

1 NANCY A. MITCHELL (*pro hac vice*)  
 JOSEPH P. DAVIS (*pro hac vice*)  
 2 MARIA J. DICONZA (*pro hac vice*)  
 GREENBERG TRAURIG, LLP  
 3 The MetLife Building  
 4 200 Park Avenue  
 New York, New York 10166  
 5 Telephone: 212-801-9200  
 Facsimile: 212-801-6400  
 6 Email: mitchelln@gtlaw.com  
 davisjo@gtlaw.com  
 7 diconzam@gtlaw.com

GREGORY E. GARMAN, NV Bar # 6654  
 THOMAS H. FELL, NV Bar # 3717  
 TERESA M. PILATOWICZ, NV Bar #9605  
 GORDON SILVER  
 3960 Howard Hughes Parkway, 9th Flr.  
 Las Vegas, Nevada 89169  
 Telephone: 702-796-5555  
 Facsimile: 702-369-2666  
 Email: ggarman@gordonsilver.com  
 tfell@gordonsilver.com  
 tpilatowicz@gordonsilver.com

8 *Proposed Counsel for the Debtors*  
 9 *and Debtors in Possession*

10 **UNITED STATES BANKRUPTCY COURT**  
 11 **FOR THE DISTRICT OF NEVADA**

12 In re:  
 13 TELEXFREE, LLC,  
 14  Affects this Debtor  
 15  Affects all Debtors  
 16  Affects TELEXFREE, INC.  
 17  Affects TELEXFREE FINANCIAL, INC

Case No.: BK-S-14-12524-ABL  
 Chapter 11

**Jointly Administered with:**  
 14-12525-abl TelexFree, Inc.  
 14-12526-abl TelexFree Financial, Inc

Date: May 2, 2014  
 Time: 9:30 a.m.

18  
 19  
 20 **AMENDED DEBTORS' LIST OF WITNESSES AND EXHIBITS FOR**  
 21 **HEARING SCHEDULED MAY 2, 2014**

22 TelexFree, LLC, a Nevada limited liability company (“**TelexFree Nevada**”), TelexFree,  
 23 Inc., a Massachusetts corporation (“**TelexFree Massachusetts**”), and TelexFree Financial, Inc.,  
 24 a Florida corporation (“**TelexFree Florida**” and together with TelexFree Massachusetts and  
 25 TelexFree Nevada, “**TelexFree**,” the “**Debtors**” or the “**Company**”), debtors and debtors-in-  
 26 possession in the above-captioned Chapter<sup>1</sup> 11 cases (the “**Chapter 11 Cases**”), hereby submit

27  
 28 <sup>1</sup> All references to “**Chapter**” and “**Section**” herein shall be to the “**Bankruptcy Code**” appearing in Title 11 of the U.S. Code; all references to “**Bankruptcy Rule**” shall be to the Federal Rules of Bankruptcy Procedure; and all



1 its Amended Debtors' List of Witnesses and Exhibits for Hearing Scheduled for May 2, 2014.

2 **Witness List**

3 The Debtors anticipate the following witnesses will testify at the hearing on May 2, 2014  
4 (the "**Hearing**") regarding the motions and applications scheduled to be heard:

- 5 1. Stuart A. MacMillan
- 6 2. William H. Runge III
- 7 3. Timothy Meighan (rebuttal and/or authentication witness)

8 The Debtors reserve the right to call any potential witnesses listed by any other party, and  
9 any rebuttal witnesses, including any witnesses identified by the United States Trustee, Securities  
10 and Exchange Commission, or any other party appearing at the Hearing.

11 **Exhibit List**

12 1	William H. Runge III Curriculum Vitae
13 2	Omnibus Declaration of William H. Runge, III in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief [ECF No. 13]
14 3	Contracting Agencies (Exhibit A to Employee Wage Motion ) [ECF No. 9]
15 4	Omnibus Declaration of William H. Runge, III in Support of the Emergency Motion of the Debtors for Entry of an Interim Order (A) Authorizing the Maintenance of Accounts and Continued Use of Existing Business Form and Checks, (B) Waiving Certain Investment and Deposit Guidelines & (C) Granting Administrative Expense Status to Post Petition Intercompany Claims [Cash Management Motion] [ECF No. 19]
16 5	List of Accounts (Exhibit 1 to Cash Management Motion) [ECF No. 18]
17 6	Description of Accounts (Exhibit 2 to Cash Management Motion) [ECF No. 18]
18 7	Declaration of William H. Runge III in Support of Response and Objection by the Debtors to Motion of the United States Trustee for Order Directing the Appointment of a Chapter 11 Trustee Pursuant to §1104(a) [Trustee Motion] [ECF No. 129]
19 8	Stuart A. MacMillan Curriculum Vitae
20 9	Stuart A. MacMillan Bio
21 10	Declaration of Stuart A. MacMillan in Support of Motion for an Order Determining That: (I) Portions of the Temporary Restraining Order Entered at the Request of the Securities and Exchange Commission Violate the Automatic State of 11 U.S.C. §362(a); (II) Portions of the Temporary Restraining Order are Void; and (III) the Debtors are Entitled to Use Their Assets in the Ordinary Course of Their Business [TRO Motion] [ECF No. 75]

22 \_\_\_\_\_ (continued)  
23 references to "**Local Rule**" shall be to the Local Rules of Bankruptcy Practice of the U.S. District Court for the  
24 District of Nevada.  
25  
26

11	Complaint by the SEC and against Debtors filed in the United States District Court, District of Massachusetts on 04/15/14 (Exhibit 1 to MacMillan Dec re TRO Motion) [ECF No. 75]
12	Plaintiff's Emergency Ex Parte Motion for a Temporary Restraining Order, Order Freezing assets and Order for Other Equitable Relief (filed in MA) on 04/15/14 (Exhibit 2 to MacMillan Dec re TRO Motion) [ECF No. 75]
13	[Proposed] Temporary Restraining Order filed (filed in MA) on 04/15/14 (Exhibit 3 to MacMillan Dec re TRO Motion) [ECF No. 75]
14	Plaintiff's Emergency Ex Parte Memorandum in Support of its Motion for a Temporary Restraining Order, Order Freezing Assets and Order for Other Equitable Relief (filed in MA) on 04/15/14 (Exhibit 4 to MacMillan Dec re TRO Motion) [ECF No. 75]
15	Temporary Restraining Order (filed in MA) ON 04/16/14(Exhibit 5 to MacMillan Dec re TRO Motion) [ECF No. 75]
16	Declaration of Stuart A. MacMillan in Support of (A) Response and Objection by the Debtors to Motion of the United States Trustee for Order Directing the Appointment of a Chapter 11 Trustee Pursuant to §1104(a) [Trustee Motion] and (B) Response and Objection by the Debtors to U.S. Securities and Exchange Commission's Motion for Change of Venue [Venue Motion] [ECF No. 121]
17	Engagement letter between IDT and Debtors (Exhibit A to Declaration of Stuart A. MacMillan in Support of Trustee Motion and Venue Motions) [ECF No. 121]
18	April 13, 2014 Minutes of a Special Meeting of the Board of Directors of TelexFree Inc. (Exhibit B-1 to Declaration of Stuart A. MacMillan in Support of Trustee Motion and Venue Motions) [ECF No. 121]
19	April 13, 2014 Minutes of a Special Meeting of the Board of Manager of TelexFree LLC (Exhibit B-2 to Declaration of Stuart A. MacMillan in Support of Trustee Motion and Venue Motions) [ECF No. 121]
20	April 13, 2014 Minutes of a Special Meeting of the Board of Directors of TelexFree Financial, Inc. (Exhibit B-3 Declaration of Stuart A. MacMillan in Support of Trustee Motion and Venue Motions) [ECF No. 121]
21	Email Exchanges(Exhibit C Declaration of Stuart A. MacMillan in Support of Trustee Motion and Venue Motions) [ECF No. 121]

The Debtors reserve the right to use exhibits listed by any other party to this action, and any rebuttal exhibits, including any exhibits identified by the United States Trustee, Securities and Exchange Commission, or any other party appearing at the Hearing.

...

...

...

1 The Debtors further reserve the right to raise and assert any objections to the evidentiary  
2 record or lack thereof presented by any parties appearing at the Hearing.

3 DATED this 1st day of May, 2014.

4 GORDON SILVER

5 By:  /s/ Teresa Pilatowicz

6 GREGORY E. GARMAN, ESQ.  
7 THOMAS H. FELL, ESQ.  
8 TERESA M. PILATOWICZ, ESQ.  
3960 Howard Hughes Pkwy., 9th Floor  
Las Vegas, Nevada 89169

9 AND

10 NANCY A. MITCHELL (*pro hac vice*)  
11 JOSEPH P. DAVIS (*pro hac vice*)  
12 MARIA J. DICONZA (*pro hac vice*)  
13 GREENBERG TRAURIG, LLP  
14 The MetLife Building  
200 Park Avenue  
*Proposed Counsel for the Debtors*  
*and Debtors in Possession*

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28