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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 11

COMMISSION  
CLERK

VIVARO CORPORATION, *et al.*,

Case No. 12-13810 (MG)

Debtors.

(Jointly Administered)

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**NOTICE OF PUBLIC AUCTION AND SALE HEARING**

**PLEASE TAKE NOTICE** that Vivaro Corporation; STI Prepaid, LLC; Kare Distribution, Inc.; STi Telecom, Inc.; TNW Corporation; STi CC I, LLC; and STi CC II, LLC (collectively, the "Debtors"), the debtors and debtors in possession herein, have been authorized to sell substantially all of the Debtors' assets free and clear of all liens, claims, interests, and encumbrances to the Successful Bidder (the "Sale") at the auction to be held on January 15, 2013, at 10:00 a.m. (EST) at the offices of the Debtor's counsel, Herrick, Feinstein LLP, 2 Park Avenue, New York, New York 10016 (the "Auction").<sup>1</sup>

**PLEASE TAKE FURTHER NOTICE** that, on December 19, 2012, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Amended Bidding Procedures Order") approving the Bidding Procedures in connection with the Auction, which sets forth dates and times related to the Sale. All interested bidders should carefully read the Bidding Procedures. To the extent that there are any inconsistencies between the Bidding Procedures and the summary description of its terms and conditions in this Notice, the terms of the Bidding Procedures shall control.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion, the Bidding Procedures and Amended Bidding Procedures Order, as well as all related exhibits, have been electronically filed with the Bankruptcy Court and may be examined and inspected by interested parties by (i) accessing the Bankruptcy Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), or (ii) accessing the website maintained by the Debtors in connection with their chapter 11 cases at <http://www.gcginc.com/cases/vvo/>. Note that a PACER password is needed to access documents on the Bankruptcy Court's website.

**PLEASE TAKE FURTHER NOTICE** that if the Debtors receive Qualified Bids within the requirements and timeframe specified in the Bidding Procedures, then the Debtors will conduct the Auction on January 15, 2013 at 10:00 a.m. (EST), at the offices of Herrick, Feinstein LLP, 2 Park Avenue, New York, New York 10016, or at such other location as the Debtors may designate.

**PLEASE TAKE FURTHER NOTICE** that the Debtors will seek approval of the Sale before the Honorable Martin Glenn, United States Bankruptcy Judge for the United States

<sup>1</sup> To the extent not otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed to them in the Bidding Procedures, which are annexed as Exhibit 1 to the Amended Bidding Procedures Order.

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Bankruptcy Court for the Southern District of New York, at One Bowling Green, New York, New York 10004, at 2:00 p.m. (EST), on January 17, 2013 (the “Sale Hearing”).

**PLEASE TAKE FURTHER NOTICE** that, except for objections to the conduct of the Auction, which may be raised at the Sale Hearing, objections, if any, to the Sale, together with proof of service, must: (i) conform to the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules, (ii) be filed with the Court and served so as to be actually received no later than 4:00 p.m., prevailing Eastern Time, on January 10, 2013 (the “Objection Deadline”) by the following parties (the “Notice Parties”):

**Debtors:**

Frederick E. Schmidt, Esq.  
Hanh V. Huynh, Esq.  
Herrick, Feinstein, LLP  
2 Park Avenue  
New York, New York 10016  
(212) 592-1400  
(212) 592-1500 (fax)

**Creditors’ Committee:**

George Angelich, Esq.  
Arent Fox LLP  
1675 Broadway  
New York, New York 10019  
(212) 484-3900  
(212) 484-3990 (fax)

**Office of the United States Trustee:**

Andy Velez-Rivera, Esq.  
Trial Attorney  
33 Whitehall Street, 21st Floor  
New York, New York 10004

**CONSEQUENCES OF FAILING TO TIMELY FILE AND SERVE AN OBJECTION**

Any party or entity who fails to timely file and serve an objection to the Sale on or before the Objection Deadline in accordance with the Bidding Procedures Order shall be forever barred from asserting any objection to the Sale, including with respect to the transfer of the Purchased Assets free and clear of all liens, claims, interests, and encumbrances.

**NO SUCCESSOR OR TRANSFEREE LIABILITY**

The proposed Sale Order provides that the Successful Bidder will have no responsibility for, and the Purchased Assets will be sold free and clear of, any successor liability, including the following: (i) any liability or other obligation of the Debtors, or related to the Purchased Assets, other than as expressly set forth in the APA with respect to assumed liabilities, or (b) any Claims against the Debtors or any of their predecessors or affiliates. Except as expressly provided in the APA with respect to the Successful Bidder, the Successful Bidder shall have no liability whatsoever with respect to the Debtors’ (or their predecessors’ or affiliates’) respective businesses or operations, or any of the Debtors’ (or their predecessors’ or affiliates’) obligations based, in whole or in part, directly or indirectly, on any theory of successor or vicarious liability of any kind or character, or based upon any theory of antitrust, environmental, successor or

transferee liability, *de facto* merger or substantial continuity, labor and employment or products liability, whether known or unknown as of the Closing, now existing or hereafter arising, asserted or unasserted, fixed or contingent, liquidated or unliquidated, including but not limited to liabilities on account of any taxes arising, accruing, payable under, out of, in connection with, or in any way relating to the operation of the Purchased Assets prior to the Closing. Except to the extent expressly included in the assumed liabilities with respect to the Successful Bidder, the Successful Bidder shall have no liability or obligation under the WARN Act (29 U.S.C. §§ 2101 et seq.) or the Comprehensive Environmental Response, Compensation and Liability Act (42 U.S.C. §§ 9601 et seq.), or any state, foreign, or federal law of similar import, or otherwise by virtue of the Successful Bidder's purchase of the Purchased Assets or assumption of assumed liabilities.