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Honorable August B. Landis
United States Bankruptcy Judge



Entered on Docket
May 02, 2014

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*Proposed Counsel for the Debtors
and Debtors in Possession*

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

In re:	Case No.: BK-S-14-12524-abl Chapter 11
TELEXFREE, LLC,	Jointly Administered with: 14-12525-abl TelexFree, Inc. 14-12526-abl TelexFree Financial, Inc
<input type="checkbox"/> Affects this Debtor	
<input checked="" type="checkbox"/> Affects all Debtors	
<input type="checkbox"/> Affects TELEXFREE, INC.	
<input type="checkbox"/> Affects TELEXFREE FINANCIAL, INC	Date: April 17, 2014 Time: 1:30 p.m.

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO PAY PREPETITION
INCOME, FRANCHISE AND SIMILAR TAXES AND REGULATORY FEES IN THE
ORDINARY COURSE OF BUSINESS, AND (II) AUTHORIZING BANKS AND
FINANCIAL INSTITUTIONS TO HONOR AND PROCESS CHECKS AND
TRANSFERS RELATED THERETO**



1 Upon the motion (the “**Motion**”)¹ filed by the above-captioned debtors and debtors-in-
 2 possession (collectively, the “**Debtors**”), seeking entry of an order: (i) authorizing the Debtors to
 3 pay certain prepetition income, franchise, and similar taxes and regulatory fees in the ordinary
 4 course of business; and (ii) authorizing banks and financial institutions to honor and process
 5 checks and transfers related to such payments; upon consideration of the First Day Declaration;
 6 the Court, having reviewed the Motion and having heard the statements of counsel in support of
 7 the relief requested in the Motion at the hearing before the Court (the “**Hearing**”), finds that the
 8 Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, this is a core
 9 matter pursuant to 28 U.S.C. § 157(b)(2), venue in this district is proper pursuant to 28 U.S.C. §§
 10 1408 and 1409, notice of the Motion and the Hearing were sufficient under the circumstances
 11 and that no further notice need be given, and the legal and factual bases set forth in the Motion
 12 and First Day Declaration, and at the Hearing establish just cause for the relief granted herein,
 13 and that such relief is necessary to avoid immediate and irreparable harm to the Debtors’
 14 business and estates,

15 THEREFORE, IT IS HEREBY ORDERED THAT:

- 16 1. For reasons set forth on the record, the Motion is GRANTED on an interim basis.
- 17 2. The Debtors are authorized, but not directed, to pay the following prepetition

18 Taxes and Fees to their Taxing and Regulatory Authorities:

Type of Tax or Fee	Jurisdiction/Payee	Estimated Amount
Support Mechanism Charges	Universal Service Administrative Company	\$23,403.93
Income/Franchise Tax	Kentucky	\$175.00
Income/Franchise Tax	New Jersey	\$1,500.00

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

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	Income/Franchise Tax	Michigan	\$45,678.00
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3. The Debtors are also authorized, but not directed, to pay any amounts in respect of the Taxes and Fees set forth above paid by prepetition checks that have not yet cleared as of the Petition Date, and to reissue any checks that are otherwise returned by a Taxing and Regulatory Authority.

5. Nothing in the Motion or this Order shall be construed as impairing the Debtors' right to contest the validity, priority, or amount of any Taxes or Fees that may be due to any of the Taxing and Regulatory Authorities.

6. Rule 6003(b) of the Bankruptcy Rules has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

7. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective upon its entry.

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

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

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10. 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
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By: see LR 9021 Certification
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AND

~~APPROVED~~/DISAPPROVED

SANDRA W. LAVIGNA

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*Proposed Counsel for the Debtors
and Debtors in Possession*

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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	Did Not Approve
Office of the US Trustee	

Sandra W. Lavigna	Did Not Approve
US Securities and Exchange Commissions	

- 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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