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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

MAR 17 2015

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In re:

Chapter 11

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VIVARO CORPORATION, *et al.*,

Case No. 12-13810 (MG)

Debtors.

(Jointly Administered)
-----X

**ORDER GRANTING DEBTORS'
SECOND OMNIBUS OBJECTION TO PROOFS OF CLAIM**

Upon consideration of the second omnibus objection and motion (the "Objection")¹ of Vivaro Corporation; STI Prepaid, LLC; Kare Distribution, Inc.; STi Telecom, Inc.; TNW Corporation; STi CC I, LLC; and STi CC II, LLC, the debtors and debtors in possession (collectively, the "Debtors"), by their counsel, Herrick, Feinstein LLP, by which the Debtors seek the entry of an order (i) reclassifying, expunging and/or disallowing certain Business Transition Period Claims set forth on Exhibits "1" - "4" hereto, (ii) declaring the Purchaser, subject to any defenses it may have against each claimant, to be responsible for payment of all allowed Business Transition Period Claims pursuant to the terms of the TSA, and (iii) authorizing the Debtors to pay from the Cash Collateral the Business Transition Period Claims set forth on Exhibit "5" hereto in the amounts set forth under the heading "Allowed Amount"; and upon consideration of the Objection and the arguments contained therein and the opposition thereto, if any; and upon the hearing (the "Hearing") on the Objection having been held before this Court; and upon the representations of counsel at the Hearing; and it appearing that due and adequate notice of the Objection has been given, and that no other or further notice need be given; and it appearing that the legal and factual bases set forth in the Objection and on the record at the Hearing establish just cause for the relief granted herein; and it further appearing

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

that the requested relief is reasonable, proper and in the best interests of the Debtors, their estates and their creditors; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Objection is sustained to the extent set forth herein; and it is further

ORDERED, that the Claims set forth in Exhibits "1", "2" and "3" are expunged and disallowed in full; and it is further

ORDERED, that the Claims set forth in Exhibit "4" are reclassified as prepetition general unsecured claims or prepetition priority claims, as the case may be, in accordance with Exhibit "4"; and it is further

ORDERED, that the Claims listed under the heading "Surviving Claim Number(s)" in Exhibit "2" and the reclassified claims listed in Exhibit "4" to this Order (collectively, the "Surviving Claims") shall remain on the Debtors' claims register; and it is further

ORDERED, that the Debtors reserve their right, and shall be authorized in their discretion, to object to the allowance of the Surviving Claims; and it is further

ORDERED, that the Objection is adjourned to April 1, 2015 solely as to Claim No. 875 filed by APCC Services Inc.; and it is further

ORDERED, that the Claims set forth on Exhibit "5" are allowed as administrative expense claims in the amounts set forth under the heading "Allowed Amount" in Exhibit "5" (the "Allowed Claims"); and it is further

ORDERED, that the Purchaser is responsible for paying each of the Allowed Claims set forth in Exhibit "5"; and it is further

ORDERED, that the Debtors are authorized to pay the Allowed Claims from the Cash Collateral; and it is further

ORDERED, that the Debtors are authorized to release the remainder of the Cash Collateral (if any) to the Purchaser upon the payment in full of all Allowed Claims; and it is further

ORDERED, that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection; and it is further

ORDERED, that the Debtors and/or its designated claims agent are authorized and empowered to modify the official claims register in a manner consistent with this Order; and it is further

ORDERED, that this Order is without prejudice to the Debtors' rights to (a) object to the claims subject to the Objection on grounds other than as stated in the Objection and (b) object on any available grounds to all other claims filed against the Debtors; and it is further

ORDERED, that this Court shall retain jurisdiction over the Debtors and the Claimants listed on Exhibits "1" - "5" hereto with respect to any matters arising from or related to the interpretation and implementation of this Order.

IT IS SO ORDERED.

Dated: March 5, 2015
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit 5 - Claims Paid Out of Cash Collateral

Second Omnibus Objection to Claims

Vivaro Corporation
12-13810 (MG)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) PAID OUT OF CASH COLLATERAL			
	NAME	CLAIM NO.	FILED CLAIM AMOUNT	ALLOWED AMOUNT
1	15-01 POLLITT DRIVE LLC C/O RABINOWITZ LUBETKIN & TULLY LLC ATTN JOHN J HARMON, ESQ 293 EISENHOWER PKWY STE 100 LIVINGSTON, NJ 07039 Date Filed: 08/25/14 Debtor: The Vivaro Corporation	884	Admin: \$19,664.14 Total: \$19,664.14	\$2,563.57
2	BANC OF AMERICA LEASING & CAPITAL LLC C/O PLATZER SWERGOLD ET AL ATTN SHERRI D LYDELL ESQ 475 PARK AVE S 18TH FL NEW YORK, NY 10016 Date Filed: 07/23/14 Debtor: STi Telecom Inc.	791	Admin: \$39,360.48 Total: \$39,360.48	\$39,360.48
3	COST CUTTING CONSULTANT 2833 SMITH AVE STE 126 BALTIMORE, MD 21213 Date Filed: 08/18/14 Debtor: STi Prepaid, LLC	872	Admin: \$615.34 Total: \$615.34	\$241.56
4	KOUNT INC ATTN KODY KRAUS 917 S LUSK ST STE 300 BOISE, ID 83706 Date Filed: 08/05/14 Debtor: TNW Corporation	860	Admin: \$1,650.00 Total: \$1,650.00	\$1,025.00
5	NEW YORK CITY DEPARTMENT OF FINANCE OFFICE OF LEGAL AFFAIRS ATTN ALAN EMDIN FOR SPECIAL ASSISTANT CORP COUNSEL 345 ADAMS ST 3RD FL BROOKLYN, NY 11201 Date Filed: 08/18/14 Debtor: The Vivaro Corporation	892	Admin: \$50,889.31 Total: \$50,889.31	\$50,889.31
6	PENNSYLVANIA PUBLIC UTILITY COMMISSION PO BOX 3265 HARRISBURG, PA 17105 Date Filed: 08/25/14 Debtor: STi Prepaid, LLC	891	Admin: \$4,697.90 Total: \$4,697.90	\$3,827.90

Vivaro Corp
PO Box 4434
New York, NY 10163-4434

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Pennsylvania Public Utility Comm.
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