Docket #0667 Date Filed: 8/15/2024

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re: TELEXFREE, LLC, TELEXFREE, INC. and TELEXFREE FINANCIAL, INC., Reorganized Debtors.	Chapter 11 Cases 14-40987-EDK 14-40988-EDK 14-40989-EDK Substantively Consolidated
STEPHEN B. DARR, TRUSTEE OF THE ESTATES OF TELEXFREE, LLC, TELEXFREE, INC. and TELEXFREE FINANCIAL, INC., Plaintiff, v. FRANZ BALAN, A REPRESENTATIVE OF A CLASS OF DEFENDANT NET WINNERS, Defendants.	Adversary Proceeding No. 16-4006
STEPHEN B. DARR AS TRUSTEE OF THE ESTATES OF TELEXFREE, LLC, TELEXFREE, INC. and TELEXFREE FINANCIAL, INC., Plaintiff, v. MARCO PUZZARINI AND SANDRO PAULO FREITAS, REPRESENTATIVES OF A CLASS OF DEFENDANT NET WINNERS, Defendants.	Adversary Proceeding No. 16-4007

JOINT MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT AGREEMENT BETWEEN TRUSTEE AND DEFENDANT CLASSES, FOR APPROVAL OF FORM AND MANNER OF NOTICES, AND SCHEDULING FINAL FAIRNESS HEARING ON SETTLEMENT

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Stephen B. Darr, the liquidating trustee ("Trustee") of the substantively consolidated debtors TelexFree LLC, TelexFree, Inc., and TelexFree Financial, Inc. (collectively, "TelexFree"), and the Defendant Class Representatives, Frantz Balan, Marco Puzzarini, and Sandro Paulo Freitas (the "Class Representatives" and, together with the Trustee, the "Parties"), on behalf of the Defendant Classes, jointly move pursuant to Federal Rule of Civil Procedure ("FRCP") 23 and Federal Rules of Bankruptcy Procedure ("FRBP") 105 and 9019 for: (i) preliminary approval of Settlement Agreement; (ii) approval of the form and manner of notice to be provided to Net Winner Defendants and Allowed Claim holders; and (iii) the scheduling of a final hearing on the fairness of the settlement pursuant to FRCP 23(e), incorporated by FRBP 7023. In support thereof, the Parties state as follows:

1. On or about August 7, 2024, the Parties entered into the Settlement Agreement filed herewith, which is intended to resolve all of the class issues in these related adversary proceedings.

2. FRCP 23 requires that, prior to sending notice of the settlement to the class, that the Court approve the settlement preliminarily. The preliminary determination establishes an initial presumption of fairness. *In re GMC Pick-Up Truck Fuel Tank Prods. Liab. Litig.*, 55 F.3d 768, 785 (3rd Cir. 1995).

3. The Parties accordingly request an initial hearing to obtain preliminary approval of the Settlement Agreement. Pursuant to FRCP 23(e)(1), the Parties must provide the Court with sufficient information to enable the Court to determine whether to give notice of the settlement to all class members. The Court shall direct notice in a reasonable manner to all class

members who would be bound, if providing notice is justified by a showing that the Court will be able to approve the settlement pursuant to FRCP 23(e)(2).

4. At the Final Fairness Hearing, pursuant to FRCP 23(e)(2), the Court may approve the Settlement Agreement after a hearing and finding that the Settlement Agreement is fair, reasonable, and adequate.

5. The Parties have filed herewith a Memorandum in Support of this motion, the proposed form of Notice of Settlement of Class Action Litigation Brought by Trustee Against Net Winners in TelexFree (the "Net Winner Notice"), the proposed form of notice to holders of allowed claims ("Net Loser Notice") and a proposed form of order approving the motion.

6. For the reasons set forth more fully in the attached memorandum, the Parties assert that the Settlement Agreement satisfies the requirements of FRCP 23(e)(2), that the form and manner of the Notice satisfies the requirements of FRCP 23, and the relief sought affords Class members an adequate opportunity to object and be heard on the Settlement Agreement.

7. The Settlement Agreement further satisfies the standards for approval under FRBP 9019.

8. In further support of the motion, the Parties submit herewith the memorandum in support of the motion and the proposed order approving the motion.

Wherefore, the Parties request that the Court:

i. Approve the attached form of Net Winner Notice and Net Loser Notice and the manner of service thereof;

ii. Enter an order substantially in accordance with the attached proposed order granting preliminary approval of the Settlement Agreement,

approving the form and manner of notice, and scheduling a final fairness hearing to consider the Settlement Agreement; and

iii. Grant such other relief as is just and proper.

Respectfully submitted,

STEPHEN B. DARR, LIQUIDATING TRUSTEE,
By his counsel:

Dated: August 15, 2024

/s/ Andrew G. Lizotte
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DEFENDANT CLASS REPRESENTATIVES
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EXHIBIT A

Notice of Settlement of Class Action Litigation Brought by Trustee Against Net Winners in TelexFree

A Federal Court authorized this Notice.

- Under the laws of the United States, participants in a Ponzi and/or pyramid scheme who received more money from their involvement in the scheme than they invested, are typically required to return the excess, even if there was no fraudulent intent. Such participants are commonly called "Net Winners".

- Stephen B. Darr, the Trustee in TelexFree, has brought two lawsuits against alleged Net Winners in TelexFree (the "Net Winner Litigation"). Net Winners are Participants in TelexFree who received more money from their involvement than they invested.

- The Bankruptcy Court approved two defendant class actions, one for all Net Winners located in the United States (A.P. No. 16-4006, the "Domestic Action") and one for all Net Winners located outside of the United States (A.P. No. 16-4007, the "Foreign Action"). A defendant class action means that there is one Plaintiff (the Trustee) and many defendants.

- The Court appointed Frantz Balan as the Class Representative in the Domestic Action and Marco Puzzarini and Sandro Paulo Freitas as Class Representatives in the Foreign Class. The law firm of Milligan, Rona, Duran & King, LLC have been appointed Class Counsel in both actions.

- A settlement of the class components of the Net Winner Litigation has been reached. A copy of the Settlement Agreement is attached.

- You are receiving this Notice because you are a defendant in either the Domestic or Foreign Action. In other words, the Trustee claims that you are a Net Winner. The Trustee is seeking to collect money from you.

- Your legal rights will be affected whether you act or do not act. This Notice includes information on the settlement. Please read the entire Notice carefully.

- The Court in charge of this case still has to decide whether to approve the settlements.

- **This Notice and additional information concerning the settlement are available at** _____.

YOUR LEGAL RIGHTS AND OPTIONS CONCERNING APPROVAL OF SETTLEMENT	
OBJECT BY , 2024	Submit your objection explaining why you disagree with the settlement and/or the requested attorneys' fees and litigation expenses.
GO TO THE HEARING ON 2024	Ask to speak in Court about any aspect of the settlement and/or the requested attorneys' fees and litigation expenses.
DO NOTHING	You will have an opportunity to exercise any rights that are preserved under the Settlement Agreement but you will otherwise be bound by the terms of the settlement.

WHAT THIS NOTICE CONTAINS

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3. What is this lawsuit about?
4. What is the status of the litigation?
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BASIC INFORMATION

1. Why did I get this Notice?

The Trustee's records indicate that you may be a Net Winner from your participation in TelexFree.

A "Net Winner" is someone who received more cash from TelexFree or other participants than they paid in cash to TelexFree or other participants.

You have the right to know about the case and about your legal rights and options before the Court decides whether to approve the proposed settlement.

This Notice explains the litigation, the settlement, and your legal rights.

The litigation is before Chief Judge Elizabeth D. Katz of the United States Bankruptcy Court for the District of Massachusetts. The cases are called:

Stephen Darr, Trustee v. Franz Balan, Representative of a Class of Defendant Net Winners (A.P. No. 16-4006) and

Stephen Darr, Trustee v. Marco Puzzarini and Sandro Paulo Freitas, Representatives of a Class of Defendant Net Winners (A.P. No. 16-4007). The Trustee, who brought these suits, is called the Plaintiff. The Defendants are any TelexFree participants who are alleged to be Net Winners.

2. Who are the Defendants?

The Defendants are all alleged Net Winners of TelexFree. If you are receiving this Notice, the Trustee alleges that you are a Net Winner.

3. What is this lawsuit about?

The Trustee alleges that the people receiving this Notice are Net Winners in TelexFree. The Trustee has brought these suits to recover the excess cash that Net Winners made from their involvement in TelexFree, so that such money can be distributed evenly to Net Losers, being those participants who lost money through their involvement in TelexFree.

4. What is the status of the litigation?

In May 2024, the Bankruptcy Court held three days of trial on issues in contest in this litigation. Before the Court entered its rulings, the Trustee and the Class Representatives reached a settlement. The terms of the settlement are discussed below.

5. What is a class action?

This case is referred to as a "Defendant Class Action" because there is only one Plaintiff (the Trustee) and thousands of defendants who are being sued by the Trustee. This is different from a typical class action where there are many Plaintiffs suing a single Defendant for a common loss or injury.

THE SETTLEMENT CLASS

6. How do I know if I'm part of the Settlement Class?

If you are receiving this Notice, the Trustee has identified you as a Net Winner in the Net Winner Litigation.

7. What are the terms of the proposed settlement?

The Settlement Agreement resolves the class action components of the Net Winner Litigation. The terms of the settlement are set forth in the attached Settlement Agreement. A brief summary of the terms of the Settlement Agreement are provided below. Please refer to the Settlement Agreement for all relevant terms of the settlement. Defined terms are listed at the end of this section if not otherwise defined.

1. The Trustee claimed that Net Winners should be responsible for 100% of money received in net Direct Transactions and 100% of money received in net Triangular Transactions. This is referred to as "Presumed Net Winnings".

2. Among other defenses, the Class Representatives disputed the method by which alleged Net Winners were identified and how their Net Winnings were calculated. Class Representatives also pointed to an alleged inconsistency that purchase and sale of credits are ignored while the purchase and sale of membership accounts are included. As part of the settlement, the Trustee and the Class Representatives agreed that a Net Winner's liability will not exceed the sum of: (a) 100% of net Direct Transactions; (b) 85% of net Triangular Transactions; and (c) 85% of net Credit Transfers. This is referred to as the "Maximum Liability".

3. The Trustee shall establish an "Electronic Portal" where Participants can get access to the User Accounts attributed to them and the amount of Direct Transactions, Triangular Transactions, and Net Credit Transfers for such User Accounts. Net Winners can then elect to either settle the claim (the "Settlement Option") or dispute their liability to the Trustee.

4. If a Net Winner elects the Settlement Option, they shall be required to either: (a) pay the "Settlement Amount" (defined in Section 5), discounted by twenty percent (20%) if paid within 90 days of accessing the Electronic Portal; or (b) pay the full Settlement Amount in installments, with interest.

5. The Settlement Amount of the Maximum Liability shall be equal to:
   (i) 0% of Maximum Liability between $0 and $24,999;
   (ii) 33% of Maximum Liability between $25,000 and $99,999;
   (iii) 25% of Maximum Liability between $100,000 and $249,999; and
   (iv) 20% of Maximum Liability greater than $250,000.

6. Class Representatives shall receive a $15,000 credit against their Settlement Amount.

7. Alternatively, rather than settling, a Net Winner may contest their Maximum Liability. In such case, the Trustee shall be deemed to have established his *prima facie* case that:
   (a) the name associated with the Lowest Rep ID identifies the owner of a User Account Cluster;
   (b) the User Account Cluster correctly aggregates the User Accounts of the Net Winner; and
   (c) the Direct Transactions, Triangular Transactions, and Credit Transfer shown on the Electronic Portal are accurate (the "Gross Net Winnings").

   If a Net Winner wants to contest the obligation to pay the Maximum Liability, they may challenge the following: (i) ownership of the User Account Cluster; (ii) ownership of any User Accounts within the User Account Cluster; (iii) whether any particular Triangular Transaction was for anything other than cash in the amount calculated; (iv) whether any particular Credit Transfer was for anything other than cash in the amount calculated. In that case, the amount that the Net Winner owes will be the total of the Gross Net Winnings, less the amount of any transactions successfully challenged by the Net Winner, but in no event will liability be more than the Maximum Liability.

   If a Participant elects to contest the Maximum Liability, the Participant forfeits the right to exercise any of the discounts available in Sections 4, 5, and 6 above.

8. Class Counsel shall receive an amount not to exceed $100,000 from the TelexFree estates for accrued and unpaid fees and expenses, provided that no further amounts shall be paid by the TelexFree estate to any professionals retained by the Defendant Classes or their Class Representatives.

DEFINITIONS

"Credit Transfer" shall mean a transaction in which a Participant transfers credits from his/her User Account to another Participant's User Account.

"Direct Transaction" shall mean a transaction in which a Participant: (a) paid Cash to TelexFree to satisfy an invoice; (b) paid Cash to TelexFree to purchase credits; or (c) received Cash from TelexFree for the redemption of credits.

"Lowest Rep ID" shall mean the lowest numbered Rep ID within a User Account Cluster.

"Net Winnings" shall mean the aggregate amount of Cash allegedly received by a Participant through Direct Transactions and Triangular Transactions in excess of the aggregation amount of Cash allegedly paid by that Participant in Direct Transactions and Triangular Transactions.

"Rep ID" shall mean the unique User Account identifier in the TelexFree database that auto-incremented as new User Accounts were created.

"Triangular Transaction" shall mean a transaction in which a recruiting Participant used his/her credits to purchase a membership plan for a recruited Participant, and the recruited Participant paid Cash to the recruiting Participant in an amount equal to the cost of the membership plan.

8. What are my rights in the Settlement Class?

Take No Action: If you have no objection to the Settlement Agreement, you do not need to take any action at this time. The Settlement Agreement resolves the class wide issues in the Net Winner Litigation. In the event that the Settlement Agreement is approved, you will be given access to the Electronic Portal to review the Trustee's calculation of your Net Winnings and you will have all of the rights provided to you under the Settlement Agreement, including the right to settle the Trustee's case against you under the Settlement Option, explained above.

File an Objection: You can ask the Court to deny approval of the settlements by filing an objection.

You may object to the proposed settlement in writing. You may also appear at the Final Fairness Hearing, either in person or through your own attorney. If you wish to speak at the Final Fairness Hearing, you must send a letter informing the Clerk of the Court. If you appear through your own attorney, you are responsible for paying that attorney.

All written objections must be made under penalty of perjury and the supporting papers must include:

a) A heading that clearly identifies the case name and number (*Stephen Darr, Trustee v. Franz Balan, Representative of a Class of Defendant Net Winners (A.P. No. 16-4006) and*

Stephen Darar, Trustee v. Marco Puzzarini and Sandro Paulo Freitas, Representatives of a Class of Defendant Net Winners (A.P. No. 16-4007);

b) The objector's name, address, telephone number, and the contact information for any attorney retained in connection with the objection or otherwise in connection with the Net Winner Litigation;

c) A detailed statement of the specific factual and legal basis for the objection to the Settlement Agreement;

d) A statement as to whether the objector intends to appear at the Final Approval Hearing, either in person or through counsel, and, if through counsel, identifying the counsel by name, address, and telephone number;

e) A list of and copies of any exhibits which the objector may seek to use at the Final Fairness Hearing;

f) A list of any legal authority the objector may present at the Final Fairness Hearing; and

g) The objector's signature executed under penalty of perjury.

Objections must be submitted to the Court by mailing them to the Clerk's Office, United States Bankruptcy Court for the District of Massachusetts, United States Courthouse, 300 State Street, Springfield, MA 01105.

Objections must be filed on or before _____,2024 with copies served upon: (i) counsel to the Trustee, Murphy & King, P.C., Attn: Andrew Lizotte, 28 State Street, 31st Floor, Boston, MA 02109, ALizotte@murphyking.com; and (ii) counsel to the Class Representatives, Milligan, Rona, Duran & King, LLC, Attn: Ilyas Rona, 28 State Street, Boston, MA 02109, telexfree@mrdklaw.com

THE SETTLEMENT APPROVAL HEARING

9. When and where will the Court decide whether to approve the settlement?

The Court will hold a Final Fairness Hearing at . **on , 2024,** at the United States Courthouse, United States Bankruptcy Court, Donohue Federal Building, 595 Main Street, Worcester, MA 01608. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check the settlement website for information. At this hearing, the Court will consider whether the settlements are fair, reasonable, and adequate. If there are objections, the Court will consider them at that time. After the hearing, the Court will decide whether to approve the settlements. We do not know how long this decision will take.

10. Do I have to attend the hearing?

No. Class Counsel will answer any questions the Court may have. But you are welcome to attend the hearing at your own expense. If you file or mail an objection, you don't have to attend the hearing to talk

about it. As long as you filed or mailed your written objection on time and comply with the above objection requirements, the Court will consider it. You may also pay another lawyer to attend, but it's not required.

THE LAWYERS REPRESENTING YOU

11. Do I need to retain a lawyer in connection with Settlement Approval?

You have the right to retain your own lawyer, at your own expense, to assist you in deciding whether you want to take action or file an objection to the Settlement. The Court has appointed the law firm of Milligan, Rona, Duran & King, LLC as Class Counsel for the Defendant Classes concerning the resolution of issues that affect all Defendant Classes, including the negotiation of the settlement. You do not have to pay Class Counsel for this work.

If the settlement is approved, you are also free to retain your own lawyer, at your own expense, as to your individual case regarding your Net Winnings, or you can retain Class Counsel, at your own expense, to represent you individually.

The contact information for Class Counsel is as follows:

Ilyas J. Rona, Esq.
Michael J Duran, Esq.
Milligan, Rona, Duran & King, LLC
28 State Street, Suite 802
Boston, MA 02109
(617) 395-9570
telexfree@mrdklaw.com

12. How will Class Counsel be paid in connection with Settlement Approval?

Under the Settlement Agreement, Class Counsel will receive an amount not to exceed $100,000 from the TelexFree estates. Class Counsel will not be entitled to receive any additional monies from the TelexFree estates. You are not obligated to pay Class Counsel, unless you choose to retain them on an individual basis in connection with your individual Net Winnings.
If the settlement is approved, you are also free to retain your own lawyer, including Class Counsel, at your own expense, as to your individual Net Winnings.

GETTING MORE INFORMATION

13. How do I get more information?

This Notice summarizes the proposed settlement. For the precise terms and conditions of the settlement, please see the Settlement Agreement at _____.

You can also get more information by contacting Class Counsel at the address listed above, by accessing the Court docket in this case through the Court's Public Access to Court Electronic Records (PACER)

system at https://_____, or by visiting the office of the Clerk of the Court for the United States Bankruptcy Court for the District of Massachusetts, 300 State Street, Springfield, MA 01105, Monday through Friday, excluding Court holidays.

PLEASE DO NOT TELEPHONE THE COURT OR THE CLERK'S OFFICE TO INQUIRE ABOUT THE SETTLEMENT OR THE CLAIM PROCESS.

Dated: _____ _____

EXHIBIT B

Notice of Settlement of Class Action Litigation Brought by Trustee Against Net Winners in TelexFree

A Federal Court authorized this Notice.

- Stephen B. Darr, the Trustee in TelexFree, has brought two lawsuits against Net Winners in TelexFree (the "Net Winner Litigation"). A Net Winner is a Participant in TelexFree who received more money from their involvement in TelexFree than they paid out.

- The Bankruptcy Court approved two defendant class actions, one for all Net Winners located in the United States (A.P. No. 16-4006, the "Domestic Action") and one for all Net Winners located outside of the United States (A.P. No. 16-4007, the "Foreign Action"). A defendant class action means that there is one Plaintiff (the Trustee) and many defendants.

- A settlement of the class components of the Net Winner Litigation has been reached.

- You are receiving this notice because you are the holder of an allowed claim against the TelexFree bankruptcy estates and may be impacted by the settlement.

- A final hearing ("Final Approval Hearing") to consider approval of the settlement is scheduled for _____ in the United States Bankruptcy Court, United States Courthouse, Donahue Federal Building, 595 Main Street, Worcester, MA 01608-2076.

- Objections to approval of the Motion at the Final Approval Hearing must be filed by _____ with the Clerk of the Court, United States Bankruptcy Court, United States Courthouse, 300 State Street, Springfield, MA 01105, and with copies served by such date upon: (i) counsel to the Trustee, Murphy & King, P.C., Attn: Andrew Lizotte, 28 State Street, 31st Floor, Boston, MA 02109, ALizotte@murphyking.com; and (ii) counsel to the Class Representatives, Milligan, Rona, Duran & King, LLC, Attn: Ilyas Rona, 28 State Street, Boston, MA 02109, telexfree@mrdklaw.com.

- For further information regarding the settlement and to review documents relating to the settlement, please go to _____.

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re: TELEXFREE, LLC, TELEXFREE, INC. and TELEXFREE FINANCIAL, INC., Reorganized Debtors.	Chapter 11 Cases 14-40987-EDK 14-40988-EDK 14-40989-EDK Substantively Consolidatec
STEPHEN B. DARR, TRUSTEE OF THE ESTATES OF TELEXFREE, LLC, TELEXFREE, INC. and TELEXFREE FINANCIAL, INC., Plaintiff, v. FRANZ BALAN, A REPRESENTATIVE OF A CLASS OF DEFENDANT NET WINNERS, Defendants.	Adversary Proceeding No. 16-4006
STEPHEN B. DARR AS TRUSTEE OF THE ESTATES OF TELEXFREE, LLC, TELEXFREE, INC. and TELEXFREE FINANCIAL, INC., Plaintiff, v. MARCO PUZZARINI AND SANDRO PAULO FREITAS, REPRESENTATIVES OF A CLASS OF DEFENDANT NET WINNERS, Defendants.	Adversary Proceeding No. 16-4007

[PROPOSED] ORDER GRANTING JOINT MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT AGREEMENT BETWEEN TRUSTEE AND DEFENDANT CLASSES, FOR APPROVAL OF FORM AND MANNER OF NOTICES, AND SCHEDULING FINAL FAIRNESS HEARING ON SETTLEMENT

A motion ("Motion") having been filed by Stephen B. Darr, the liquidating trustee ("Trustee") of the substantively consolidated debtors TelexFree LLC, TelexFree, Inc., and TelexFree Financial, Inc. (collectively, "TelexFree"), and the Defendant Class Representatives, Frantz Balan, Marco Puzzarini, and Sandro Paulo Freitas (the "Class Representatives" and, together with the Trustee, the "Parties"), pursuant to Federal Rule of Civil Procedure ("FRCP") 23, and Federal Rules of Bankruptcy Procedure ("FRBP") 105 and 9019 for: (i) preliminary approval of Settlement Agreement; (ii) approval of the form and manner of notice to be provided to Net Winner Defendants and Allowed Claim holders; and (iii) the scheduling of a final hearing on the fairness of the settlement; and upon the Court's consideration of the Motion, the Settlement Agreement, and the pleadings and records on file; and all parties-in-interest having been provided an opportunity to be heard; and for good cause appearing, it is hereby ORDERED as follows:

1. To the extent not otherwise defined herein, all capitalized terms shall have the same meaning as used in the Settlement Agreement or the Motion, as applicable.

2. The Court has jurisdiction over the subject matter of these adversary proceedings, including all Class Defendants.

3. The Settlement Agreement is hereby PRELIMINARILY APPROVED as appearing on its face to be fair, reasonable, and adequate; to be in the best interests of the TelexFree estates; to fall within the range of possible outcomes for purposes of the final fairness hearing; to have been the product of serious, informed, and extensive arm's-length negotiations among the Parties; to reflect a hard-fought compromise of claims that have been actively litigated before this Court since these adversary proceedings were commenced in 2016;

and to merit submission to the members of the Defendant Classes for their consideration.

4. The Court finds that the forms of the Net Winner Notice and Net Loser Notice (collectively, the "Notices") as provided in Exhibits A and B to the Motion are approved and the method of service of the Notes is approved.

5. TelcxFree has conducted its business via the internet and communicated with Class Defendants through email, and this digital means of providing notice by email is the best practicable under the circumstances. Service of the Net Winner Notice by email to Class Defendants meets the requirements of Rule 23 of the FRCP and satisfies the due process rights of the Class Defendants. The proposed notice plan is designed to effectively reach Class Defendants, and will deliver plain language notice that will provide information in an easy to understand manner that is necessary to effectively understand Class Defendants' rights and options. Service of the Net Loser Notice through email is adequate and reasonable and consistent with notice provided to such claimants throughout the Chapter 11 cases.

6. The Trustee shall serve the Net Winner Notice upon the Class Defendants and shall serve the Net Loser Notice upon holders of allowed claims against the TelexFree estates within ten (10) business days of entry of this order. The Trustee or his agent shall serve the Notices and shall file an affidavit or declaration attesting to the dissemination of the Notices.

7. A final hearing on approval of the Settlement Agreement ("Final Approval Hearing") shall be held on _____ at _____ in the United States Bankruptcy Court, United States Courthouse, Donahue Federal Building, 595 Main Street, Worcester, MA 01608-2076.

8. The Final Approval Hearing is hereby SCHEDULED to be held before the Court to determine if the Settlement Agreement is fair, reasonable, and adequate and should be approved pursuant to FRCP 23(e) and FRBP 105 and 9019.

9. Objections to approval of the Motion at the Final Approval Hearing must be filed by _____ with the Clerk of the Court, United States Bankruptcy Court, United States Courthouse, 300 State Street, Springfield, MA 01105, and with copies served by such date upon: (i) counsel to the Trustee, Murphy & King, P.C., Attn: Andrew Lizotte, 28 State Street, 31st Floor, Boston, MA 02109, ALizotte@murphyking.com; and (ii) counsel to the Class Representatives, Milligan, Rona, Duran & King, LLC, Attn: Ilyas Rona, 28 State Street, Boston, MA 02109, telexfree@mrdklaw.com. Any person who submits an objection to approval of the Motion may, but is not required, to attend the Final Approval Hearing.

10. Written objections must include the following information:

a) A heading showing the caption of the cases;

b) The objecting party's name, address, telephone number, email, and the contact information for any attorney retained by the objecting party in connection with the objection or otherwise in connection with the litigation;

c) A detailed statement of the specific factual and legal basis for each objection;

d) A statement as to whether the objecting party intends to appear at the Final Approval Hearing, either in person or through counsel, and, if through counsel, identifying the counsel by name, address, telephone number, and email, and

e) The objecting party's signature.

11. If the Settlement Agreement is terminated or the Court does not approve the Settlement Agreement at the Final Approval Hearing, this Preliminary Approval Order shall be null, void and of no further force or effect.

12. Neither the Settlement Agreement nor the Notices, nor any act performed or document executed pursuant to or in furtherance of the Settlement Agreement or the Notices is or may be deemed to be an admission by any Party.

13. The Court hereby retains jurisdiction for purposes of implementing the Settlement Agreement and reserves the power to enter additional orders to effectuate the fair and orderly administration and consummation of the Settlement Agreement as may from time to time be appropriate for the resolution of any and all questions or disputes arising thereunder. The Court may, for good cause shown, extend any of the deadlines set forth in this Preliminary Approval Order or in the Settlement Agreement without notice, or further notice, to the Class Defendants, including the date of the Final Approval Hearing, other than to those persons who have filed objections.

SO ORDERED this _____day of _____, 2024.

_____
Hon. Elizabeth D. Katz
Chief United States Bankruptcy Judge

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