) 257-9000</b>	<b>Trade Debt</b>		<b>12,143.00</b>
<b>InterSource OEM, Inc. 2912 Columbia Street Torrance, CA 90503</b>	<b>Robert Wills InterSource OEM, Inc. 2912 Columbia Street Torrance, CA 90503 (310) 618-1151</b>	<b>Trade debt</b>		<b>250,480.48</b>
<b>Lahive and Cockfield One Post Office Square Boston, MA 02109</b>	<b>Tony Laurentano Lahive and Cockfield One Post Office Square Boston, MA 02109 (617) 227-7400</b>	<b>Trade debt</b>		<b>40,918.38</b>

B4 (Official Form 4) (12/07) - Cont.  
 In re **Radianse, 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>
<b>Melexis, GMBH</b> 2 Samokovsko Shosse Boulevard Bulgaria	<b>Radka Georgieva</b> Melexis, GMBH 2 Samokovsko Shosse Boulevard Bulgaria 00359 2 80 70516	Trade debt		12,637.44
<b>Partners Healthcare System, Inc.</b> Prudential Center 800 Boylston Street Boston, MA 02199	<b>Mary Finley</b> Partners Healthcare System, Inc. Prudential Center 800 Boylston Street Boston, MA 02199 (617) 954-9500	Trade Debt		80,658.00
<b>PeriOptimum</b> 800 Vinial Street, Building 1 Pittsburgh, PA 15212	<b>Noel Webb</b> PeriOptimum 800 Vinial Street, Building 1 Pittsburgh, PA 15212 (412) 246-2866	Trade debt		7,995.00
<b>Pinnacle Health System</b> 3001 North 7th Street Harrisburg, PA 17110-2713	<b>Phil Guarneschelli</b> Pinnacle Health System 3001 North 7th Street Harrisburg, PA 17110-2713 (717) 782-5678	Trade debt		74,467.85
<b>Providence Healthcare Ntwk</b> 6901 Medical Parkway Woodway, TX 76712	<b>Jay Scheler</b> Providence Healthcare Network 6901 Medical Parkway Woodway, TX 76712 (254) 761-8500	Trade debt		24,830.00
<b>Scicon Technologies</b> 27525 Newhall Ranch Road, No. 2 Valencia, CA 91355	<b>Eric Eikrem</b> Scicon Technologies 27525 Newhall Ranch Road, No. 2 Valencia, CA 91355 (661) 295-8630	Trade Debt		5,620.78
<b>Steven Schiefen</b> 164 Dunstable Road North Chelmsford, MA 01863	<b>Steven Schiefen</b> 164 Dunstable Road North Chelmsford, MA 01863 (978) 251-5278	Severance		106,934.00
<b>Transwestern Brickstone Square</b> 111 Huntington Avenue, 12th Floor Boston, MA 02109	<b>Lawrence Ruddghan</b> Transwestern Brickstone Square 111 Huntington Avenue, 12th Floor Boston, MA 02109 (978) 475-4000	Lease		19,742.56
<b>Travelers Insurance CL &amp; Specialty Remittance</b> Hartford, CT 06183	<b>Sheila Doherty</b> Travelers Insurance CL & Specialty Remittance Hartford, CT 06183 (978) 475-0260	Trade Debt		5,512.50

B4 (Official Form 4) (12/07) - Cont.

In re **Radianse, 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>
<b>University of PA Health System 3400 Spruce Street Philadelphia, PA 19104</b>	<b>Wayne Smith University of PA Health System 3400 Spruce Street Philadelphia, PA 19104 (215) 615-0691</b>	<b>Trade Debt</b>		<b>34,551.00</b>
<b>Versus Technology, Inc. 2600 Miller Creek Road Traverse City, MI 49684</b>	<b>Rich Eloersole Versus Technology, Inc. 2600 Miller Creek Road Traverse City, MI 49684 (231) 946-5868</b>	<b>Trade debt</b>		<b>13,823.00</b>
<b>VTech Communications 24/F, Block 1 Tai Ping Industrial 57 Ting Kok Road Tai PO Hong Kong</b>	<b>Susanna Chu VTech Communications 24/F, Block 1 Tai Ping Industrial 57 Ting Kok Road Hong Kong 268-01000</b>	<b>Trade debt</b>		<b>60,516.75</b>
<b>Yale New Haven Hospital 789 Howard Avenue New Haven, CT 06519</b>	<b>Mark Andersen Yale New Haven Hospital 789 Howard Avenue New Haven, CT 06519 (213) 688-4242</b>	<b>Trade debt</b>		<b>36,739.00</b>



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

Case No. \_\_\_\_\_


Debtor(s)

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

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

I, the Director, CTO 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 4/20/2010

Signature   
**Paul Tessier**  
**Director, CTO**

*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.

45th Parallel LLC  
50 California Street, No. 3200  
San Francisco, CA 94111

Ascension Health  
4600 Edmonson Road  
Saint Louis, MO 63134

Atlas Water Systems  
301 Second Avenue  
Waltham, MA 02451

Carolyn Malleck  
43 Clark Road  
Andover, MA 01810

Commonwealth of Massachusetts  
Division of Unemployment Assistance  
Bankruptcy Unit, 5th Floor-Chief Counsel  
19 Staniford Street  
Boston, MA 02114-2502

Covington Associates LLC  
75 Central Street, 3rd Floor  
Boston, MA 02109

Department of the Treasury  
Internal Revenue Service  
Ogden, UT 84201

Expeditors International  
P.O. Box 1107  
Lynnfield, MA 01940

Federal Express  
P.O. Box 371461  
Pittsburgh, PA 15250

Foley Hoag LLP  
155 Seaport Boulevard  
Boston, MA 02210

Gartner, Inc.  
300 Concord Road  
Billerica

Grainger  
Department 088-863339487  
Palatine, IL 60038

Hill-Rom Company, Inc.  
1069 State Road 46  
Batesville, IN 47006

HLM Venture Partners, LP  
222 Berkeley Street  
Wellesley Hills, MA 02481

Hurley Medical Center  
One Hurley Plaza  
Flint, MI 48503

Internal Revenue Service  
P.O. Box 21126  
Philadelphia, PA 19114

InterSource OEM, Inc.  
2912 Columbia Street  
Torrance, CA 90503

Iron Mountain Intellectual Property  
2100 Norcross Parkway, No. 150  
Norcross, GA 30071

John P. Reardon  
131 Nichols Road, Unit 6  
Cohasset, MA 02025

Kaiser Foundation Hospitals  
One Kaiser Plaza, 22nd Floor  
Oakland, CA 94612

Key Equipment Finance  
11030 Circle Point Road  
Westminster, CO 80030

Key Equipment Finance, Inc.  
600 Travis Street, Suite 1400  
Houston, TX 77002

Lahive and Cockfield  
One Post Office Square  
Boston, MA 02109

Massachusetts Department of Revenue  
Bankruptcy Unit  
P.O. Box 9564  
Boston, MA 02114

MDV LLC  
50 California Street, No. 3200  
San Francisco, CA 94111

Melexis, GMBH  
2 Samokovsko Shosse Boulevard  
Bulgaria

MFA  
One Highwood Drive  
Tewksbury, MA 01876

Middle TN Medical Center  
400 North Highland Ave.  
Murfreesboro, TN 37130

Moody, Famiglietti & Andronico LLP  
One Highwood Drive  
Tewksbury, MA 01876

Multinvest LLC/PAR SF II  
50 California Street, No. 3200  
San Francisco, CA 94111

National Healthcare Services  
320 Golden Shore Avenue, No. 120  
Long Beach, CA 90802

Office of the Attorney General  
Commonwealth of Massachusetts  
One Ashburton Place  
Boston, MA 02108

Partech International Growth  
50 California Street, No. 3200  
San Francisco, CA 94111

Partech US Partners IV, LLC  
50 California Street, No. 3200  
San Francisco, CA 94111

Partners Healthcare  
101 Merrimac Street, 4th Floor  
Boston, MA 02114

Partners Healthcare System, Inc.  
Prudential Center  
800 Boylston Street  
Boston, MA 02199

Paul Tessier  
12 Pocahontas Way  
Lynnfield, MA 01940

PeriOptimum  
800 Vinial Street, Building 1  
Pittsburgh, PA 15212

Permanente Federal Series G  
One Kaiser Plaza, 22nd Floor  
Oakland, CA 94612

Pinnacle Health System  
3001 North 7th Street  
Harrisburg, PA 17110-2713

Premiere Conferencing  
P.O. Box 404351  
Atlanta, GA 30384

Providence Healthcare Ntwk  
6901 Medical Parkway  
Woodway, TX 76712

Purchasing Management Association  
200 Baker Avenue  
Concord, MA 01742

Raymond J. Dunn, III  
30 Nagog Park  
Acton, MA 01720

Scicon Technologies  
27525 Newhall Ranch Road, No. 2  
Valencia, CA 91355

Southern Ohio Medical Center  
1805 27th Street  
Portsmouth, OH 45662

Stanley Covergent Security  
555 Shuman Boulevard  
Naperville, IL 60563

Staples Business Advantage  
P.O. Box 415256  
Boston, MA 02241

Steven Schiefen  
164 Dunstable Road  
North Chelmsford, MA 01863

The Hartford Insurance Company  
P.O. Box 2907  
Hartford, CT 06104

Thomas A. Reardon  
131 Nichols Road, Unit 6  
Cohasset, MA 02025

Tidal Communications, LLC  
360 Merrimack Street, Building 5  
Lawrence, MA 01843

Town of Andover Collector  
P.O. Box 99  
Andover, MA 01810

Transit Air Cargo, Inc.  
2204 E. 4th Street  
Santa Ana, CA 92705

Transwestern Brickstone Square  
111 Huntington Avenue, 12th Floor  
Boston, MA 02109

Transwestern Brickstone Square LLC  
200 Brickstone Square, Suite G09  
Andover, MA 01810

Travelers Insurance  
CL & Specialty Remittance  
Hartford, CT 06183

University of PA Health System  
3400 Spruce Street  
Philadelphia, PA 19104

UPS  
P.O. Box 7247-0244  
Philadelphia, PA 19170

Verizon  
P.O. Box 1100  
Albany, NY 12250

Verizon Online  
P.O. Box 12045  
Trenton, NJ 08650

Verizon Wireless  
P.O. Box 15062  
Albany, NY 12212

Versus Technology, Inc.  
2600 Miller Creek Road  
Traverse City, MI 49684

VTech Communications  
24/F, Block 1 Tai Ping Industrial  
57 Ting Kok Road  
Tai PO  
Hong Kong

Yale New Haven Hospital  
789 Howard Avenue  
New Haven, CT 06519

**United States Bankruptcy Court  
District of Massachusetts**

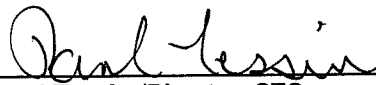
In re Radianse, Inc. \_\_\_\_\_  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**VERIFICATION OF CREDITOR MATRIX**

I, the Director, CTO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: 4/20/2010

  
\_\_\_\_\_  
Paul Tessier/Director, CTO  
Signer/Title

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(CENTRAL DIVISION)

	)		)
In re:	)		)
	)	Chapter 11	)
RADIANCE, INC.,	)	Case No. 10-_____	( )
	)		)
Debtor.	)		)

**DECLARATION RE: ELECTRONIC FILING**

PART I- DECLARATION

I, Paul Tessier, hereby declare under penalty of perjury that all of the information contained in the Voluntary Chapter 11 Petition of Radianse, Inc. (the "Documents"), filed electronically, are true and correct. I understand that this DECLARATION is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Documents. I understand that failure to file this DECLARATION may cause the Documents to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that, pursuant to the Massachusetts Electronic Filing Local Rule (MEFR) 7(a) all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after closing this case.

Dated: April 20, 2010

  
 \_\_\_\_\_  
 Paul Tessier, Director & CTO



PART II-DECLARATION OF ATTORNEY (IF AFFIANT IS REPRESENTED BY COUNSEL)

I certify that the affiant signed this form before I submitted the Document, I gave the affiant a copy of the Document and this DECLARATION, and I have followed all other electronic filing requirements currently established by local rule and standing order. This DECLARATION is based on all information of which I have knowledge and my signature below constitutes my certification of the forgoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated: April 20, 2010



Kenneth S. Leonetti (BBO# 629515)  
kleonetti@foleyhoag.com  
FOLEY HOAG LLP  
155 Seaport Boulevard  
Boston, Massachusetts 02210-2600  
Telephone: (617) 832-1000  
Facsimile: (617) 832-7000

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(CENTRAL DIVISION)

In re:	)	
	)	
	)	Chapter 11
RADIANCE, INC.,	)	Case No. 10-_____ ( )
	)	
Debtor.	)	

I, Kenneth S. Leonetti, hereby declare under penalty of perjury that all of the information contained in the **Voluntary Petition and Disclosure of Attorney for Debtor** (the "Documents"), filed electronically, are true and correct. I understand that this DECLARATION is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Documents. I understand that failure to file this DECLARATION may cause the Documents to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that, pursuant to the Massachusetts Electronic Filing Local Rule (MEFLR) 7(a) all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after closing this case.

Dated: April 20, 2010




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Kenneth S. Leonetti (BBO# 629515)  
kleonetti@foleyhoag.com  
FOLEY HOAG LLP  
155 Seaport Boulevard  
Boston, Massachusetts 02210-2600  
Telephone: (617) 832-1000  
Facsimile: (617) 832-7000