

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

)		
In Re:)		
)	Chapter 11	
)		
TELEXFREE, LLC,)	Case No. 14-40987-MSH	
TELEXFREE, INC.,)	Case No. 14-40988-MSH	
TELEXFREE FINANCIAL, INC.,)	Case No. 14-40989-MSH	
)		
Debtors.)	Jointly Administered	
)		

REPORT OF PLAN VOTING

To the Honorable Melvin S. Hoffman, United States Bankruptcy Judge:

Stephen B. Darr, the duly appointed Chapter 11 trustee (the "Trustee") of the bankruptcy estates of TelexFree, LLC, TelexFree, Inc., and TelexFree Financial, Inc. (collectively, the "Debtors" or "TelexFree"), hereby submits this *Report of Plan Voting* with respect to ballots on the pending *First Amended Liquidating Plan of Reorganization of Stephen B. Darr, Chapter 11 Trustee of TelexFree, LLC, TelexFree, Inc., and TelexFree Financial, Inc.* (the "Plan");

1. On or about May 28, 2020, the Court entered an *Order (I) Approving First Amended Disclosure Statement With Respect To First Amended Liquidating Plan; (II) Establishing Record Holder Date; (III) Approving Solicitation Procedures, Form Of Participant Notice and Forms of Ballots, (IV) Establishing Deadlines For The Filing of Objections To Confirmation Of Chapter 11 Plan, and For the Submission of Ballots, and (V) Scheduling Hearing On Plan Confirmation* (the "Balloting Order"). Among other things, the Balloting Order established June 30, 2020 (the "Balloting Deadline") as the deadline for the submission of ballots with respect to the Plan.



2. Pursuant to the ballots which were received in compliance with the Balloting Order, each Class of Claims and Equity Interests under the Plan has voted as follows:

a. **Class 1:** Priority Claims

Result: Class 1 is unimpaired and is deemed to have accepted the Plan.

b. **Class 2:** Participant Convenience Claims

Result: Class 2 is impaired and has voted to accept the Plan. A tabulation of the ballots for Class 2 is included in the *Declaration of Tinamarie Feil Regarding Solicitation and Tabulation of Participant Votes in Connection with the First Amended Liquidating Plan of Reorganization*, attached as Exhibit "A".

c. **Class 3:** General Participant Claims

Result: Class 3 is impaired and has voted to accept the Plan. A tabulation of the ballots for Class 3 is included in Exhibit "A".

d. **Class 4:** Vendor Claims

Result: No vote was received from any holder of a Class 4 impaired claim, and Class 4 is deemed to have accepted the Plan. See *In re Ruti-Sweetwater, Inc.*, 836 F.2d 1263 (10th Cir. 1988).

e. **Class 5:** Equity Interests in Debtors

Result: Class 5 is impaired and is deemed to have rejected the Plan.

STEPHEN B. DARR,
CHAPTER 11 TRUSTEE,
By his attorneys,

/s/ Andrew G. Lizotte
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Dated: July 6, 2020
781923

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**DECLARATION OF TINAMARIE FEIL REGARDING SOLICITATION AND
TABULATION OF PARTICIPANT VOTES IN CONNECTION WITH THE
FIRST AMENDED LIQUIDATING PLAN OF REORGANIZATION**

Tinamarie Feil, declares pursuant to 28 U.S.C. § 1746, as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases. I am employed by BMC Group, Inc. (“BMC”). My business address is 600 1st Avenue, Seattle, Washington 98104.

2. BMC performed, solely in connection with Participant claims in Classes 2 and 3, Plan solicitation and balloting activities as described herein. Such BMC activities were performed pursuant to this Court’s Order (I) Approving First Amended Disclosure Statement with Respect to First Amended Liquidating Plan, (II) Establishing Record Holder Date, (III) Approving Solicitation Procedures, Form of Participant Notice and Forms of Ballots, (IV) Establishing Deadlines for the Filing of Objections to Confirmation of Chapter 11 Plan and for the Submission of Ballots, and (V) Scheduling Hearing on Plan Confirmation [ECF No. 3343] (the “Procedures Order”).

3. Among other things, the Procedures Order set the deadline of June 2, 2020, (the “**Solicitation Deadline**”) as the date by which all Solicitation Packages must be mailed to Holders of Claims in Classes 2 and 3. As evidenced by the Certificate of Electronic Service of Plan

Summary and Plan Solicitation [ECF No. 3357], BMC timely served Solicitation Packages as established under Procedures Order.

4. The Procedures Order also set the Voting Deadline of June 30, 2020 at 5:00 PM Eastern, (the “**Voting Deadline**”) as the date by which all Ballots must be properly executed, completed, and delivered so actually received by BMC. Ballots were received, recorded and are maintained in BMC’s electronic voting platform at <https://vote.telexfreeclaims.com>. Ballots received as of the Voting Deadline have been tabulated consistent with the parameters for tabulation of ballots included in the Procedures Order and are summarized as follows

CLASS 2				
Accepted Count	Accepted %	Rejected Count	Rejected %	Total Counted
15638	99.52%	75	0.48%	15713
Accepted Amount	Accepted \$ %	Rejected \$	Rejected \$ %	Total \$ Counted
\$25,779,502.96	99.59%	\$105,254.48	0.41%	\$25,884,757.44
ELECTIONS TO CLASS 3				
		Count:	16,550	
		Amount:	\$29,521,759.55	
CLASS 3				
Accepted Count	Accepted %	Rejected Count	Rejected %	Total Counted
27876	99.27%	206	0.73%	28082
Accepted Amount	Accepted \$ %	Rejected \$	Rejected \$ %	Total \$ Counted
\$152,217,733.65	99.55%	\$691,323.53	0.45%	\$152,909,057.18

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 6th day of July 2020.

Tinamarie Feil

Tinamarie Feil