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11 *Proposed Counsel for the Debtors*  
12 *and Debtors in Possession*

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

15 In re:

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

16 TELEXFREE, LLC,

**[PROPOSED]**

**Jointly Administered with:**

17  Affects this Debtor

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

18  Affects all Debtors

19  Affects TELEXFREE, INC.

20  Affects TELEXFREE FINANCIAL, INC

Date: OST REQUESTED  
Time: OST REQUESTED

21 **EMERGENCY MOTION OF THE DEBTORS PURSUANT TO SECTION 105(a) OF**  
22 **THE BANKRUPTCY CODE, BANKRUPTCY RULES 1007, 2002(l), 2002(m) AND 9007,**  
23 **LOCAL RULE 2002 FOR ENTRY OF AN ORDER APPROVING NOTICE**  
24 **PROCEDURES**

25 The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”)<sup>1</sup>  
26 hereby move the Court (the “**Motion**”), pursuant to section 105(a) of title 11 of the United  
27 States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rules 1007, 2002(l), 2002(m)  
28 and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four (4) digits of each Debtor’s federal tax identification number, are: TelexFree, LLC (0853), TelexFree, Inc. (1309) and TelexFree Financial, Inc (7555). The Debtors’ business address is 225 Cedar Hill Street, Suite 200, Marlborough, Massachusetts 01752.



1 2002 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of  
2 Nevada (the “**Local Rules**”), for entry an order establishing notice procedures and establishing a  
3 master service list (the “**Master Service List**”). In support of this Motion, the Debtors  
4 respectfully state as follows:

5 **Status of the Case**

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

9 2. The Debtors have continued in possession of their properties and are operating  
10 and managing their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of  
11 the Bankruptcy Code.

12 3. No request has been made for the appointment of a trustee or examiner and a  
13 creditors’ committee has not yet been appointed in these Chapter 11 Cases.

14 **Jurisdiction, Venue, and Statutory Predicates**

15 4. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and  
16 1334. Venue is proper in this district pursuant to 28 U.S.C. § 1408. This matter is core within  
17 the meaning of 28 U.S.C. § 157(b)(2).

18 5. The statutory bases for the relief requested herein are section 105(a) of the  
19 Bankruptcy Code, Bankruptcy Rules 1007, 2002(l), 2002(m) and 9007, and Local Rule 2002.

20 6. Pursuant to Local Rule 9014.2, the Debtors consent to entry of final order(s) or  
21 judgment(s) by the bankruptcy judge if it is determined that the bankruptcy judge, absent consent  
22 of the parties, cannot enter final orders or judgments consistent with Article III of the United  
23 States Constitution.

24 **Background**

25 A. **Generally**

26 7. TelexFree, LLC, a Nevada limited liability company (“**TelexFree Nevada**”),  
27 TelexFree, Inc., a Massachusetts corporation (“**TelexFree Massachusetts**”) and TelexFree  
28 Financial, Inc, a Florida corporation (“**TelexFree Florida**” and together with TelexFree

1 Massachusetts and TelexFree Nevada, “**TelexFree**,” the “**Debtors**” or the “**Company**”) are a  
2 telecommunications business that uses multi-level marketing to assist in the distribution of voice  
3 over internet protocol (“**VoIP**”) telephone services. TelexFree’s retail VoIP product,  
4 99TelexFree, allows for unlimited international calling to approximately seventy countries for a  
5 flat monthly rate of \$49.90. Customers of the Debtors’ VoIP product (“**Customers**”) used  
6 approximately 11 million minutes of the 99TelexFree VoIP service in February 2014. Since  
7 99TelexFree was introduced in 2012, Customer usage increased on a monthly basis until March  
8 2014.

9 8. TelexFree is operated as a multi-level marketing company, and currently has over  
10 700,000 associates or promoters (the “**Promoters**”) worldwide. Prior to the filing of these  
11 Cases, TelexFree compensated Promoters for the sales of the VoIP product, the placing of  
12 advertisements and the recruitment of other Promoters down line. Because questions were raised  
13 about its compensation plan, the Company on March 9, 2014, discontinued its original  
14 compensation plan (the “**Original Comp Plan**”) and replaced the Original Comp Plan with a  
15 revised compensation plan (the “**Revised Comp Plan**” and together with the Original Comp  
16 Plan, the “**Pre-Petition Comp Plans**”). At the time of the roll-out of the Revised Comp Plan,  
17 the Company decided to honor certain discretionary payments to Promoters under the Original  
18 Comp Plan. These discretionary payments quickly became a substantial drain on the Company’s  
19 liquidity. The Company discontinued the Pre-Petition Comp Plans and ceased making  
20 discretionary payments under the Original Comp Plan prior to the Petition Date.

21 9. The Company believes the sales of the 99TelexFree product, the TelexFree “app,”  
22 and other new products will ultimately prove successful and profitable. The Company is  
23 struggling, however, with several factors that required it to seek chapter 11 protection by filing  
24 these Chapter 11 Cases. First, the Company experienced exponential growth in revenue between  
25 2012 and 2013 (from de minimus amounts to over \$1 billion), which put tremendous pressure on  
26 the Company’s financial, operational and management systems. Second, although the Company  
27 revised its Original Comp Plan in order to address certain questions that were raised regarding  
28 such plan, the Company believes that the Pre-Petition Comp Plans need to be further revised.

1 Finally, the trailing liabilities arising from the Original Comp Plan are difficult to quantify and  
2 have resulted in substantial asserted liabilities against the Company, a number of which may not  
3 be valid.

4 10. As a result, the Company filed these Chapter 11 Cases to obtain the breathing  
5 room to address its operational and regulatory issues, revise the Pre-Petition Comp Plans, and  
6 quantify and address the claims against it. The Debtors believe that a restructuring of its debt,  
7 adoption of a post-petition revised compensation plan, unveiling of new products (including the  
8 TelexFree app), and return to growing its Customer base will allow the Company to realize its  
9 full potential and generate significant value for its constituents.

10 11. A detailed factual background of the Debtors' businesses and operations, as well  
11 as the events precipitating the commencement of these Chapter 11 Cases, is more fully set forth  
12 in the *Omnibus Declaration of William H. Runge III in Support of the Debtors' Chapter 11*  
13 *Petitions and Requests for First Day Relief* (the "**First Day Declaration**"), filed  
14 contemporaneously herewith and incorporated herein by reference.

15 **B. The Counterparties**

16 12. TelexFree Nevada entered into various enrollment agreements (the "**Contracts**")  
17 with over 700,000 parties allowing these parties to utilize and/or promote the Company's  
18 services.

19 13. The Company can initiate communication with the counterparties to Contracts  
20 (the "**Counterparties**") in two ways. First, the Company can email the Counterparties directly  
21 to the email addresses provided by the Counterparties. Pursuant to the Contracts, each  
22 Counterparty agrees that the Company can contact the Counterparties via email and that such  
23 email address is "valid for legal purposes." Second, the Company provides a virtual  
24 environment (the "**Back Office**") which Counterparties use to access certain of the Company's  
25 services and obtain information with respect to the counterparty's individual account. Each  
26 Counterparty has a unique user name and password to access the Back Office and, in the  
27 ordinary course of business, the Company regularly posts messages to the Back Office.

28

**Relief Requested**

14. The Debtors seek entry of an order, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rules 1007, 2002(l), 2002(m) and 9007, and Local Rule 2002, establishing notice procedures and establishing a Master Service List.

**Relief Requested**

**A. The Proposed Notice Procedures**

*a. The General Notice Procedures and the Master Service List*

15. As noted above, notice of all pleadings and other papers filed in these Chapter 11 Cases to each of the aforementioned parties would be extremely burdensome and costly to the estates. Additionally, many of the Counterparties do not provide the Company with a physical address and rely solely on electronic notifications. Thus, it would be impossible for the Debtors to provide the Counterparties with notice through alternative means. Therefore, the Debtors propose the following procedures regarding notice in these Chapter 11 Cases (the “**General Notice Procedures**”).

16. Any party in interest who wishes to receive notice of pleadings filed in these Chapter 11 Cases shall file a written notice of appearance and request for service of papers, which shall include such party’s: (i) name; (ii) address; (iii) name of client, if applicable; (iv) telephone number; (v) facsimile number; and (vi) email address.<sup>2</sup> The Debtors will maintain a list (the “**2002 Service List**”) of all such requests (the “**2002 Notices**”) and will update the 2002 Service List as often as practicable, but in no event less frequently than every ten (10) business days. Every time the 2002 Service List is updated, the Debtors will file it and will post it on the web site for Kurtzman Carson Consultants, LLC, the Debtors’ claim and noticing agent (the “**Claims Agent**”).

17. Except as otherwise set forth in the proposed order attached hereto, the Debtors propose that all pleadings and documents filed with the Court in these Chapter 11

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<sup>2</sup> Parties who include more than one email address in their 2002 Notice must designate only one email address as the official email address for effectuating service. The additional email addresses will be added to the 2002 Service List for informational purposes only.

1 Cases, including the initiation of adversary proceedings, be served via email on the 2002  
2 Service List, which shall be deemed to constitute proper service for all purposes on all parties  
3 who are sent such email service. All pleadings and documents served via email shall be in  
4 portable document format (“PDF”), if available, and the subject line of the email shall  
5 indicate the Debtors’ case name and the name of the party filing and serving such pleadings  
6 and/or documents (e.g., In re TelexFree, Inc. - Service by Debtors). Further, parties shall  
7 include the title(s) of the pleadings(s) and/or document(s) being served in the text of the email.

8 18. If a 2002 Notice fails to include an email address, such party will not be added  
9 to the 2002 Service List and will not be served with copies of pleadings and documents filed in  
10 these cases unless such pleadings and/or documents directly affect such party. Any party who  
11 wishes to be exempt from providing an email address for the 2002 Service List must make a  
12 written request for such an exemption to Kurtzman Carson Consultants, LLC at TelexFree c/o  
13 KCC, 2335 Alaska Ave. El Segundo, CA 90245 or via email at TelexFreeInfo@kccllc.com.  
14 That party will then receive notice via first-class mail, unless overnight mail is required under the  
15 Bankruptcy Rules for timely notice.

16 19. The Debtors proposed Master Service List, attached hereto as Exhibit 1, would  
17 include and limit notice to the following parties and entities unless otherwise ordered by the  
18 Court or otherwise limited by the Federal Rules of Bankruptcy Procedure:

- 19 a. the Debtors;
- 20 b. the Debtors’ proposed bankruptcy counsel, Greenberg Traurig, LLP;
- 21 c. the Debtors’ proposed co-counsel, Gordon Silver;
- 22 d. the United States Trustee;
- 23 e. the thirty largest unsecured creditors of the Debtors, on a consolidated  
24 basis, requesting relief or against whom relief is requested until an official  
25 unsecured creditors’ committee is appointed at which time as designated in  
26 subsection (f) below;
- 27 f. the members of any official creditors’ committee or other  
28 committee appointed pursuant to the Federal Rules of Bankruptcy  
Procedure or the Bankruptcy Code and their counsel;

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- g. any entity whose interest is directly affected by a specific pleading;
- h. those persons or entities who formally appear and request service in these proceedings pursuant to Bankruptcy Rule 2002(i); and
- i. the Internal Revenue Service, Securities and Exchange Commission, and other governmental entities required to receive notice under Bankruptcy Rule 2002(j).

17. The proceedings with respect to which notice would be limited to the Master Service List would include all matters covered by Bankruptcy Rule 2002, with the express exception of the following matters:

- a. notice of the first meeting of creditors pursuant to section 341 of the Bankruptcy Code;
- b. notice of any disclosure statements and plans of reorganization and transmittal of ballots for accepting or rejecting such plans;
- c. the time fixed for filing objections and hearing to consider approval of the disclosure statement and confirmation of the Debtors' plan of reorganization; and
- d. any matter governed by Bankruptcy Rule 2002(d).

18. The Debtors request that notice to the Master Service list be deemed sufficient and proper for purposes of Bankruptcy Rule 2002.

***b. Notice Procedures for the Counterparties***

19. With such a large number of Counterparties, the service of pleadings on them via traditional means would prove expensive, inefficient, and unduly burdensome. The Debtors therefore propose that, when the Debtors are obligated to notice the Counterparties, the Debtors shall be authorized to serve the Counterparties via (a) electronic mail at the email address provided to the Company and/or (b) utilizing the messaging services provided by the Back Office, as described herein.

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*c. Document Requests and Access to Docket*

20. There may also be a large volume of document requests in these Chapter 11 Cases. The Debtors will advise interested parties that paper copies of all pleadings and other documents filed in these Chapter 11 Cases may be obtained for a fee from the Court’s copy service. Additionally, electronic copies of all pleadings and documents are available for a fee via PACER on the Court’s web site at <https://ecf.nvb.uscourts.gov>.

21. Further, Debtors will be filing an application to employ the Claims Agent as their claims and noticing agent. The Claims Agent maintains a web site at: <http://www.kccllc.net/TelexFree> where electronic copies of certain pleadings and other documents will be posted within three (3) business days of filing and may be viewed free of charge.

**Basis for Relief Requested**

22. The Debtors respectfully submit that this relief is appropriate under the Bankruptcy Code and the Bankruptcy Rules. Pursuant to section 105(a), “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. Bankruptcy Rule 9007 grants this Court general authority to regulate notice. Rule 9007 states:

When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given. When feasible, the court may order any notices under these rules to be combined.

Fed. R. Bankr. P. 9007.

23. Bankruptcy Rule 2002(l) authorizes the Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” Fed. R. Bankr. P. 2002(l). Further, Bankruptcy Rule 2002(m) authorizes the court to “from time to time enter orders designating the matters in respect to which the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules.” Fed. R. Bankr. P. 2002(m).





1 of Taxation, Bankruptcy Section; and (i) the Securities and Exchange Commission. The Debtors  
2 submit that, in light of the nature of the relief requested, no other or further notice need be given.

3 **No Prior Request**

4 28. No previous application for the relief sought herein has been made to this or any  
5 other court.

6 **Conclusion**

7 WHEREFORE, the Debtors respectfully request that this Court enter an order, pursuant  
8 to are section 105(a) of the Bankruptcy Code, Bankruptcy Rules 1007, 2002(l), 2002(m) and  
9 9007, and Local Rule 2002, establishing notice procedures and establishing a Master Service  
10 List. The Debtors request entry of an order substantially in the form of the proposed order  
11 attached hereto as **Exhibit 2.**

12 DATED this 3 day of April, 2014.

13 GORDON SILVER

14  
15 By: 

16 GREGORY E. GARMAN, ESQ.  
17 THOMAS H. FELL, ESQ.  
18 TERESA M. PILATOWICZ, ESQ.  
19 3960 Howard Hughes Pkwy., 9th Floor  
20 Las Vegas, Nevada 89169

21 AND

22 NANCY A. MITCHELL (*pro hac vice pending*)  
23 MARIA J. DICONZA (*pro hac vice pending*)  
24 GREENBERG TRAURIG, LLP  
25 The MetLife Building  
26 200 Park Avenue  
27 New York, New York 10166

28 *Proposed Counsel for the Debtors  
and Debtors in Possession*

**Exhibit 1**

**Master Service List**

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CreditorNoticeName	Address1	Address2	Address3	City	State	Zip
Dept. of Employment, Training & Rehab	Employment Security Divis	500 East Third Street		Carson City	NV	89713
Internal Revenue Service	Centralized Insolvency Op	PO Box 7346		Philadelphia	PA	19101-7346
Internal Revenue Service	Centralized Insolvency Op	2970 Market St		Philadelphia	PA	19104
Internal Revenue Service		500 N. Capitol St. NW		Washington	DC	20221
Internal Revenue Service	Insolvency Section	31 Hopkins Plz Rm 1150		Baltimore	MD	21201
Attorney Generals Office	Attn Bankruptcy Department	One Ashburton Place		Boston	MA	02108-1698
Massachusetts Securities Division	Anthony R. Leone, Esq.	Enforcement Section	One Ashburton Place, Room	Boston	MA	02108-1552
Nevada Department of Taxation	Bankruptcy Section	4600 Kietzke Ln., Suite L-235		Reno	NV	89502
Nevada Department of Taxation	Attn Bankruptcy Section	555 E Washington Ave Ste 1300		Las Vegas	NV	89101
Office of the Attorney General NV	Attn Bankruptcy Dept	100 N Carson St		Carson City	NV	89701-4717
Office of the Attorney General NV	Attn Bankruptcy Dept	555 E Washington Ave Ste 3900		Las Vegas	NV	89101
Office of the Nevada Attorney General	Daniel G Bogden	333 South Las Vegas	Lloyd George Federal Building	Las Vegas	NV	89101
Office of the Nevada Attorney General		100 West Liberty St Suite 600		Reno	NV	89501
Office of the United States Trustee	Attn Scott A. Farrow	300 Las Vegas Blvd S Room 4300		Las Vegas	NV	89101
SEC Headquarters	Attn: Office of The Genera	100 F Street, NE		Washington	DC	20549
Securities & Exchange Commissio	Sandra W. Lavigna	5670 Wilshire Boulevard, 11th Floor		Los Angeles	CA	90036-3648
SEC Secretary of the Treasury		100 F Street, NE		Washington	DC	20549
Secretary of Treasury	Attn: Officer, Managing Ac	820 Silverlake Blvd. Suite 100		Dover	DE	19904
Secretary of Treasury	Attn: Officer, Director, Or	15TH & Pennsylvania Avenue, NW		Washington	DC	20220
Securities & Exchange Commissio	Daniel Hawke Regional Di	701 Market Street	The Mellon Independence Ce	Philadelphia	PA	19106
U.S. Attorney General	Eric H. Holder, Jr., Esq.	950 Pennsylvania Ave	Bankruptcy Department	Washington	DC	20001
Jozelia Sangali				Boston	MA	
Leonardo Francisco		30 D Mount Ave	30 D 1	Marlborough	MA	01606-0000
DL1 Inc		97 Bellevue Ave		Melrose	MA	02176-0000
Renato Alves		Rua Nove	252 Jardim Bela Vista	Serra	ES	
Benjamin Argueta		14 Illinois Ave		Somerville	MA	02145-0000
Marco Almeida		Rua Sostenis Miranda 81 Centro		Itabuna	MO	
JMC INC		3611 NW 19th St		Coconut Creek	FL	33066
Edwin Herman Maina Lima		Calle Tarope		Cobija	PA	
David Martinez		Caserio El Tunal		112 El Rosario	PA	
Paola Zollo Alecci		Rua Da Calcada N12 12 Canico		Canico		

Robert Bourguignon	3611 NW 19th St	Coconut Creek FL	33066
Carla Peres	R Machado de Assis 820 JD Santa Inacia	Porto Alegre	17
Pedro Taveras	Calle 5 Este No 6		
Nathana Santos Reis	Rua Vinicius Torress		
Jose Anominondas Jr	Rua Barao de Lucena 62 Pitimbu	Natal MO	
Vagner Roza	Rua Tereza De Jesus S/N Centro	Ipiranga PR	
Norberto Rey	1003 E 31st Ave	Tampa FL	33603
Jacqueline Zieff	42 Arlington Rd	Brookline MA	02467-0000
Jose Carlos Maciel	18 Hayes St Apt 2	Framingham MA	01702-0000
Michael Calazans	3611 NW 19th St	Coconut Creek FL	33066
Bruno Graziani	80 Lilac Circ 80 Centro	Marlboro MA	01752-0000
Renato Ribeiro	14 Washington St	Medford MA	02155-0000
Marcelino Salazar Bacilio	Av San Borja Norte 1325 San Borja	Lima Lim	
Edison Oswaldo Jurado Aleman	Av Carlos Freire LT 24 Lt 24 LA Libertad De Chilloagal	Quito Pi	
Roman Mishuk	Kosavhiv 3	24 Kovel Vo	
Rosa Marina Cabral Souto	Caminho Lombo de S 19-A Canhas	Ponta do Sol MA	
Du Painting DBA	1 Main St 555	Hyannis MA	02601-0000
Graca Luisa Andrade	Rua Velha Ajuda BI-G	Funchal MA	
Paulo Francisco da Silva	Rua Alindo Robelito	2725 Vilhena MA	
Leone de Silva Santos	Av Rubens Carvalho Av 100	Feira de Santa BA	

**Exhibit 2**

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MARIA J. DICONZA (*pro hac vice pending*)  
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Email: ggarman@gordonsilver.com  
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*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  
**[PROPOSED]**  
**Jointly Administered with:**  
14-12525 TelexFree, Inc.  
14-12526 TelexFree Financial, Inc  
Date:  
Time:

**ORDER APPROVING MOTION OF THE DEBTORS PURSUANT TO SECTION 105(a)  
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 1007, 2002(l), 2002(m) AND  
9007, LOCAL RULE 2002 FOR ENTRY OF AN ORDER APPROVING NOTICE  
PROCEDURES**

1           Upon the motion (the “**Motion**”)<sup>1</sup>, filed by the above-captioned debtors and debtors-in-  
2 possession (collectively, the “**Debtors**”), pursuant to section 105(a) of title 11 of the United  
3 States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rules 1007, 2002(l), 2002(m)  
4 and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule  
5 2002 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of  
6 Nevada (the “**Local Rules**”), for entry an order establishing notice procedures and establishing a  
7 master service list (the “**Master Service List**”); and upon the *Omnibus Declaration of William*  
8 *H. Runge III in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief*  
9 (the “**First Day Declaration**”); and it appearing that this Court has jurisdiction to consider the  
10 Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these Chapter 11  
11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it  
12 appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court  
13 having determined that the relief requested in the Motion is in the best interests of the Debtors,  
14 their estates, their creditors and other parties in interest; and it appearing that proper and  
15 adequate notice of the Motion has been given and that no other or further notice is necessary;  
16 and after due deliberation thereon; and good and sufficient cause appearing therefor,

17           **IT IS HEREBY ORDERED THAT:**

18           For the reasons set forth on the record, the Motion is GRANTED as set forth herein.

19           1.       The General Notice Procedures are approved and shall be deemed a reasonable  
20 means for effectuating service.

21           2.       Notice to the Master Service list shall be deemed sufficient and proper for  
22 purposes of Bankruptcy Rule 2002.

23           3.       When the Debtors are obligated to notice the Counterparties pursuant to the  
24 Bankruptcy Rules, the Debtors shall be authorized to serve the Counterparties via (a) electronic  
25 mail at the email address provided to the Company and/or (b) through the Back Office, as  
26 described in the Motion.

27  
28           \_\_\_\_\_  
<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

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

3 Submitted by:

4 GORDON SILVER  
5

6 By: \_\_\_\_\_  
7 GREGORY E. GARMAN, ESQ.  
8 THOMAS H. FELL, ESQ.  
9 TERESA M. PILATOWICZ, ESQ.  
3960 Howard Hughes Pkwy., 9th Floor  
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10 AND

11 NANCY A. MITCHELL (*pro hac vice pending*)  
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15 *Proposed Counsel for the Debtors*  
16 *and Debtors in Possession*

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