

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS

Docket #0507 Date Filed: 9/26/2014

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)

**THIRD SUPPLEMENTAL DECLARATION OF JOSEPH P. DAVIS III  
IN SUPPORT OF APPLICATION OF THE DEBTORS,  
PURSUANT TO SECTIONS 327(a), 328(a), AND 1107(b), BANKRUPTCY RULES  
2014(a), 2016(b), AND 5002 FOR ENTRY OF  
AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
THE LAW FIRM OF GREENBERG TRAURIG, LLP AS COUNSEL  
FOR THE DEBTORS, NUNC PRO TUNC AS OF THE PETITION DATE**

I, Joseph P. Davis III, declare under penalty of perjury:

1. I am a shareholder at the law firm of Greenberg Traurig, LLP (“**Greenberg Traurig**”), which maintains offices throughout the world, including the office in which I am resident located at One International Place, Boston, Massachusetts 02110.

2. I am admitted in, practicing in, and a member in good standing of the bar of the Commonwealth of Massachusetts. I also am a member in good standing of the bars of the United States District Courts for the District of Massachusetts and the Eastern District of Michigan, Court of Appeals for the First, Third and Ninth Circuits, and the Supreme Court.

3. I submit this third supplemental declaration on behalf of Greenberg Traurig in connection with its retention and employment as counsel for the above-captioned debtors and debtors-in-possession pursuant to sections 327(a), 328(a), and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, Rules 2014(a), 2016(b), and 5002 of the Federal Rules of Bankruptcy Procedure (“**Greenberg Traurig Retention Application**”).

4. In the preparation of this third supplemental declaration, I have reviewed documents provided to the chapter 11 trustee and have confirmed the accuracy of the below testimony in discussions with Mark Berthiaume, a shareholder at Greenberg Traurig.

5. Greenberg Traurig does not believe that further disclosure is necessary in addition to the information attested to in the second supplemental declaration (Docket No.



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505) that was requested by the Court at the hearing on September 23, 2014. However, in light of the circumstances surrounding this case, Greenberg Traurig submits this third supplemental declaration. Following the detention by federal authorities of James Merrill on May 9, 2014, Mr. Berthiaume, with the assistance of an associate, provided information to Mr. Merrill's criminal defense counsel related to the Debtors' operations, court filings and evidentiary submissions and the legal standards for detention pending trial. Mr. Berthiaume also discussed his personal view of Mr. Merrill's detention with the United States Attorneys' Office. Mr. Berthiaume did not appear or otherwise act as counsel for Mr. Merrill, and no time related to this activity was billed to the Debtors' estate.

6. Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that the foregoing is true and correct, to the best of my knowledge.

Dated: September 26, 2014

*/s/ Joseph P. Davis III*

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Joseph P. Davis III