

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
CENTRAL DIVISION**

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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
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**ORDER ON MOTION BY THE CHAPTER 11 TRUSTEE FOR AUTHORITY TO
WAIVE THE ATTORNEY-CLIENT PRIVILEGE WITH RESPECT TO
CERTAIN GOVERNMENTAL PROCEEDINGS**

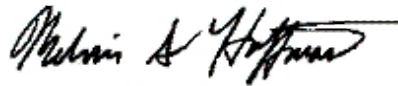
This matter having come on for hearing on the 23rd day of September, 2014 on the Motion by Stephen Darr, the Chapter 11 Trustee (the “Trustee”), for Authority to Waive the Attorney-Client Privilege with Respect to Certain Governmental Proceedings (the “Motion”), oppositions to the Motion having been filed by Carlos Wanzeler and James Merrill, all parties-in-interest having been heard, and due cause appearing therefor, it is hereby ORDERED that:

1. The Motion is approved.
2. The Trustee is authorized to waive the attorney-client privilege held by TelexFree, LLC, TelexFree, Inc., and TelexFree Financial, Inc. (the “Debtors”) in connection with the prosecution by the United States Department of Justice of criminal indictments issued against Carlos Wanzeler and James Merrill, and in connection with the civil action commenced by the Securities and Exchange Commission against the Debtors and other parties. This authorization does not extend to and this Order is without prejudice to any right or privilege of Mr. Wanzeler or Mr. Merrill that does not belong to the Debtors.



3. The Court shall retain jurisdiction to enforce the terms of this order.

Dated: September 25, 2014

A handwritten signature in black ink, appearing to read "Melvin S. Hoffman". The signature is written in a cursive style with a long horizontal stroke extending to the right.

Hon. Melvin S. Hoffman
United States Bankruptcy Judge