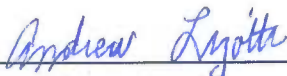


B1040 (FORM 1040) (12/15)

ADVERSARY PROCEEDING COVER SHEET (Instructions on Reverse)		ADVERSARY PROCEEDING NUMBER (Court Use Only)		
PLAINTIFFS Stephen Darr, as he is the Trustee of the Chapter 11 Estates of Each of the Debtors	DEFENDANTS Infinium Wireless, LLC			
ATTORNEYS (Firm Name, Address, and Telephone No.) Andrew G. Lizotte, Esq. Murphy & King, Professional Corporation One Beacon Street Boston, MA 02108 (617) 423-0400 Fax: (617) 423-0498	ATTORNEYS (If Known)			
PARTY (Check One Box Only) <input type="checkbox"/> Debtor <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin <input type="checkbox"/> Creditor <input type="checkbox"/> Other <input checked="" type="checkbox"/> Trustee	PARTY (Check One Box Only) <input type="checkbox"/> Debtor <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin <input checked="" type="checkbox"/> Creditor <input type="checkbox"/> Other <input type="checkbox"/> Trustee			
CAUSE OF ACTION (WRITE A BRIEF STATEMENT OF CAUSE OF ACTION, INCLUDING ALL U.S. STATUTES INVOLVED) To recover payments made to the Defendant within two years of the bankruptcy filings as fraudulent transfers and to recover payments made within ninety days of the bankruptcy filings as preferential transfers.				
NATURE OF SUIT (Number up to five (5) boxes starting with lead cause of action as 1, first alternative cause as 2, second alternative cause as 3, etc.)				
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> FRBP 7001(1) - Recovery of Money/Property <input type="checkbox"/> 11-Recovery of money/property - §542 turnover of property <input checked="" type="checkbox"/> 12-Recovery of money/property - §547 preference <input checked="" type="checkbox"/> 13-Recovery of money/property - §548 fraudulent transfer <input type="checkbox"/> 14-Recovery of money/property - other FRBP 7001(2) - Validity, Priority or Extent of Lien <input type="checkbox"/> 21-Validity, priority or extent of lien or other interest in property FRBP 7001(3) - Approval of Sale of Property <input type="checkbox"/> 31-Approval of sale of property of estate and of a co-owner - §363(h) FRBP 7001(4) - Objection/Revocation of Discharge <input type="checkbox"/> 41-Objection / revocation of discharge - §727(c),(d),(e) FRBP 7001(5) - Revocation of Confirmation <input type="checkbox"/> 51-Revocation of confirmation FRBP 7001(6) - Dischargeability <input type="checkbox"/> 66-Dischargeability - §523(a)(1),(14),(14A) priority tax claims <input type="checkbox"/> 62-Dischargeability - §523(a)(2), false pretenses, false representation, actual fraud <input type="checkbox"/> 67-Dischargeability - §523(a)(4), fraud as fiduciary, embezzlement, larceny (continued next column) </td> <td style="width: 50%; vertical-align: top;"> FRBP 7001(6) - Dischargeability (continued) <input type="checkbox"/> 61-Dischargeability - §523(a)(5), domestic support <input type="checkbox"/> 68-Dischargeability - §523(a)(6), willful and malicious injury <input type="checkbox"/> 63-Dischargeability - §523(a)(8), student loan <input type="checkbox"/> 64-Dischargeability - §523(a)(15), divorce or separation obligation (other than domestic support) <input type="checkbox"/> 65-Dischargeability - other FRBP 7001(7) - Injunctive Relief <input type="checkbox"/> 71-Injunctive relief - imposition of stay <input type="checkbox"/> 72-Injunctive relief - other FRBP 7001(8) Subordination of Claim or Interest <input type="checkbox"/> 81-Subordination of claim or interest FRBP 7001(9) Declaratory Judgment <input type="checkbox"/> 91-Declaratory judgment FRBP 7001(10) Determination of Removed Action <input type="checkbox"/> 01-Determination of removed claim or cause Other <input type="checkbox"/> SS-SIPA Case - 15 U.S.C. §§78aaa <i>et seq.</i> <input type="checkbox"/> 02-Other (e.g. other actions that would have been brought in state court if unrelated to bankruptcy case) </td> </tr> </table>			FRBP 7001(1) - Recovery of Money/Property <input type="checkbox"/> 11-Recovery of money/property - §542 turnover of property <input checked="" type="checkbox"/> 12-Recovery of money/property - §547 preference <input checked="" type="checkbox"/> 13-Recovery of money/property - §548 fraudulent transfer <input type="checkbox"/> 14-Recovery of money/property - other FRBP 7001(2) - Validity, Priority or Extent of Lien <input type="checkbox"/> 21-Validity, priority or extent of lien or other interest in property FRBP 7001(3) - Approval of Sale of Property <input type="checkbox"/> 31-Approval of sale of property of estate and of a co-owner - §363(h) FRBP 7001(4) - Objection/Revocation of Discharge <input type="checkbox"/> 41-Objection / revocation of discharge - §727(c),(d),(e) FRBP 7001(5) - Revocation of Confirmation <input type="checkbox"/> 51-Revocation of confirmation FRBP 7001(6) - Dischargeability <input type="checkbox"/> 66-Dischargeability - §523(a)(1),(14),(14A) priority tax claims <input type="checkbox"/> 62-Dischargeability - §523(a)(2), false pretenses, false representation, actual fraud <input type="checkbox"/> 67-Dischargeability - §523(a)(4), fraud as fiduciary, embezzlement, larceny (continued next column)	FRBP 7001(6) - Dischargeability (continued) <input type="checkbox"/> 61-Dischargeability - §523(a)(5), domestic support <input type="checkbox"/> 68-Dischargeability - §523(a)(6), willful and malicious injury <input type="checkbox"/> 63-Dischargeability - §523(a)(8), student loan <input type="checkbox"/> 64-Dischargeability - §523(a)(15), divorce or separation obligation (other than domestic support) <input type="checkbox"/> 65-Dischargeability - other FRBP 7001(7) - Injunctive Relief <input type="checkbox"/> 71-Injunctive relief - imposition of stay <input type="checkbox"/> 72-Injunctive relief - other FRBP 7001(8) Subordination of Claim or Interest <input type="checkbox"/> 81-Subordination of claim or interest FRBP 7001(9) Declaratory Judgment <input type="checkbox"/> 91-Declaratory judgment FRBP 7001(10) Determination of Removed Action <input type="checkbox"/> 01-Determination of removed claim or cause Other <input type="checkbox"/> SS-SIPA Case - 15 U.S.C. §§78aaa <i>et seq.</i> <input type="checkbox"/> 02-Other (e.g. other actions that would have been brought in state court if unrelated to bankruptcy case)
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<input type="checkbox"/> Check if this case involves a substantive issue of state law	<input type="checkbox"/> Check if this is asserted to be a class action under FRCP 23			
<input type="checkbox"/> Check if a jury trial is demanded in complaint	Demand \$			
Other Relief Sought				



B1040 (FORM 1040) (12/15)

BANKRUPTCY CASE IN WHICH THIS ADVERSARY PROCEEDING ARISES		
NAME OF DEBTOR Telexfree, LLC, Telexfree, Inc., and Telexfree Financial, Inc.		BANKRUPTCY CASE NO. 14-40987-MSH
DISTRICT IN WHICH CASE IS PENDING District of Massachusetts	DIVISION OFFICE Eastern	NAME OF JUDGE Hoffman
RELATED ADVERSARY PROCEEDING (IF ANY)		
PLAINTIFF	DEFENDANT	ADVERSARY PROCEEDING NO.
DISTRICT IN WHICH ADVERSARY IS PENDING	DIVISION OFFICE	NAME OF JUDGE
SIGNATURE OF ATTORNEY (OR PLAINTIFF)  _____ Andrew G. Lizotte, Esq.		
DATE April 4, 2016	PRINT NAME OF ATTORNEY (OR PLAINTIFF) Andrew G. Lizotte, Esq.	

INSTRUCTIONS

The filing of a bankruptcy case creates an "estate" under the jurisdiction of the bankruptcy court which consists of all of the property of the debtor, wherever that property is located. Because the bankruptcy estate is so extensive and the jurisdiction of the court so broad, there may be lawsuits over the property or property rights of the estate. There also may be lawsuits concerning the debtor's discharge. If such a lawsuit is filed in a bankruptcy court, it is called an adversary proceeding.

A party filing an adversary proceeding must also must complete and file Form 1040, the Adversary Proceeding Cover Sheet, unless the party files the adversary proceeding electronically through the court's Case Management/Electronic Case Filing system (CM/ECF). (CM/ECF captures the information on Form 1040 as part of the filing process.) When completed, the cover sheet summarizes basic information on the adversary proceeding. The clerk of court needs the information to process the adversary proceeding and prepare required statistical reports on court activity.

The cover sheet and the information contained on it do not replace or supplement the filing and service of pleadings or other papers as required by law, the Bankruptcy Rules, or the local rules of court. The cover sheet, which is largely self-explanatory, must be completed by the plaintiff's attorney (or by the plaintiff if the plaintiff is not represented by an attorney). A separate cover sheet must be submitted to the clerk for each complaint filed.

Plaintiffs and Defendants. Give the names of the plaintiffs and defendants exactly as they appear on the complaint.

Attorneys. Give the names and addresses of the attorneys, if known.

Party. Check the most appropriate box in the first column for the plaintiffs and the second column for the defendants.

Demand. Enter the dollar amount being demanded in the complaint.

Signature. This cover sheet must be signed by the attorney of record in the box on the second page of the form. If the plaintiff is represented by a law firm, a member of the firm must sign. If the plaintiff is pro se, that is, not represented by an attorney, the plaintiff must sign.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re:

TELEXFREE, LLC,
TELEXFREE, INC. and
TELEXFREE FINANCIAL, INC.,

Debtors.

STEPHEN DARR, AS HE IS THE TRUSTEE
OF THE CHAPTER 11 ESTATES OF EACH
OF THE DEBTORS,

Plaintiff,

v.

INFINIUM WIRELESS LLC,

Defendant.

Chapter 11 Cases

14-40987-MSH

14-40988-MSH

14-40989-MSH

Jointly Administered

Adversary Proceeding
No. 16-

COMPLAINT

Introduction

Stephen Darr is the duly appointed and acting trustee (the “Trustee”) of the Chapter 11 bankruptcy estates (“Estates”) of TelexFree, Inc. (“Inc.”), TelexFree, LLC (“LLC”) and TelexFree Financial, Inc. (“Financial” and, collectively, the “Debtors”). As Trustee, Mr. Darr brings this adversary proceeding to recover payments made to the Defendant within two years of the bankruptcy filings as fraudulent transfers and to recover payments made within ninety days of the bankruptcy filings as preferential transfers.

Parties and Jurisdiction

1. The Trustee, who is the duly appointed Chapter 11 trustee of the Debtors, has a principal place of business in Boston, Massachusetts.
2. The Defendant, Infinium Wireless LLC ("Infinium"), is a limited liability company with a place of business at 3960 Howard Hughes Pkwy, Suite 500, Las Vegas, NV 89167.
3. This adversary proceeding is brought pursuant to §§ 547, 548, 550 and 551 of Title 11 of the United States Code for the avoidance and recovery of fraudulent conveyances and preferential transfers.
4. This Court has jurisdiction over the adversary proceeding pursuant to 28 U.S.C. § 1334.
5. This adversary proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A)(F)(H) and (O).
6. Venue in this district is proper under 28 U.S.C. § 1409.

Statement of Facts

7. This case involves a massive Ponzi and pyramid scheme operated by the Debtors, which involved more than a million participants ("Participants") from multiple countries. The Debtors ostensibly operated a "multi-level marketing" company with its headquarters in Marlborough, Massachusetts. It represented itself as being in the business of selling telephone service plans that use "voice over internet protocol" ("VoIP") technology. The sale of VoIP, however, constituted only a minor portion of their business; the Debtors' actual business was the recruitment of Participants.
8. From April 2012 to April 2014, individuals throughout the world, including many Participants of the Brazilian and Dominican immigrant communities in the United States,

purchased membership plans with a transaction value of approximately \$3,000,000,000. The memberships promised substantial returns – 200% per year or more – for becoming “promoters” of the business. The Debtors promised to pay Participants for placing ads on obscure classified ad sites on the internet and recruiting other Participants to do the same. The membership fees from Participants constituted approximately ninety-nine percent (99%) of the monies taken in by the Debtors.

9. In the spring of 2012, Ympactus Comercial Ltda. (“Ympactus”), a Brazilian affiliate of the Debtors, began operating a substantially similar scheme in Brazil. In June 2013, the Brazilian authorities shut down the operations of Ympactus because it appeared to be operating an illegal pyramid scheme. On or about October 13, 2015, the Brazilian court confirmed that Ympactus was in fact engaged in an illegal pyramid scheme.

10. In the fall of 2013, the Debtors retained Infinium purportedly to build a mobile telephone application.

11. Infinium was retained after it became publicly known that Ympactus had been shut down as a pyramid scheme.

12. The mobile telephone application being built by Infinium was intended to be a joint venture between Infinium and Telex Mobile, LLC. The owners of Telex Mobile, LLC were Carlos Wanzeler and James Merrill, the Debtors’ principals. The Debtors had no interest or rights in the product being developed by Infinium for which it was paying.

13. The Debtors continued to recruit Participants in 2013 and 2014 and funded the compensation of existing Participants with the membership fees of new recruits. In March of 2014, the Debtors changed their compensation plan so that Participants would be required to sell the VoIP service in order to qualify for bonuses and commissions. The introduction of the new

scheme precipitated an acceleration of Participant withdrawal requests, resulting in the bankruptcy filings.

14. On April 13, 2014 (the "Petition Date"), the Debtors filed voluntary Chapter 11 petitions with the United States Bankruptcy Court for the District of Nevada.

15. By order dated May 6, 2014, the Nevada Bankruptcy Court approved a motion to change venue filed by the Securities and Exchange Commission. The cases were transferred to this Court on May 9, 2014.

16. On May 30, 2014, this Court approved the motion of the Office of the United States Trustee to appoint a Chapter 11 trustee, and the Trustee was appointed on June 6, 2014.

17. On November 25, 2015, the Court, on motion by the Trustee and after notice, entered an Order, as amended on December 21, 2015, that the Debtors were engaged in a Ponzi and pyramid scheme and that this ruling was the law of the case in each of the jointly administered cases.

18. During the two years preceding the Petition Date, the Debtors made payments to the Defendant (the "Two Year Transfers") as set forth on Exhibit "A" hereto.

19. During the ninety days preceding the Petition Date, the Debtors made payments to the Defendant (the "90 Day Transfers") as set forth on Exhibit "B" hereto.

COUNT ONE

Fraudulent Transfer -- Constructive -- 11 U.S.C. §§ 548, 550 and 551

(Two Year Transfers)

20. The Trustee realleges and repeats the allegations contained in the foregoing paragraphs and by reference incorporates them herein.

21. Each of the Two Year Transfers constitutes a "transfer," as that term is defined in 11 U.S.C. § 548, of an asset or interest in an asset of the Debtors.

22. The Two Year Transfers were made within two years of the Petition Date.
23. Each of the Two Year Transfers was made while the Debtors were insolvent.
24. Each of the Two Year Transfers was made for less than reasonably equivalent value.
25. The Two Year Transfers constitute fraudulent transfers avoidable by the Trustee pursuant to § 548(a)(1)(B) of the Bankruptcy Code and recoverable from the Defendant pursuant to §§ 550 and 551 of the Bankruptcy Code.
26. As a result of the foregoing, the Trustee is entitled to a judgment against the Defendant: (a) avoiding and preserving the Two Year Transfers, (b) directing that the Two Year Transfers be set aside, and (c) recovering the Two Year Transfers in the amount of \$636,935.43 from the Defendant for the benefit of the Estates.

COUNT TWO

Fraudulent Transfer – Actual Intent – 11 U.S.C. §§ 548, 550 and 551

(Two Year Transfers)

27. The Trustee realleges and repeats the allegations contained in the foregoing paragraphs and by reference incorporates them herein.
28. Each of the Two Year Transfers was made within two years of the Petition Date.
29. Each of the Two Year Transfers was made with the actual intent to hinder, delay or defraud some or all of the Debtors' then existing and/or future creditors.
30. The Two Year Transfers constitute a fraudulent transfer avoidable by the Trustee pursuant to 11 U.S.C. § 548(a)(1)(A) and recoverable from the Defendant pursuant to §§550 and 551 of the Bankruptcy Code.
31. As a result of the foregoing, the Trustee is entitled to a judgment against the Defendant: (a) avoiding and preserving the Two Year Transfers, (b) directing that the Two Year

Transfers be set aside, and (c) recovering the amount of \$636,935.43 from the Defendant for the benefit of the Estates.

COUNT THREE

Preferences – 11 U.S.C. §§ 547, 550 and 551

(90 Day Transfers)

32. The Trustee realleges and repeats the allegations contained in the foregoing paragraphs and by reference incorporates them herein.

33. Within ninety days of the Petition Date, the Debtors paid the 90 Day Transfers to the Defendant.

34. Each 90 Day Transfer was made:

- (a) to or for the benefit of the Defendant, who claims to be a creditor at the time of the Transfers;
- (b) for or on account of an antecedent debt owed by the Debtors before such transfer was made;
- (c) while the Debtors were insolvent;
- (d) within ninety days of the Petition Date
- (e) enabling the Defendant to receive more than the Defendant would receive if the cases were under Chapter 7, the 90 Day Transfer was not made, and the Defendant received payment of such debt to the extent provided by the provisions of Title 11 of the United States Code.

35. The foregoing 90 Day Transfers constitute preferential transfers avoidable by the Trustee pursuant to 11 U.S.C. § 547 and recoverable from the Defendant pursuant to §§550 and 551 of the Bankruptcy Code.

36. As a result of the foregoing, the Trustee is entitled to a judgment against the Defendant: (a) avoiding and preserving the preferential transfers, (b) directing that the preferential transfers be set aside, and (c) recovering the amount of \$139,935.43 from the Defendant for the benefit of the Estates.

WHEREFORE, Stephen Darr as he is the Trustee of the Chapter 11 Estates of the Debtors respectfully prays that the Court enter judgment for him against the Defendant as follows:

1. On Count One: (a) avoiding and preserving the Two Year Transfers as constructive fraudulent transfers, (b) directing the Two Year Transfers be set aside and (c) recovering \$636,935.43 from the Defendant for the benefit of the Estates;
2. On Count Two: (a) avoiding and preserving the Two Year Transfers as actual fraudulent transfers; (b) directing the Two Year Transfers be set aside; and (c) recovering \$636,935.43 from the Defendant for the benefit of the Estates;
3. On Count Three: (a) avoiding the payments received by the Defendant as preferential payments, and (b) recovering \$139,935.43 for the benefit of the Estates; and
4. And for such other and further relief as this Court deems just and proper.

STEPHEN DARR AS HE IS THE
TRUSTEE OF THE CHAPTER 11
ESTATES OF EACH OF THE DEBTORS
By his attorneys,

/s/ Andrew G. Lizotte
Charles R. Bennett, Jr. (BBO #037380)
Andrew G. Lizotte (BBO #559609)
Murphy & King, Professional Corporation
One Beacon Street
Boston, MA 02108
(617) 423-0400
ALizotte@murphyking.com

Dated: April 4, 2016

705148

EXHIBIT A

2 Years
4/13/12 - 4/13/14

In re: TelexFree, LLC, et al.
Payments to Infinium Wireless, LLC

Account	Date	Transaction Type	Num	Name	Amount	Entity
100109 Fidelity Bank 3842	11/5/2013	Check		Infinium Wireless llc	-324,500.00	LLC
100109 Fidelity Bank 3842	11/6/2013	Check		Infinium Wireless llc	-57,500.00	LLC
100109 Fidelity Bank 3842	12/5/2013	Check		Infinium Wireless llc	-115,000.00	LLC
100115 Wells Fargo 6715	2/11/2014	Check		Infinium Wireless llc	-39,115.43	LLC
100114 Wells Fargo 8506	3/14/2014	Check		Infinium Wireless llc	-50,410.00	LLC
PNC Bank	3/31/2014	Check		INFINIUM WIRELESS, LLC	-50,410.00	Financial
					-636,935.43	

EXHIBIT B

90 Day
1/13/14 - 4/13/14

In re: TelexFree, LLC, et al.
Payments to Infinium Wireless, LLC

Account	Date	Transaction Type	Num	Name	Amount	Entity
100115 Wells Fargo 6715	2/11/2014	Check		Infinium Wireless llc	-39,115.43	LLC
100114 Wells Fargo 8506	3/14/2014	Check		Infinium Wireless llc	-50,410.00	LLC
PNC Bank	3/31/2014	Check		INFINIUM WIRELESS, LLC	-50,410.00	Financial

-139,935.43