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IN THE CIRCUIT COURT FOR THE
ELEVENTH JUDICIAL CIRCUIT IN
AND FOR MIAMI-DADE COUNTY,
FLORIDA

In Re:

GENERAL JURISDICTION DIVISION

NTERA, INC.,
a Florida corporation,

CASE NO.: 06-025317 CA 20

Assignor,

To:

KENNETH A. WELT,

Assignee.

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ASSIGNEE'S MOTION FOR ENTRY OF ORDER (I) AUTHORIZING AND SCHEDULING A PUBLIC AUCTION FOR THE SALE OF FURNITURE AND TELECOMMUNICATIONS EQUIPMENT FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES; (II) APPROVING SALE PROCEDURES; (III) APPROVING RETENTION TERMS OF AUCTIONEER (IV) APPROVING THE FORM AND MANNER OF NOTICE OF THE AUCTION; AND (V) SCHEDULING HEARING TO CONSIDER APPROVAL OF THE SALE

Pursuant to Florida Statutes §§727.109, 727.112 and 727.113, any and all objections to this Sale Motion must be filed with the Circuit Court and served upon the Assignee, Kenneth A. Welt at 3790 North 28th Terrace, Hollywood, Florida 33020 and the Assignee's attorney, Steven J. Solomon, Esq., at Adorno & Yoss LLP, 2525 Ponce de Leon Blvd., Suite 400, Miami, Florida 33134-6012 on or before February 26, 2007 ("Deadline Date"). Any creditor or interested party who fails to file and serve a written response to this Sale Motion by the Deadline Date shall be deemed to have consented to the entry of an Order approving the sale of the assets under the terms and conditions stated herein.

OMP _____
COM _____
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SEC _____

Assignee, Kenneth A. Welt, (the "Assignee") by and through undersigned counsel, pursuant to Fla. Stat. § 727.108, hereby moves this Court for entry of an order (i) authorizing and scheduling a public auction for the sale of certain office furniture more fully described on Exhibit "A" attached to the original of this motion filed with the Court¹ (the "Furniture") located at 1020 N.W. 163 Drive,

Copies of the inventory list will not be served upon creditors or parties in interest, but a complete inventory list may be viewed by visiting www.nterain.com or www.stamplerauctions.com or by requesting a copy by serving a written request to Kenneth A. Welt, Assignee, at kaw@kawpa.com or by mail at 3790 North 28th Terrace,

ADORNO & YOSS LLP
2525 PONCE DE LEON BLVD. • SUITE 400 • MIAMI, FLORIDA 331346012 • TELEPHONE 305-460-1000 • FAX 305-460-1422
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FPSC-COMMISSION CLERK

North Miami, Florida 33169 (“Ntera Premises”) and telecommunications equipment consisting of routers, fuses and patch panels located at various POPs in North Miami, Tampa, Detroit and Los Angeles² (the “Equipment”), free and clear of all liens, claims and encumbrances with all such liens, claims and encumbrances to attach to the proceeds of the sale; (ii) approving sale procedures; (iii) approving retention of terms of auctioneer; (iv) scheduling hearing to consider approval of the sale; and (v) approving the form and manner of the notice of the proposed sale (the “Sale Motion”), and in support states as follows:

BACKGROUND

1. On November 20, 2006, (“Petition Date”) Ntera, Inc. (“Ntera”) assigned all of its assets to the Assignee for the benefit of creditors pursuant to Chapter 727, Florida Statutes. Thereafter, on November 27, 2006, the Assignee commenced the above-styled proceeding. The Assignee is charged with liquidating all the assets of Ntera for the benefit of its creditors pursuant to Florida Statutes §727.108.

2. Also on the Petition Date, an Assignment for the Benefit of Creditors was commenced on behalf of Ntera’s affiliates, Ntera Holdings, Inc. (Case No. 06-025316 CA 22); Numind Software Systems, Inc. (Case No. 06-25319 CA 20); Intelligent Switching and Software, LLC (Case No. 06-25318 CA 11); and Radiant Telecom, Inc. (Case No. 06-25320 CA 32).

3. This Court has jurisdiction over this proceeding in accordance with the provisions of Fla. Stat. §727.102 and Local Rule R-4-1 of the Florida Rules of Court for the Eleventh Judicial Circuit.

Hollywood, Florida 33020.

² For more information regarding the Furniture and/or the Equipment, you may contact Stampler Auctions at Toll

Summary of Relief Requested

4. By this motion, the Assignee requests the entry of an Order (i) authorizing and scheduling a public auction for the sale of the Furniture and the Equipment (collectively, the "Assets"); (ii) approving sale procedures; (iii) scheduling hearing to consider approval of the sale; and (iv) approving the form and manner of the notice of the proposed sale.

5. The Assignee is requesting approval of the sale of the Assets, free and clear of liens, claims or encumbrances, with any and all liens, claims, or encumbrances against the Assets to attach to the sale proceeds.

The Proposed Auction Sale(s)

6. The Assignee has retained the services of Stampler Auctions ("Stampler") to conduct a public auction sale of the Furniture and the Equipment at the Ntera Premises on **Tuesday, February 27, 2007 at 11:00 a.m** ("Auction Sale").

7. In connection with the Auction Sale, the Assignee requests this Court to approve the following procedures:

- a. Stampler may market the auction by utilizing local newspapers, along with direct mail, internet advertising, telemarketing, facsimile marketing and advance auction promotion, as Stampler deems appropriate;
- b. The Assets will be sold in individual pieces or in groups as deemed necessary and most beneficial to the estate, as determined by the Assignee in his sole discretion;

Free (800) 330-BIDS or visit their website at www.stamplerauctions.com.

- c. Stampler will not charge the Assignee a commission; rather, Stampler will collect and retain a buyer's premium of ten (10%); and
- d. The assignment estate shall reimburse Stampler for its auction expenses for advertising, telecommunications trade publications, direct mail, marketing, labor for set-up, auctioneers, bookkeeping and security estimated at approximately Four Thousand Five Hundred Dollars (\$4,500) as approved by separate Order.

8. The sale of the Assets shall be free and clear of liens and encumbrances, with any and all liens or encumbrances to attach to the proceeds of the sale. The Sale will be "AS IS, WHERE IS" with all faults and all physical latent or patent defects which such Assets may contain. The Assets are being sold without any warranties, representations or guarantees, either express or implied, of any kind, nature of type whatsoever from or on behalf of the Assignee.

9. Core Development Holdings, Corp. (the "Landlord"), the Landlord of the Ntera Premises, claimed it owned the Furniture.³ Since the commencement of this assignment proceeding, the Assignee has contested the Landlord's claim of ownership and has requested documents evidencing ownership. As a result of negotiations between the Landlord and the Assignee, the Landlord consents to the sale of the Furniture and has agreed to abandon any claim of ownership in the Furniture.

10. According to the schedules filed by Ntera, Tricon Holdings, LLC, ("Tricon") asserts a first priority lien against substantially all assets of the assignment estate to secure an alleged outstanding debt of \$10,299,588.68. Pursuant to a settlement reached by and between the Assignee and Tricon, Tricon has consented to the sale of the Assets. To the extent Tricon holds a valid

security interest against all or part of the sale proceeds, Tricon agrees to carve out a portion of its share of the sale proceeds to cover any and all allowed administrative expenses, fees and costs incurred by the Assignee and his counsel to administer this case and the related Assignor cases after application all pre-assignment retainers. At this time, no determination as to the validity, priority or extent of Tricon's lien is being requested. All parties in interest, including the Assignee, expressly retain any claim against Tricon including, without limitation, the right to contest the validity, priority and extent of Tricon's lien against the sale proceeds.

Notice of Proposed Sale

In accordance with section 727.111(6), Florida Statutes, the Assignee proposes to give notice of Auction, the Sale Motion, and the Sale Hearing by first class mail no less than twenty (20) calendar days (as computed under Rule 1.090(a) of the Florida Rules of Civil Procedure from the date of this Sale Motion to (a) all parties having filed requests for notices (b) all secured and unsecured creditors; (c) parties in interest; and (d) by publication. The Assignee submits that such Notice constitutes good and sufficient notice under Florida Statutes.

Objection (s) Deadline and Hearing Date

As set forth in the bulletin above, pursuant to Florida Statutes 727.109, 727.112 and 727.113, any and all objections to the Sale herein must be filed with the Circuit Court and served upon the Assignee, **Kenneth A. Welt at 3790 North 28th Terrace, Hollywood, Florida 33020** and the Assignee's attorney **Steven J. Solomon, Esq., at Adorno & Yoss LLP, 2525 Ponce de Leon Blvd., Suite 400, Miami, Florida 33134-6012 on or before February 26, 2007.**

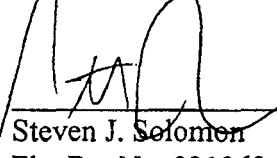
This Sale Motion, and all objections which are filed and served in accordance with the foregoing pursuant to Florida Statutes 727.109, 727.112 and 727.113, will be set for **hearing on**

³ The schedules filed by Ntera do not list the Furniture as an asset.

Motion Calendar before the Honorable Judge David C. Miller, Circuit Court, Miami-Dade County Courthouse, Room 4-3, 73 West Flagler Street, Miami, Florida on February 27, 2007 at 8:30 a.m. or soon thereafter as can be heard.

WHEREFORE, the Assignee, Kenneth A. Welt, respectfully requests this Court to enter an Order approving the order (i) authorizing and scheduling a public auction for the sale of certain assets free and clear of all liens, claims and encumbrances with all such liens, claims and encumbrances to attach to the proceeds of the sale; (ii) approving sale procedures; (iii) scheduling hearing to consider approval of the sale; (iv) approving retention terms of the Auctioneers (v) approving the form and manner of the notice of the proposed sale; and (v) any additional relief that the Court deems just and proper under the circumstances.

ADORNO & YOSS LLP



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