

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
CENTRAL DIVISION

In re:

TELEXFREE, LLC, TELEXFREE, INC.
AND TELEXFREE FINANCIAL, INC.

Debtors.

Chapter 11

Case Nos. 14-40987-MSH, 14-40988-MSH,
and 14 -40989-MSH

(Jointly Administered)

**APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER UNDER 11 U.S.C.
§§ 105(a) AND 363(b) AUTHORIZING RETENTION AND EMPLOYMENT OF
STUART A. MACMILLAN AS INTERIM CHIEF EXECUTIVE OFFICER FOR THE
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby submit this application (the “**Application**”) for entry of an order, pursuant to sections 105(a) and 363 of title 11 of the United States Code §§ 101, *et seq.* (the “**Bankruptcy Code**”): authorizing the retention and employment of Stuart A. MacMillan as Interim Chief Executive Officer (the “**Interim CEO**” or “**Mr. MacMillan**”) to the Debtors *nunc pro tunc* as of the Petition Date, and providing any additional relief required in order to effectuate the foregoing. The facts and circumstances supporting this Application are set forth in the declaration of Stuart A. MacMillan (the “**MacMillan Declaration**”), which is attached hereto as **Exhibit A** and incorporated herein by reference. In further support of this Application, the Debtors respectfully state as follows:

Status of the Case and Jurisdiction

1. On April 13, 2014 (the “**Petition Date**”), the Debtors commenced these cases (the “**Chapter 11 Cases**”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. The Debtors have continued in possession of their properties and are operating

