Docket #0200 Date Filed: 7/17/2014

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re TELEXFREE, LLC, Debtor,	Chapter 11 Case No. 14-40987 MSH
ANTHONY CELLUCCI, JAMILLY LAKE AND GERIVALDO PACHECO – Putative Claims Representatives' And Those Similarly Situated Plaintiffs, v. TELEXFREE, LLC, et. al. Defendants.	Adversary Proceeding Case No. 14-04057 MSH

MOTION FOR LEAVE FOR D. SCOTT CARLTON TO APPEAR PRO HAC VICE

Pursuant to Rule 9010-1(b) of the Local Rules of United States Bankruptcy Court for the District of Massachusetts ("Local Rules"), Defendants Waddell & Reed Financial, Inc. and Waddell & Reed, Inc. (collectively "Waddell & Reed"), by their attorneys, Dennis J. Kelly and C. Elizabeth Brady Murillo of Burns & Levinson LLP, move this Court to admit D. Scott Carlton of Paul Hastings LLP, 515 S. Flower Street, 25th Floor, Los Angeles, California 90071, to appear, defend, and practice *pro hac vice* as co-counsel on behalf of Waddell & Reed.

Mr. Carlton is a member in good standing of the bars of the State of California, the United States Courts of Appeals for the Ninth Circuit, and the United States District Courts for the Southern and Central Districts of California. There are no disciplinary proceedings pending against Mr. Carlton in any jurisdiction.

Mr. Carlton is familiar with the Local Rules of this Court. Mr. Kelly and Ms. Murillo, members in good standing of the Bar of the Commonwealth of Massachusetts and the United

1440987160516000000000024

States District Court for the District of Massachusetts, will continue to represent Waddell & Reed if this motion is granted.

WHEREFORE, Waddell & Reed respectfully requests that this Court admit D. Scott Carlton to appear, defend, and practice in this case as co-counsel on behalf of Waddell & Reed. In support of this motion, Waddell & Reed also submits the Declaration of D. Scott Carlton, attached hereto as Exhibit A.

Dated: July 17, 2014

/s/ C. Elizabeth Brady Murillo
Dennis J. Kelly (BBO #266340)
dkelly@burnslev.com
C. Elizabeth Brady Murillo (BBO #661397)
emurillo@burnslev.com
Burns & Levinson LLP
125 Summer Street
Boston, MA 02110
617-345-3000

Attorneys for Defendants
Waddell & Reed Financial, Inc. and Waddell & Reed, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on July 17, 2014 this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent via first-class mail to those indicated as non-registered participants as follows:

NON-REGISTERED PARTICIPANTS:

Telexelectric LLP
c/o BWFC Processing Center LLC
3960 Howard Hughes Parkway
Suite 500
Las Vegas, NV 89169

TELEX MOBILE HOLDINGS, INC.
c/o BWFC PROCESSING CENTER, LLC
REGISTERED AGENTS
3960 HOWARD HUGHES PARKWAY
SUITE 500
LAS VEGAS, NV 89169

Telexfree Financial, Inc.
2321 NW 37th Ave.
Coconut Creek, FL 33063

Telexfree LLC
4705 2 Durango Dr #10-J51
Las Vegas, NV 8914

Telexfree, Inc.
225 Cedar Hill Street
Suite 118
Marlborough, MA 01752

Law Offices of Nehra and Waak
1130 East Shore Drive
Delton, MI 49046

James M. Merrill
1 Coburn Drive
Ashland, MA 01721

Carlos N. Wanzeler
373 HOWARD STREET
NORTHBOROUGH, MA 01532

Steven M. Labriola
21 KIWANIS BEACH ROAD
UPTON, MA 01568

Joseph Craft
825 EAST MAIN STREET
BOONVILLE, IN 47601-1855

Craft Financial Solutions, LLC
C/O JOSEPH H. CRAFT aka JOE CRAFT, CPA
825 EAST MAIN STREET
BOONEVILLE, IN 47601-1855

Carlos Costa
44A MCCLINTOCK AVENUE, UNIT A
WORCESTER, MA 01604

Sanderley Rodrigues De Vasconcelos
100 Stockton Street, Apt. 49
Chelsea, MA 02150

WWW Global Business, Inc.
189 Squire Road, Suite 40
Revere, MA 02151

Santiago De La Rosa
189 Beacon Hill Avenue, Unit 2
Lynn, MA 01902

Randy N. Crosby
30 Club Court
Alpharetta, GA 30005

Faith R. Sloan
515 E. End Avenue, Unit 105
Calumet City, IL 60409

FMR, LLC also known as Fidelity Investments
245 Summer Street, Suite F7B
Boston, MA 02110

Gerald P, Nehra, Attorney at Law, PLLC
1710 Beach Street
Muskegon, MI 49441

International Payout Systems, Inc.
2500 East Hallandale Beach Boulevard
Suite 800
Hallandale Beach, FL 33009

Vantage Payments, LLC
8300 N. Hayden Road #A207
Scottsdale, AZ 85251

Dated: July 17, 2014

/s/ C. Elizabeth Brady Murillo
C. Elizabeth Brady Murillo (BBO #661397)
emurillo@burnslev.com
Burns & Levinson LLP

4852-6133-3020.1

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re TELEXFREE, LLC, Debtor,	Chapter 11 Case No. 14-40987 MSH
ANTHONY CELLUCCI, JAMILLY LAKE AND GERIVALDO PACHECO – Putative Claims Representatives' And Those Similarly Situated Plaintiffs, v. TELEXFREE, LLC, et. al. Defendants.	Adversary Proceeding Case No. 14-04057 MSH

DECLARATION OF D. SCOTT CARLTON IN SUPPORT OF MOTION FOR LEAVE TO APPEAR PRO HAC VICE

I, D. Scott Carlton, declare as follows:

1. I am an associate with the law firm of Paul Hastings LLP in its Los Angeles office. I make this declaration in support of the accompanying motion for leave to appear pro hac vice. I have personal knowledge of each of the facts stated below.

2. My business address is 515 S. Flower Street, Los Angeles, CA, 90071. My business telephone number is (213)-683-6113. My business fax is (213)-996-3113. My email address is scottcarlton@paulhasstings.com.

3. I am a member of the bar in good standing in every jurisdiction in which I have been admitted to practice, namely: the State of California, the United States Courts of Appeals for the Ninth, and the United States District Courts for the Southern and Central Districts of California.

4. I have never been suspended or disbarred in any jurisdiction, nor have I been the subject of any professional disciplinary action, nor do I have complaints or other proceedings pending against me before any disciplinary board, commission, court or bar association.

5. I have reviewed and am familiar with the Local Rules of the United States Bankruptcy Court for the District of Massachusetts.

6. This is the first time in the past 12 months that I have sought admission to practice pro hac vice in this court.

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

Dated: July 17, 2014

/s/ D. Scott Carlton
D. Scott Carlton

CERTIFICATE OF SERVICE

I hereby certify that on July 17, 2014 this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent via first-class mail to those indicated as non-registered participants as follows:

NON-REGISTERED PARTICIPANTS:

Telexelectric LLP
c/o BWFC Processing Center LLC
3960 Howard Hughes Parkway
Suite 500
Las Vegas, NV 89169

TELEX MOBILE HOLDINGS, INC.
c/o BWFC PROCESSING CENTER, LLC
REGISTERED AGENTS
3960 HOWARD HUGHES PARKWAY
SUITE 500
LAS VEGAS, NV 89169

Telexfree Financial, Inc.
2321 NW 37th Ave.
Coconut Creek, FL 33063

Telexfree LLC
4705 2 Durango Dr #10-J51
Las Vegas, NV 8914

Telexfree, Inc.
225 Cedar Hill Street
Suite 118
Marlborough, MA 01752

Law Offices of Nehra and Waak
1130 East Shore Drive
Delton, MI 49046

James M. Merrill
1 Coburn Drive
Ashland, MA 01721

Carlos N. Wanzeler
373 HOWARD STREET
NORTHBOROUGH, MA 01532

Steven M. Labriola
21 KIWANIS BEACH ROAD
UPTON, MA 01568

Joseph Craft
825 EAST MAIN STREET
BOONVILLE, IN 47601-1855

Craft Financial Solutions, LLC
C/O JOSEPH H. CRAFT aka JOE CRAFT, CPA
825 EAST MAIN STREET
BOONEVILLE, IN 47601-1855

Carlos Costa
44A MCCLINTOCK AVENUE, UNIT A
WORCESTER, MA 01604

Sanderley Rodrigues De Vasconcelos
100 Stockton Street, Apt. 49
Chelsea, MA 02150

WWW Global Business, Inc.
189 Squire Road, Suite 40
Revere, MA 02151

Santiago De La Rosa
189 Beacon Hill Avenue, Unit 2
Lynn, MA 01902

Randy N. Crosby
30 Club Court
Alpharetta, GA 30005

Faith R. Sloan
515 E. End Avenue, Unit 105
Calumet City, IL 60409

FMR, LLC also known as Fidelity Investments
245 Summer Street, Suite F7B
Boston, MA 02110

Gerald P, Nehra, Attorney at Law, PLLC
1710 Beach Street
Muskegon, MI 49441

International Payout Systems, Inc.
2500 East Hallandale Beach Boulevard
Suite 800
Hallandale Beach, FL 33009

Vantage Payments, LLC
8300 N. Hayden Road #A207
Scottsdale, AZ 85251

Dated: July 17, 2014

/s/ C. Elizabeth Brady Murillo
C. Elizabeth Brady Murillo (BBO #661397)
emurillo@burnslev.com
Burns & Levinson LLP

4819-0064-6940.1

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re TELEXFREE, LLC, Debtor,	Chapter 11 Case No. 14-40987 MSH
ANTHONY CELLUCCI, JAMILLY LAKE AND GERIVALDO PACHECO – Putative Claims Representatives' And Those Similarly Situated Plaintiffs, v. TELEXFREE, LLC, et. al. Defendants.	Adversary Proceeding Case No. 14-04057 MSH

[PROPOSED] ORDER GRANTING MOTION FOR LEAVE FOR D. SCOTT CARLTON TO APPEAR PRO HAC VICE

Having considered the Motion for Leave for D. Scott Carlton to Appear Pro Hac Vice filed on July 17, 2014, and for good cause shown, the Court finds that said motion shall be sustained and that D. Scott Carlton should be and hereby is admitted to practice in the United States District Court for the District of Massachusetts for purposes of this case only.

IT IS SO ORDERED.

DATED: _____

_____
United States District Judge

CERTIFICATE OF SERVICE

I hereby certify that on July 17, 2014 this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent via first-class mail to those indicated as non-registered participants as follows:

NON-REGISTERED PARTICIPANTS:

Telexelectric LLP
c/o BWFC Processing Center LLC
3960 Howard Hughes Parkway
Suite 500
Las Vegas, NV 89169

TELEX MOBILE HOLDINGS, INC.
c/o BWFC PROCESSING CENTER, LLC
REGISTERED AGENTS
3960 HOWARD HUGHES PARKWAY
SUITE 500
LAS VEGAS, NV 89169

Telexfree Financial, Inc.
2321 NW 37th Ave.
Coconut Creek, FL 33063

Telexfree LLC
4705 2 Durango Dr #10-J51
Las Vegas, NV 8914

Telexfree, Inc.
225 Cedar Hill Street
Suite 118
Marlborough, MA 01752

Law Offices of Nehra and Waak
1130 East Shore Drive
Delton, MI 49046

James M. Merrill
1 Coburn Drive
Ashland, MA 01721

Carlos N. Wanzeler
373 HOWARD STREET
NORTHBOROUGH, MA 01532

Steven M. Labriola
21 KIWANIS BEACH ROAD
UPTON, MA 01568

Joseph Craft
825 EAST MAIN STREET
BOONVILLE, IN 47601-1855

Craft Financial Solutions, LLC
C/O JOSEPH H. CRAFT aka JOE CRAFT, CPA
825 EAST MAIN STREET
BOONEVILLE, IN 47601-1855

Carlos Costa
44A MCCLINTOCK AVENUE, UNIT A
WORCESTER, MA 01604

Sanderley Rodrigues De Vasconcelos
100 Stockton Street, Apt. 49
Chelsea, MA 02150

WWW Global Business, Inc.
189 Squire Road, Suite 40
Revere, MA 02151

Santiago De La Rosa
189 Beacon Hill Avenue, Unit 2
Lynn, MA 01902

Randy N. Crosby
30 Club Court
Alpharetta, GA 30005

Faith R. Sloan
515 E. End Avenue, Unit 105
Calumet City, IL 60409

FMR, LLC also known as Fidelity Investments
245 Summer Street, Suite F7B
Boston, MA 02110

Gerald P, Nehra, Attorney at Law, PLLC
1710 Beach Street
Muskegon, MI 49441

International Payout Systems, Inc.
2500 East Hallandale Beach Boulevard
Suite 800
Hallandale Beach, FL 33009

Vantage Payments, LLC
8300 N. Hayden Road #A207
Scottsdale, AZ 85251

Dated: July 17, 2014

/s/ C. Elizabeth Brady Murillo
C. Elizabeth Brady Murillo (BBO #661397)
emurillo@burnslev.com
Burns & Levinson LLP

4836-4573-9548.1