

Honorable August B. Landis
United States Bankruptcy Judge



Entered on Docket
May 02, 2014

NANCY A. MITCHELL (*pro hac vice pending*)
MARIA J. DICONZA (*pro hac vice pending*)
GREENBERG TRAURIG, LLP
The MetLife Building
200 Park Avenue
New York, New York 10166
Telephone: 212-801-9200
Facsimile: 212-801-6400
Email: mitchelln@gtlaw.com
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

*Proposed Counsel for the Debtors
and Debtors in Possession*

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

In re:

TELEXFREE, LLC,

☐ Affects this Debtor

☒ Affects all Debtors

☐ Affects TELEXFREE, INC.

☐ Affects TELEXFREE FINANCIAL, INC

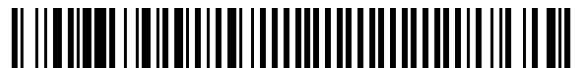
Case No.: BK-S-14-12524-abl
Chapter 11

Jointly Administered with:

14-12525 TelexFree, Inc.
14-12526 TelexFree Financial, Inc

Date: April 17, 2014
Time: 1:30 p.m.

**INTERIM ORDER (A) AUTHORIZING DEBTORS TO PAY (I) ALL PREPETITION
EMPLOYEE OBLIGATIONS, (II) THE INDEPENDENT CONTRACTORS' FEES AND
(III) THE CONTRACTING AGENCIES' FEES AND (B) DIRECTING THE
DISBURSING BANK TO HONOR RELATED TRANSFERS**



Upon the motion (the “**Motion**”)¹, filed by the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) for entry of an order, pursuant to sections 105, 363, 364, 503, 507(a)(4), 507(a)(5), 541, 1107 and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), and Rules 6003 and 6004(h) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), (a) authorizing, but not directing, the Debtors to pay (i) Employee Obligations, (ii) the Independent Contractors’ Fees and (iii) the Contracting Agencies’ Fees and (b) directing the Disbursing Bank to honor and process the Debtors’ prepetition checks or electronic transfers for payment of any of the foregoing, and prohibiting the Disbursing Bank from placing holds on, or attempting to reverse, any automatic transfers on account of the foregoing; and upon the *Omnibus Declaration of William H. Runge III in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* (the “**First Day Declaration**”); and the Court having jurisdiction to consider the Motion, and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their estate and creditors; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

IT IS HEREBY ORDERED THAT:

1. For the reasons set forth on the record, the Motion is GRANTED on an interim basis.
2. The Debtors are hereby authorized, but not directed, to pay the Employee Obligations in the ordinary course of business except to the extent that the Employee Obligations are owed by insiders as that term is defined in Section 101(31) of the Bankruptcy Code.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

1 3. Notwithstanding the relief granted herein or any actions taken hereunder, nothing
2 contained in this Order shall constitute, nor is intended to constitute, an admission as to the
3 validity or priority of any claim against the Debtors, the creation of an administrative priority
4 claim on account of the prepetition obligations sought to be paid, or the assumption or adoption
5 of any contract or agreement under section 365 of the Bankruptcy Code.

6 4. Notwithstanding any provision in the Bankruptcy Rules to the contrary, unless set
7 forth in any other orders entered with respect to the Debtors' assets, the Debtors are not subject
8 to any stay in the implementation, enforcement, or realization of the relief granted in this Order,
9 and the Debtors may, in their discretion and without further delay, take any action and perform
10 any act authorized under this Order.

11 5. Notice of the Motion as provided therein shall be deemed good and sufficient
12 notice of the Motion and the requirements of Bankruptcy Rule 6004(a) are hereby waived.

13 6. This Court shall retain jurisdiction to hear and determine all matters arising from
14 or relating to the interpretation or implementation of this Order.

15 7. This Order is subject to all other orders related to the Debtors' assets including,
16 but not limited to, the Temporary Restraining Order issued by the United States District Court
17 for the District of Massachusetts.

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8. A final hearing on the Motion shall be set for May 2, 2014 at 9:30 a.m.

Submitted by:

~~APPROVED~~/DISAPPROVED

OFFICE OF THE UNITED STATES TRUSTEE

GORDON SILVER

By: /s/ Teresa Pilatowicz

GREGORY E. GARMAN, ESQ.

THOMAS H. FELL, ESQ.

TERESA M. PILATOWICZ, ESQ.

3960 Howard Hughes Pkwy., 9th Floor

Las Vegas, Nevada 89169

By: see LR 9021 Certification

EDWARD M. MCDONALD JR.

300 Las Vegas Blvd. South, Suite 4300

Las Vegas, Nevada 89101

Attorneys for United States Trustee

AND

~~APPROVED~~/DISAPPROVED

SANDRA W. LAVIGNA

NANCY A. MITCHELL (*pro hac vice*)

MARIA J. DICONZA (*pro hac vice*)

GREENBERG TRAURIG, LLP

The MetLife Building

200 Park Avenue

New York, New York 10166

By: see LR 9021 Certification

SANDRA W. LAVIGNA

Senior Bankruptcy Counsel

Los Angeles Regional Office

5670 Wilshire Boulevard, 11th Floor

Los Angeles, California 90036

Attorneys for U. S. Securities and

Exchange Commission

*Proposed Counsel for the Debtors
and Debtors in Possession*

LR 9021 CERTIFICATION

In accordance with LR 9021, counsel submitting this document certifies that the order accurately reflects the court's ruling and that (check one):

- ☐ The court waived the requirement of approval under LR 9021(b)(1).
- ☐ No party appeared at the hearing or filed an objection to the motion.
- ☒ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document]:

Edward McDonald
Office of the US Trustee

Did Not Approve

Sandra W. Lavigna
US Securities and Exchange Commissions

Did Not Approve

- ☐ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objection to the form or content of the order.

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