

**United States Bankruptcy Court
Northern District of Ohio**

Voluntary Petition

| | |
|--|---|
| Name of Debtor (if individual, enter Last, First, Middle): Real 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) 34-1638001 | 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): 1233 Fox Road Middle Bass, OH ZIP Code 43446 | Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code |
| County of Residence or of the Principal Place of Business: Ottawa | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): ZIP Code | Mailing Address of Joint Debtor (if different from street address): ZIP Code |

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 checked="" 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 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

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

| | | | | | | | | | |
|-------------------------------|---|----------------------------------|----------------------------------|--------------------------------------|---------------------------------------|--|--|---|---------------------------------------|
| <input type="checkbox"/> 1-49 | <input checked="" 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 checked="" 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 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 |
|--|--|---|---|--|--|--|---|---|--|

THIS SPACE IS FOR COURT USE ONLY

| | |
|---|---|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | Name of Debtor(s): Real 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?

Yes, and Exhibit C is attached and made a part of this petition.

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.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

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)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

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)

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)

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

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.

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):
Real America, 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 Attorney*

X /s/ Thomas C. Pavlik
Signature of Attorney for Debtor(s)

Thomas C. Pavlik 0017305
Printed Name of Attorney for Debtor(s)

Novak & Pavlik, LLP
Firm Name

950 Skylight Ofc Twr
1660 W 2nd Str
Cleveland, OH 44113-1498

Address

Email: jtumlin@nrplaw.com

(216) 781-8700 Fax: (216) 781-9227
Telephone Number

March 9, 2012
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 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 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 /s/ Edmund Gudenas
Signature of Authorized Individual

Edmund Gudenas
Printed Name of Authorized Individual

President
Title of Authorized Individual

March 9, 2012
Date

**United States Bankruptcy Court
Northern District of Ohio**

In re Real 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> |
| Bank of America PO Box 15796 Wilmington, DE 19886 | Bank of America PO Box 15796 Wilmington, DE 19886 | Credit card purchases for business | | 17,513.87 |
| Clearview Funding PO Box 2149 Gig Harbor, WA 98335 | Clearview Funding PO Box 2149 Gig Harbor, WA 98335 | Lease on Golf Carts | | 500.00 |
| Conestoga Log Cabins 246 North Lincoln Avenue Lebanon, PA 17046 | Conestoga Log Cabins 246 North Lincoln Avenue Lebanon, PA 17046 | Services | Disputed | 4,000.00 |
| Flynn, Py & Kruse, LLP 165 E. Washington Row Sandusky, OH 44870 | Flynn, Py & Kruse, LLP 165 E. Washington Row Sandusky, OH 44870 | Attorney Fees | | 800.00 |
| Home Away Software PO Box 671307 Dallas, TX 75267 | Home Away Software PO Box 671307 Dallas, TX 75267 | Credit Advanced | | 450.00 |
| Island Club, Inc. 90 E. 194th Street Cleveland, OH 44119 | Island Club, Inc. 90 E. 194th Street Cleveland, OH 44119 | Loan for business | | 110,755.00 |
| Jackson & Sons Drilling & Pump 3401 State Route 13 South Mansfield, OH 44904 | Jackson & Sons Drilling & Pump 3401 State Route 13 South Mansfield, OH 44904 | Services | Disputed | 2,000.00 |
| Kenneth Kern 36550 Chester Road, Apt. 5709 Avon, OH 44011 | Kenneth Kern 36550 Chester Road, Apt. 5709 Avon, OH 44011 | Precaution Only/loan | Unliquidated | 500.00 |
| Laura Fletcher 8863 Sherry Drive Macedonia, OH 44056 | Laura Fletcher 8863 Sherry Drive Macedonia, OH 44056 | Precaution Only/loan | Unliquidated | 1,000.00 |
| Miller Boat Line 535 Bayview Lane PO Box 239 Put in Bay, OH 43456 | Miller Boat Line 535 Bayview Lane PO Box 239 Put in Bay, OH 43456 | Services | | 1,178.74 |
| Paul Jeris 6574 Scenic Park Oval Cleveland, OH 44130 | Paul Jeris 6574 Scenic Park Oval Cleveland, OH 44130 | Loan | | 5,000.00 |

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> |
|--|---|--|---|--|
| Put-in-Bay Gazette PO Box 384 Put in Bay, OH 43456 | Put-in-Bay Gazette PO Box 384 Put in Bay, OH 43456 | Services | | 888.08 |
| Rengal Law Office 421 Jackson Street Sandusky, OH 44870 | Rengal Law Office 421 Jackson Street Sandusky, OH 44870 | Attorney Fees | | 5,000.00 |
| Sam's Club/GE Credit Corp P O Box 530981 Atlanta, GA 30353-5980 | Sam's Club/GE Credit Corp P O Box 530981 Atlanta, GA 30353-5980 | Credit card purchases for business | | 20,000.00 |
| Unitech Environmental Services, Inc 76 Edison Drive Milan, OH 44846 | Unitech Environmental Services, Inc 76 Edison Drive Milan, OH 44846 | Services | | 4,000.00 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**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 March 9, 2012

Signature /s/ Edmund Gudenas
Edmund Gudenas
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.

United States Bankruptcy Court
Northern District of Ohio

In re Real America, Inc.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| NAME OF SCHEDULE | ATTACHED (YES/NO) | NO. OF SHEETS | ASSETS | LIABILITIES | OTHER |
|--|----------------------|------------------|------------|---------------|-------|
| A - Real Property | Yes | 1 | 300,000.00 | | |
| B - Personal Property | Yes | 3 | 140,850.00 | | |
| C - Property Claimed as Exempt | No | 0 | | | |
| D - Creditors Holding Secured Claims | Yes | 2 | | 11,832,000.00 | |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | Yes | 2 | | 14,000.00 | |
| F - Creditors Holding Unsecured Nonpriority Claims | Yes | 11 | | 323,585.69 | |
| G - Executory Contracts and Unexpired Leases | Yes | 4 | | | |
| H - Codebtors | Yes | 1 | | | |
| I - Current Income of Individual Debtor(s) | No | 0 | | | N/A |
| J - Current Expenditures of Individual Debtor(s) | No | 0 | | | N/A |
| Total Number of Sheets of ALL Schedules | | 24 | | | |
| Total Assets | | | 440,850.00 | | |
| Total Liabilities | | | | 12,169,585.69 | |

**United States Bankruptcy Court
Northern District of Ohio**

In re Real America, Inc.
Debtor

Case No. _____
Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.
Summarize the following types of liabilities, as reported in the Schedules, and total them.**

| Type of Liability | Amount |
|---|--------|
| Domestic Support Obligations (from Schedule E) | |
| Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E) | |
| Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed) | |
| Student Loan Obligations (from Schedule F) | |
| Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E | |
| Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F) | |
| TOTAL | |

State the following:

| | |
|---|--|
| Average Income (from Schedule I, Line 16) | |
| Average Expenses (from Schedule J, Line 18) | |
| Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20) | |

State the following:

| | | |
|--|--|--|
| 1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column | | |
| 2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column | | |
| 3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column | | |
| 4. Total from Schedule F | | |
| 5. Total of non-priority unsecured debt (sum of 1, 3, and 4) | | |

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

| Description and Location of Property | Nature of Debtor's Interest in Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption | Amount of Secured Claim |
|---|---|------------------------------------|--|-------------------------|
| Real estate located at 1233 Fox Road, Middle Bass OH 43446 (Seven acres) | Entire | - | 100,000.00 | 5,961,000.00 |
| Real estate located at 1233 Fox Road, Middle Bass OH 43446 (Eleven acres) | | - | 200,000.00 | 5,871,000.00 |

Sub-Total > **300,000.00** (Total of this page)
Total > **300,000.00**
(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Real America, Inc.
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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 and Fed. R. Bankr. P. 1007(m).

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|--|------------------|--------------------------------------|---|---|
| 1. Cash on hand | | Cash on hand | - | 0.00 |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | X | | | |
| 3. Security deposits with public utilities, telephone companies, landlords, and others. | X | | | |
| 4. Household goods and furnishings, including audio, video, and computer equipment. | X | | | |
| 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles. | X | | | |
| 6. Wearing apparel. | X | | | |
| 7. Furs and jewelry. | X | | | |
| 8. Firearms and sports, photographic, and other hobby equipment. | X | | | |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. | X | | | |
| 10. Annuities. Itemize and name each issuer. | X | | | |

Sub-Total > **0.00**
 (Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re Real America, Inc.
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|------------------|---|---|---|
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X | | | |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. | X | | | |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize. | X | | | |
| 14. Interests in partnerships or joint ventures. Itemize. | X | | | |
| 15. Government and corporate bonds and other negotiable and nonnegotiable instruments. | X | | | |
| 16. Accounts receivable. | | Accounts receivable | - | 75,000.00 |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars. | X | | | |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars. | | Money owed for six condominiums (finishing/furnishing) owed to Real America, Inc. by US Erie Islands, Inc. | - | 60,000.00 |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property. | X | | | |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust. | X | | | |
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each. | X | | | |

Sub-Total > **135,000.00**
 (Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|------------------|--|---|---|
| 22. Patents, copyrights, and other intellectual property. Give particulars. | X | | | |
| 23. Licenses, franchises, and other general intangibles. Give particulars. | | EPA Permits for water and sewer plant | - | 0.00 |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | X | | | |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories. | | 6 Golf Carts | - | 600.00 |
| | | 5 RV's | - | 5,000.00 |
| 26. Boats, motors, and accessories. | X | | | |
| 27. Aircraft and accessories. | X | | | |
| 28. Office equipment, furnishings, and supplies. | | Misc. office furniture/equipment | - | 250.00 |
| 29. Machinery, fixtures, equipment, and supplies used in business. | X | | | |
| 30. Inventory. | X | | | |
| 31. Animals. | X | | | |
| 32. Crops - growing or harvested. Give particulars. | X | | | |
| 33. Farming equipment and implements. | X | | | |
| 34. Farm supplies, chemicals, and feed. | X | | | |
| 35. Other personal property of any kind not already listed. Itemize. | X | | | |

Sub-Total > **5,850.00**
(Total of this page)
Total > **140,850.00**

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re Real America, Inc.

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|---------------------------|
| | | H W J C | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | | | | | |
| Account No. | | | 2004 | | | | | |
| Citizens Bank 100 E. Water Street Sandusky, OH 44870 | | - | First Mortgage Real estate located at 1233 Fox Road, Middle Bass OH 43446 (Eleven acres) | X | X | X | | |
| | | | Value \$ 200,000.00 | | | | 371,000.00 | 171,000.00 |
| Account No. | | | 2004 | | | | | |
| Citizens Bank 100 E. Water Street Sandusky, OH 44870 | | - | Second Mortgage Real estate located at 1233 Fox Road, Middle Bass OH 43446 (Seven acres) | X | X | X | | |
| | | | Value \$ 100,000.00 | | | | 461,000.00 | 461,000.00 |
| Account No. | | | NOTICE ONLY | | | | | |
| Meyer Leasing Company c/o Kocher & Gillum 101 1/2 Madison Street Port Clinton, OH 43452 | | - | | | | | | |
| | | | Value \$ 0.00 | | | | 0.00 | 0.00 |
| Account No. | | | 2004 | | | | | |
| Meyer Leasing Company 1900 E. 9th Street, Suite 3200 Cleveland, OH 44114 | | - | First Mortgage Real estate located at 1233 Fox Road, Middle Bass OH 43446 (Seven acres) | X | X | X | | |
| | | | Value \$ 100,000.00 | | | | 5,500,000.00 | 5,400,000.00 |
| Subtotal | | | | | | | 6,332,000.00 | 6,032,000.00 |
| (Total of this page) | | | | | | | | |

1 continuation sheets attached

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B T O R H W J C | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|----------------------------|---|---------------------|-------------------------|-----------------|---|---------------------------|
| | | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | | | | | |
| Account No. | | 2004 | | | | | |
| Meyer Leasing Company 1900 E. 9th Street, Suite 3200 Cleveland, OH 44114 | - | Second Mortgage Real estate located at 1233 Fox Road, Middle Bass OH 43446 (Eleven acres) | X | X | X | | |
| | | Value \$ 200,000.00 | | | | 5,500,000.00 | 5,500,000.00 |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Subtotal (Total of this page) | | | | | | 5,500,000.00 | 5,500,000.00 |
| Total (Report on Summary of Schedules) | | | | | | 11,832,000.00 | 11,532,000.00 |

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Total
(Report on Summary of Schedules)

In re Real America, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B O R | H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|---------------------------------|------------------|--|--|--|--------------------------------------|--------------------|---|
| | | | | | | | | AMOUNT ENTITLED TO PRIORITY |
| Account No. IRS Special Procedures PO Box 7346 Philadelphia, PA 19101 | - | - | Precaution Only | | | | 0.00 | 0.00 |
| Account No. Ohio Bureau of Workers Compensation 30 W Spring Street Columbus, OH 43215-2256 | - | - | Precaution Only | | | | 0.00 | 0.00 |
| Account No. Ohio Dept. of Job & Family Services P O Box 182404 Columbus, OH 43218-2404 | - | - | Precaution Only | | | | Unknown | Unknown |
| Account No. Ottawa County Treasurer 315 Madison Street, Room 201 Port Clinton, OH 43452 | - | - | Property taxes | | | | 10,000.00 | 10,000.00 |
| Account No. State of Ohio Department of Taxation PO Box 530 Columbus, OH 43266-0001 | - | - | 2011 Island Tax | | | | 4,000.00 | 4,000.00 |

| | | | |
|---|---|------|-----------|
| Sheet <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims | Subtotal (Total of this page) | 0.00 | 14,000.00 |
| | Total (Report on Summary of Schedules) | 0.00 | 14,000.00 |

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|---|--|--|--------------------------------------|------------------|
| | | H W J C | | | | | |
| Account No. 8987 Bank of America PO Box 15796 Wilmington, DE 19886 | | | | | | | 17,513.87 |
| Account No. Bill Munshower 5255 Devon Drive North Olmsted, OH 44070 | | | Precaution Only | | | | Unknown |
| Account No. Chad Gross 52032 Russet Woods Lane Aurora, OH 44202 | | | Precaution Only | | | | Unknown |
| Account No. Clearview Funding PO Box 2149 Gig Harbor, WA 98335 | | | 2008 Lease on Golf Carts | | | | 500.00 |
| Subtotal (Total of this page) | | | | | | | 18,013.87 |

10 continuation sheets attached

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|---------------------------------|---------------------------------------|--|--|--------------------------------------|-------------------|
| | | H W J C | | | | |
| Account No. Conestoga Log Cabins 246 North Lincoln Avenue Lebanon, PA 17046 | - | 2004 Services | | | X | 4,000.00 |
| Account No. Dave Cochran 6365 Stoneridge Drive Streetsboro, OH 44241 | - | Precaution Only | | X | | Unknown |
| Account No. David & Tina Pero 7467 Sharonlee Drive Mentor, OH 44060 | - | Precaution Only | | X | | Unknown |
| Account No. Don Reines 26991 Waterside Drive Olmsted Falls, OH 44138 | - | Precaution Only | | X | | Unknown |
| Account No. Edmund Gudenas 1233 Fox Road Middle Bass, OH 43446 | - | 2000-2011 Loans to Company | | | | 150,000.00 |
| Sheet no. <u>1</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | Subtotal (Total of this page) | 154,000.00 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | |
|---|--------------------------------------|--|--|--|--|--------------------------------------|---|---------------|
| | | | | | | | | |
| Account No. Edwin Jeris 2910 Snow Road Up Cleveland, OH 44134 | | - | Precaution Only | | X | | Unknown | |
| Account No. Flynn, Py & Kruse, LLP 165 E. Washington Row Sandusky, OH 44870 | | - | 2005 Attorney Fees | | | | 800.00 | |
| Account No. Gary Lowry 106 Payne Drive Montpelier, OH 43543 | | - | Precaution Only | | X | | Unknown | |
| Account No. George Cipu 13900 W. Sprague Road Cleveland, OH 44130 | | - | Precaution Only | | X | | Unknown | |
| Account No. George Gosnick 17003 N. Meadows Circle Strongsville, OH 44136 | | - | Precaution Only | | X | | Unknown | |
| Sheet no. <u>2</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 800.00 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|---------------------------------|------------------------------------|--|--|--------------------------------------|----------------------------------|---|
| | | H W J C | | | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. |
| Account No. Home Away Software PO Box 671307 Dallas, TX 75267 | | - | Credit Advanced | | | 450.00 | |
| Account No. Island Club, Inc. 90 E. 194th Street Cleveland, OH 44119 | | - | 2010 Loan for business | | | 110,755.00 | |
| Account No. Jackson & Sons Drilling & Pump 3401 State Route 13 South Mansfield, OH 44904 | | - | 2008 Services | | X | 2,000.00 | |
| Account No. Jaye Zubik 1931 King James Parkway #127 Westlake, OH 44145 | | - | Precaution Only | | X | Unknown | |
| Account No. John & Jeanette Yaroczyk 2213 Brittany Blvd. Brunswick, OH 44212 | | - | Precaution Only | | X | Unknown | |
| Sheet no. <u>3</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 113,205.00 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|-----------------|
| | | H W J C | | | | |
| Account No. John Fogarty 18206 Norwell Avenue Cleveland, OH 44135 | | - | Precaution Only | | X | Unknown |
| Account No. Karl Jendl 4003 Doglet Trail Medina, OH 44256 | | - | Precaution Only | | X | Unknown |
| Account No. Kay Tobey 1501 Wayne Street Sandusky, OH 44870 | | - | Precaution Only | | X | Unknown |
| Account No. Kenneth Kern 36550 Chester Road, Apt. 5709 Avon, OH 44011 | | - | Precaution Only/loan | | X | 500.00 |
| Account No. Kent-McDowell Properties 401 East High Street Defiance, OH 43512 | | - | Precaution Only | | X | Unknown |
| Sheet no. <u>4</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | Subtotal (Total of this page) | 500.00 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|-----------------|
| | | H W J C | | | | |
| Account No. Laura Fletcher 8863 Sherry Drive Macedonia, OH 44056 | | - | Precaution Only/loan | | X | 1,000.00 |
| Account No. Lori Lacy 64 State Street Norwalk, OH 44857 | | - | Precaution Only | | X | Unknown |
| Account No. Mark & Amy Shafer 13504 Alexander Road Cleveland, OH 44125 | | - | Precaution Only | | X | Unknown |
| Account No. Mary & Pat Delaney 330 E. 270th Street Euclid, OH 44123 | | - | Precaution Only | | X | Unknown |
| Account No. Matt Powers 6855 Arbot Court Cleveland, OH 44134 | | - | Precaution Only | | X | Unknown |
| Sheet no. <u>5</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | Subtotal (Total of this page) | 1,000.00 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|---------------------------------|------------------------------------|--|--|--------------------------------------|-----------------|
| | | H W J C | | | | |
| Account No. Mike Guyot 18208 Pirates Cove Strongsville, OH 44136 | | - | Precaution Only | | X | Unknown |
| Account No. Miller Boat Line 535 Bayview Lane PO Box 239 Put in Bay, OH 43456 | | - | Services | | | 1,178.74 |
| Account No. Mirko Vombergar 6551 Wilson Mills Road Mayfield Village, OH 44143 | | - | Precaution Only | | X | Unknown |
| Account No. Mirna Funkhouser 401 Bell Avenue Sandusky, OH 44870 | | - | Precaution Only | | X | Unknown |
| Account No. Ohio Edison 76 South Main St. Akron, OH 44308 | | - | Precaution Only | | X | 0.00 |
| Sheet no. <u>6</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | Subtotal (Total of this page) | 1,178.74 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|-----------------|
| | | H W J C | | | | |
| Account No. Patrick Ross 632 Retherford Road Liberty, IN 47353 | | - | Precaution Only | | X | Unknown |
| Account No. Paul Jeris 6574 Scenic Park Oval Cleveland, OH 44130 | | - | 2008 Loan | | | 5,000.00 |
| Account No. Peter Szigeti 12495 Sperry Road Chesterland, OH 44026 | | - | Precaution Only | | X | Unknown |
| Account No. Put-in-Bay Gazette PO Box 384 Put in Bay, OH 43456 | | - | 2011 Services | | | 888.08 |
| Account No. Ralph Kunes 4748 Brookhigh Drive Cleveland, OH 44144 | | - | Precaution Only | | X | Unknown |
| Sheet no. <u>7</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | Subtotal (Total of this page) | 5,888.08 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|-----------------|
| | | H W J C | | | | |
| Account No. Rengal Law Office 421 Jackson Street Sandusky, OH 44870 | | - | Attorney Fees | | | 5,000.00 |
| Account No. Rich Mahon 17504 Glenshire Cleveland, OH 44135 | | - | Precaution Only | | X | Unknown |
| Account No. Rick & Karen Johns 3999 Dogleg Trail Medina, OH 44256 | | - | Precaution Only | | X | Unknown |
| Account No. Rick Hortsman 1440 Olivewood Avenue Lakewood, OH 44107 | | - | Precaution Only | | X | Unknown |
| Account No. Robert Cochran 12720 Hartford Road Sunbury, OH 43074 | | - | Precaution Only | | X | Unknown |
| Sheet no. <u>8</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | Subtotal (Total of this page) | 5,000.00 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|---|--|--|--------------------------------------|------------------|
| | | H W J C | | | | |
| Account No. Robert Murphy 21215 Detroit Road Rocky River, OH 44116 | | Precaution Only | | X | | Unknown |
| Account No. Ronald Samuele 30405 Lakeshore Blvd Eastlake, OH 44095 | | Precaution Only | | | | Unknown |
| Account No. Sam Mark 1403 Maple Grove Chillicothe, OH 45601 | | Precaution Only | | X | | Unknown |
| Account No. Sam Shianna 305 Glendale Lane Hoffman Estates, IL 60169 | | Precaution Only | | X | | Unknown |
| Account No. 9685 Sam's Club/GE Credit Corp P O Box 530981 Atlanta, GA 30353-5980 | | 2005-2010 Credit card purchases for business | | | | 20,000.00 |
| Sheet no. <u>9</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | Subtotal (Total of this page) | 20,000.00 |

In re Real America, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|---|--|--|---|-------------------|
| | | H W J C | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | | | | |
| Account No. | | | | | | | |
| Susan Ottogalli 16801 Orchard Grove Drive Cleveland, OH 44130 | | - | Precaution Only | | X | | Unknown |
| Account No. | | | | | | | |
| Tod Kelly 2540 Dorfield Drive Rochester, MI 48307 | | - | Precaution Only | | X | | Unknown |
| Account No. | | | | | | | |
| Unitech Environmental Services, Inc 76 Edison Drive Milan, OH 44846 | | - | 2009 Services | | | | 4,000.00 |
| Account No. | | | | | | | |
| William Welsh 357 Quincy Avenue Columbiana, OH 44408 | | - | Precaution Only | | X | | Unknown |
| Account No. | | | | | | | |
| | | | | | | | |
| Sheet no. <u>10</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 4,000.00 |
| | | | | | | Total (Report on Summary of Schedules) | 323,585.69 |

In re Real America, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|---|--|
| Anthony Giannini 228 Buffington Road Akron, OH 44333 | Campsite lessee |
| Bill Munshower 5255 Devon Drive North Olmsted, OH 44070 | Campsite lessee |
| Chad Gross 52032 Russet Woods Lane Aurora, OH 44202 | Campsite lessee |
| Clearview Funding PO Box 2149 Gig Harbor, WA 98335 | Lease on 5 Golf Carts |
| Dave Cochran 6365 Stoneridge Drive Streetsboro, OH 44241 | Campsite lessee |
| David & Tina Pero 7467 Sharonlee Drive Mentor, OH 44060 | Campsite lessee |
| Don Reines 26991 Waterside Drive Olmsted Falls, OH 44138 | Campsite lessee |
| Edmund Gudenas IRA 1233 Fox Road Middle Bass, OH 43446 | Unknown |
| Gary Lowry 106 Payne Drive Montpelier, OH 43543 | Campsite lessee |
| George Cipu 13900 W. Sprague Road Cleveland, OH 44130 | Campsite lessee |
| George Gosnick 17003 N. Meadows Circle Strongsville, OH 44136 | Campsite lessee |
| Jaye Zubik 1931 King James Parkway #127 Westlake, OH 44145 | Campsite lessee |

3

_____ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|--|--|
| John & Jeanette Yaronczyk 2213 Brittany Blvd. Brunswick, OH 44212 | Campsite lessee |
| John & Laura Schanz 600 Lonz Road Middle Bass, OH 43446 | Campsite lessee |
| John Fogarty 18206 Norwell Avenue Cleveland, OH 44135 | Campsite lessee |
| Karl Jendl 4003 Doglet Trail Medina, OH 44256 | Campsite lessee |
| Kay Tobey 1501 Wayne Street Sandusky, OH 44870 | Campsite lessee |
| Kenneth Kern 36550 Chester Road, Apt. 5709 Avon, OH 44011 | Campsite lessee |
| Kent-McDowell Properties 401 East High Street Defiance, OH 43512 | Campsite lessee |
| Laura Fletcher 8863 Sherry Drive Macedonia, OH 44056 | Campsite lessee |
| Lori Lacy 64 State Street Norwalk, OH 44857 | Campsite lessee |
| Lynn Andrews 10164 Hickory Ridge Drive Brecksville, OH 44141 | Campsite lessee |
| Mark & Amy Shafer 13504 Alexander Road Cleveland, OH 44125 | Campsite lessee |
| Mary & Pat Delaney 330 E. 270th Street Euclid, OH 44123 | Campsite lessee |
| Matt Powers 6855 Arbot Court Cleveland, OH 44134 | Campsite lessee |

Sheet 1 of 3 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|--|--|
| Mike Guyot 18208 Pirates Cove Strongsville, OH 44136 | Campsite lessee |
| Mirko Vombergar 6551 Wilson Mills Road Mayfield Village, OH 44143 | Campsite lessee |
| Mirna Funkhouser 401 Bell Avenue Sandusky, OH 44870 | Campsite lessee |
| Patrick Ross 632 Retherford Road Liberty, IN 47353 | Campsite lessee |
| Paul Jeris 6574 Scenic Park Oval Cleveland, OH 44130 | Campsite lessee |
| Peter Szigeti 12495 Sperry Road Chesterland, OH 44026 | Campsite lessee |
| Ralph Kunes 4748 Brookhigh Drive Cleveland, OH 44144 | Campsite lessee |
| Rich Mahon 17504 Glenshire Cleveland, OH 44135 | Campsite lessee |
| Rick & Karen Johns 3999 Dogleg Trail Medina, OH 44256 | Campsite lessee |
| Rick Hortsman 1440 Olivewood Avenue Lakewood, OH 44107 | Campsite lessee |
| Robert Cochran 12720 Hartford Road Sunbury, OH 43074 | Campsite lessee |
| Ronald Samuele 30405 Lakeshore Blvd Eastlake, OH 44095 | Campsite lessee |
| Sam Mark 1403 Maple Grove Chillicothe, OH 45601 | Campsite lessee |

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|--|--|
| Sam Shianna 305 Glendale Lane Hoffman Estates, IL 60169 | Campsite lessee |
| Susan Ottogalli 16801 Orchard Grove Drive Cleveland, OH 44130 | Campsite lessee |
| Tod Kelly 2540 Dorfield Drive Rochester, MI 48307 | Campsite lessee |
| William Welsh 357 Quincy Avenue Columbiana, OH 44408 | Campsite lessee |

In re Real America, Inc.
Debtor

Case No. _____

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|------------------------------|------------------------------|
|------------------------------|------------------------------|

0 continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
Northern District of Ohio**

In re Real America, Inc.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 26 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date March 9, 2012

Signature /s/ Edmund Gudenas
Edmund Gudenas
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.

**United States Bankruptcy Court
Northern District of Ohio**

In re Real America, Inc. Debtor(s)

Case No. _____
Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| AMOUNT | SOURCE |
|---------------------|--------------------|
| \$0.00 | 2012 Income |
| \$395,000.00 | 2011 Income |
| \$418,193.00 | 2010 Income |

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| AMOUNT | SOURCE |
|--------|--------|
|--------|--------|

3. Payments to creditors

None Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS | AMOUNT PAID | AMOUNT STILL OWING |
|------------------------------|-------------------|-------------|--------------------|
|------------------------------|-------------------|-------------|--------------------|

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|------------------------------|---------------------------------|---|--------------------|
|------------------------------|---------------------------------|---|--------------------|

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR | DATE OF PAYMENT | AMOUNT PAID | AMOUNT STILL OWING |
|--|--|--------------------|--------------------|
| Island Club, Inc. | 2011 Amount still owing is unknown. | \$13,239.10 | \$0.00 |

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| CAPTION OF SUIT AND CASE NUMBER | NATURE OF PROCEEDING | COURT OR AGENCY AND LOCATION | STATUS OR DISPOSITION |
|--|---------------------------------|--|-----------------------|
| Citizens Banking Company vs Real America, Inc. et al 10CV876E | Foreclosure | Ottawa County Court of Common Pleas | Pending |
| Jackson & Sons vs. Real America | Complaint for money only | Medina County Court of Common Pleas | Pending |

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED | DATE OF SEIZURE | DESCRIPTION AND VALUE OF PROPERTY |
|---|-----------------|--------------------------------------|
|---|-----------------|--------------------------------------|

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR OR SELLER | DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN | DESCRIPTION AND VALUE OF PROPERTY |
|--|--|-----------------------------------|
|--|--|-----------------------------------|

6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF ASSIGNEE | DATE OF ASSIGNMENT | TERMS OF ASSIGNMENT OR SETTLEMENT |
|------------------------------|--------------------|-----------------------------------|
|------------------------------|--------------------|-----------------------------------|

- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CUSTODIAN | NAME AND LOCATION OF COURT CASE TITLE & NUMBER | DATE OF ORDER | DESCRIPTION AND VALUE OF PROPERTY |
|---|--|------------------------------|---|
| Mark S. Abood 1301 E. 9th Street, Suite 2210 Cleveland, OH 44114 | Ottawa County 10CV876E | November 22, 2011 | Real property known as Real America, Inc. \$300,000.00 |

7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON OR ORGANIZATION | RELATIONSHIP TO DEBTOR, IF ANY | DATE OF GIFT | DESCRIPTION AND VALUE OF GIFT |
|--|--------------------------------|--------------|-------------------------------|
|--|--------------------------------|--------------|-------------------------------|

8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| DESCRIPTION AND VALUE OF PROPERTY | DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS | DATE OF LOSS |
|-----------------------------------|--|--------------------|
| Bath house \$50,000.00 | Fire Full insurance coverage | August 2011 |

9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---|---|--|
| Novak & Pavlik, LLP 950 Skylight Ofc Twr 1660 W 2nd Str Cleveland, OH 44113-1498 | July 2011 | \$12,000.00 |

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR | DATE | DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED |
|--|---------------------|--|
| Island Club None | October 2011 | 2004 19' Trophy Boat \$5,600.00 |

- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

| NAME OF TRUST OR OTHER DEVICE | DATE(S) OF TRANSFER(S) | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY |
|-------------------------------|------------------------|---|
|-------------------------------|------------------------|---|

11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF INSTITUTION | TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE | AMOUNT AND DATE OF SALE OR CLOSING |
|--|--|------------------------------------|
| Ohio Savings Bank 29950 Lake Shore Blvd Eastlake, OH 44095 | Checking account | Unknown |
| Eaton Family Credit Union 333 Babbitt Road Euclid, OH 44123 | Checking | December 2011 |

12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY | NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY | DESCRIPTION OF CONTENTS | DATE OF TRANSFER OR SURRENDER, IF ANY |
|--|---|-------------------------|---------------------------------------|
|--|---|-------------------------|---------------------------------------|

13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATE OF SETOFF | AMOUNT OF SETOFF |
|------------------------------|----------------|------------------|
|------------------------------|----------------|------------------|

14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

| NAME AND ADDRESS OF OWNER | DESCRIPTION AND VALUE OF PROPERTY | LOCATION OF PROPERTY |
|---------------------------|-----------------------------------|----------------------|
|---------------------------|-----------------------------------|----------------------|

15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

| ADDRESS | NAME USED | DATES OF OCCUPANCY |
|---------|-----------|--------------------|
|---------|-----------|--------------------|

16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

| | | | |
|---|---|---------------------------------------|---|
| SITE NAME AND ADDRESS Parcel #2 | NAME AND ADDRESS OF GOVERNMENTAL UNIT Bureau of Underground Storage Tanks 8895 East Main Street Reynoldsburg, OH 43068-0000 | DATE OF NOTICE June 2011 | ENVIRONMENTAL LAW Underground Storage Tanks |
|---|---|---------------------------------------|---|

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

| | | | |
|-----------------------|--|-------------------|----------------------|
| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|-----------------------|--|-------------------|----------------------|

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

| | | |
|--|---------------|-----------------------|
| NAME AND ADDRESS OF GOVERNMENTAL UNIT | DOCKET NUMBER | STATUS OR DISPOSITION |
|--|---------------|-----------------------|

18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

| NAME | LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN | ADDRESS | NATURE OF BUSINESS | BEGINNING AND ENDING DATES |
|---------------------------|--|--|---------------------------------------|-------------------------------|
| Real America, Inc. | 34-1638001 | 1233 Fox Road Middle Bass, OH 43446 | Land development/campsites | 1998-present |

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

| | |
|------|---------|
| NAME | ADDRESS |
|------|---------|

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

- None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Thomas Wilkins, CPA
18469 Haskins Road
Chagrin Falls, OH 44023

DATES SERVICES RENDERED
440-708-2054

State Court Reciever, Mark Abood

Corporate records
Computer

- None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

- None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21 . Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS TITLE NATURE AND PERCENTAGE
OF STOCK OWNERSHIP
Ed Gudenas **President** **100% ownership**
90 E. 194th Street
Cleveland, OH 44119

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

| NAME | ADDRESS | DATE OF WITHDRAWAL |
|------|---------|--------------------|
|------|---------|--------------------|

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS | TITLE | DATE OF TERMINATION |
|------------------|-------|---------------------|
|------------------|-------|---------------------|

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

| NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR | DATE AND PURPOSE OF WITHDRAWAL | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---|-----------------------------------|--|
|---|-----------------------------------|--|

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

| NAME OF PARENT CORPORATION | TAXPAYER IDENTIFICATION NUMBER (EIN) |
|----------------------------|--------------------------------------|
|----------------------------|--------------------------------------|

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

| NAME OF PENSION FUND | TAXPAYER IDENTIFICATION NUMBER (EIN) |
|----------------------|--------------------------------------|
|----------------------|--------------------------------------|

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date March 9, 2012

Signature /s/ Edmund Gudenas
Edmund Gudenas
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

**United States Bankruptcy Court
Northern District of Ohio**

In re Real America, Inc.

Debtor(s)

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

| | | |
|---|----|------------------|
| For legal services, I have agreed to accept | \$ | <u>12,000.00</u> |
| Prior to the filing of this statement I have received | \$ | <u>12,000.00</u> |
| Balance Due | \$ | <u>0.00</u> |

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: March 9, 2012

/s/ Thomas C. Pavlik

Thomas C. Pavlik 0017305
Novak & Pavlik, LLP
950 Skylight Ofc Twr
1660 W 2nd Str
Cleveland, OH 44113-1498
(216) 781-8700 Fax: (216) 781-9227
jtumlin@nrplaw.com

**United States Bankruptcy Court
Northern District of Ohio**

In re Real America, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|-------------------|-------------------------|---------------------|
| Edmund Gudenas 90 E. 194th Street Cleveland, OH 44119 | Common | 100 | Stock |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF 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 of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 9, 2012

Signature /s/ Edmund Gudenas
Edmund Gudenas
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.

**United States Bankruptcy Court
Northern District of Ohio**

In re Real America, Inc.

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President 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: March 9, 2012

/s/ Edmund Gudenas

Edmund Gudenas/President

Signer/Title

Anthony Giannini
228 Buffington Road
Akron, OH 44333

Bank of America
PO Box 15796
Wilmington, DE 19886

Bill Munshower
5255 Devon Drive
North Olmsted, OH 44070

Bill Munshower
5255 Devon Drive
North Olmsted, OH 44070

Chad Gross
52032 Russet Woods Lane
Aurora, OH 44202

Chad Gross
52032 Russet Woods Lane
Aurora, OH 44202

Citizens Bank
100 E. Water Street
Sandusky, OH 44870

Citizens Bank
100 E. Water Street
Sandusky, OH 44870

Clearview Funding
PO Box 2149
Gig Harbor, WA 98335

Clearview Funding
PO Box 2149
Gig Harbor, WA 98335

Conestoga Log Cabins
246 North Lincoln Avenue
Lebanon, PA 17046

Dave Cochran
6365 Stoneridge Drive
Streetsboro, OH 44241

Dave Cochran
6365 Stoneridge Drive
Streetsboro, OH 44241

David & Tina Pero
7467 Sharonlee Drive
Mentor, OH 44060

David & Tina Pero
7467 Sharonlee Drive
Mentor, OH 44060

Don Reines
26991 Waterside Drive
Olmsted Falls, OH 44138

Don Reines
26991 Waterside Drive
Olmsted Falls, OH 44138

Edmund Gudenas
1233 Fox Road
Middle Bass, OH 43446

Edmund Gudenas IRA
1233 Fox Road
Middle Bass, OH 43446

Edwin Jeris
2910 Snow Road Up
Cleveland, OH 44134

Flynn, Py & Kruse, LLP
165 E. Washington Row
Sandusky, OH 44870

Gary Lowry
106 Payne Drive
Montpelier, OH 43543

Gary Lowry
106 Payne Drive
Montpelier, OH 43543

George Cipu
13900 W. Sprague Road
Cleveland, OH 44130

George Cipu
13900 W. Sprague Road
Cleveland, OH 44130

George Gosnick
17003 N. Meadows Circle
Strongsville, OH 44136

George Gosnick
17003 N. Meadows Circle
Strongsville, OH 44136

Home Away Software
PO Box 671307
Dallas, TX 75267

IRS Special Procedures
PO Box 7346
Philadelphia, PA 19101

Island Club, Inc.
90 E. 194th Street
Cleveland, OH 44119

Jackson & Sons Drilling & Pump
3401 State Route 13 South
Mansfield, OH 44904

Jaye Zubik
1931 King James Parkway #127
Westlake, OH 44145

Jaye Zubik
1931 King James Parkway #127
Westlake, OH 44145

John & Jeanette Yaronczyk
2213 Brittany Blvd.
Brunswick, OH 44212

John & Jeanette Yaronczyk
2213 Brittany Blvd.
Brunswick, OH 44212

John & Laura Schanz
600 Lonz Road
Middle Bass, OH 43446

John Fogarty
18206 Norwell Avenue
Cleveland, OH 44135

John Fogarty
18206 Norwell Avenue
Cleveland, OH 44135

Karl Jendl
4003 Doglet Trail
Medina, OH 44256

Karl Jendl
4003 Doglet Trail
Medina, OH 44256

Kay Tobey
1501 Wayne Street
Sandusky, OH 44870

Kay Tobey
1501 Wayne Street
Sandusky, OH 44870

Kenneth Kern
36550 Chester Road, Apt. 5709
Avon, OH 44011

Kenneth Kern
36550 Chester Road, Apt. 5709
Avon, OH 44011

Kent-McDowell Properties
401 East High Street
Defiance, OH 43512

Kent-McDowell Properties
401 East High Street
Defiance, OH 43512

Laura Fletcher
8863 Sherry Drive
Macedonia, OH 44056

Laura Fletcher
8863 Sherry Drive
Macedonia, OH 44056

Lori Lacy
64 State Street
Norwalk, OH 44857

Lori Lacy
64 State Street
Norwalk, OH 44857

Lynn Andrews
10164 Hickory Ridge Drive
Brecksville, OH 44141

Mark & Amy Shafer
13504 Alexander Road
Cleveland, OH 44125

Mark & Amy Shafer
13504 Alexander Road
Cleveland, OH 44125

Mary & Pat Delaney
330 E. 270th Street
Euclid, OH 44123

Mary & Pat Delaney
330 E. 270th Street
Euclid, OH 44123

Matt Powers
6855 Arbot Court
Cleveland, OH 44134

Matt Powers
6855 Arbot Court
Cleveland, OH 44134

Meyer Leasing Company
c/o Kocher & Gillum
101 1/2 Madison Street
Port Clinton, OH 43452

Meyer Leasing Company
1900 E. 9th Street, Suite 3200
Cleveland, OH 44114

Meyer Leasing Company
1900 E. 9th Street, Suite 3200
Cleveland, OH 44114

Mike Guyot
18208 Pirates Cove
Strongsville, OH 44136

Mike Guyot
18208 Pirates Cove
Strongsville, OH 44136

Miller Boat Line
535 Bayview Lane
PO Box 239
Put in Bay, OH 43456

Mirko Vombergar
6551 Wilson Mills Road
Mayfield Village, OH 44143

Mirko Vombergar
6551 Wilson Mills Road
Mayfield Village, OH 44143

Mirna Funkhouser
401 Bell Avenue
Sandusky, OH 44870

Mirna Funkhouser
401 Bell Avenue
Sandusky, OH 44870

Ohio Bureau of Workers Compensation
30 W Spring Street
Columbus, OH 43215-2256

Ohio Dept. of Job & Family Services
P O Box 182404
Columbus, OH 43218-2404

Ohio Edison
76 South Main St.
Akron, OH 44308

Ottawa County Treasurer
315 Madison Street, Room 201
Port Clinton, OH 43452

Patrick Ross
632 Retherford Road
Liberty, IN 47353

Patrick Ross
632 Retherford Road
Liberty, IN 47353

Paul Jeris
6574 Scenic Park Oval
Cleveland, OH 44130

Paul Jeris
6574 Scenic Park Oval
Cleveland, OH 44130

Peter Szigeti
12495 Sperry Road
Chesterland, OH 44026

Peter Szigeti
12495 Sperry Road
Chesterland, OH 44026

Put-in-Bay Gazette
PO Box 384
Put in Bay, OH 43456

Ralph Kunes
4748 Brookhigh Drive
Cleveland, OH 44144

Ralph Kunes
4748 Brookhigh Drive
Cleveland, OH 44144

Rengal Law Office
421 Jackson Street
Sandusky, OH 44870

Rich Mahon
17504 Glenshire
Cleveland, OH 44135

Rich Mahon
17504 Glenshire
Cleveland, OH 44135

Rick & Karen Johns
3999 Dogleg Trail
Medina, OH 44256

Rick & Karen Johns
3999 Dogleg Trail
Medina, OH 44256

Rick Hortsman
1440 Olivewood Avenue
Lakewood, OH 44107

Rick Hortsman
1440 Olivewood Avenue
Lakewood, OH 44107

Robert Cochran
12720 Hartford Road
Sunbury, OH 43074

Robert Cochran
12720 Hartford Road
Sunbury, OH 43074

Robert Murphy
21215 Detroit Road
Rocky River, OH 44116

Ronald Samuele
30405 Lakeshore Blvd
Eastlake, OH 44095

Ronald Samuele
30405 Lakeshore Blvd
Eastlake, OH 44095

Sam Mark
1403 Maple Grove
Chillicothe, OH 45601

Sam Mark
1403 Maple Grove
Chillicothe, OH 45601

Sam Shianna
305 Glendale Lane
Hoffman Estates, IL 60169

Sam Shianna
305 Glendale Lane
Hoffman Estates, IL 60169

Sam's Club/GE Credit Corp
P O Box 530981
Atlanta, GA 30353-5980

State of Ohio
Department of Taxation
PO Box 530
Columbus, OH 43266-0001

Susan Ottogalli
16801 Orchard Grove Drive
Cleveland, OH 44130

Susan Ottogalli
16801 Orchard Grove Drive
Cleveland, OH 44130

Tod Kelly
2540 Dorfield Drive
Rochester, MI 48307

Tod Kelly
2540 Dorfield Drive
Rochester, MI 48307

Unitech Environmental Services, Inc
76 Edison Drive
Milan, OH 44846

William Welsh
357 Quincy Avenue
Columbiana, OH 44408

William Welsh
357 Quincy Avenue
Columbiana, OH 44408

**United States Bankruptcy Court
Northern District of Ohio**

In re Real America, Inc.
Debtor(s)

Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Real America, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Edmund Gudenas
90 E. 194th Street
Cleveland, OH 44119

None [*Check if applicable*]

March 9, 2012
Date

/s/ Thomas C. Pavlik
Thomas C. Pavlik 0017305
Signature of Attorney or Litigant
Counsel for Real America, Inc.
Novak & Pavlik, LLP
950 Skylight Ofc Twr
1660 W 2nd Str
Cleveland, OH 44113-1498
(216) 781-8700 Fax:(216) 781-9227
jtumlin@nrplaw.com