

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re Chapter 11
VIVARO CORPORATION, *et al.*, Case No. 12-13810 (MG)
Debtors. (Jointly Administered)
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**NOTICE OF DEADLINES FOR FILING OF
BUSINESS TRANSITION PERIOD CLAIM REQUEST FORMS**

**(BUSINESS TRANSITION PERIOD CLAIMS BAR DATE IS AUGUST 25, 2014 AT
5:00 P.M. E.T.)**

**TO ALL PERSONS AND ENTITIES WITH BUSINESS TRANSITION PERIOD
CLAIMS AGAINST ANY OF THE DEBTOR ENTITIES LISTED ON APPENDIX A
ATTACHED HERETO:**

On July 9, 2014, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order (Docket No. 532) (the "Business Transition Period Claims Bar Date Order") establishing certain deadlines for the filing administrative claims entitled to priority under sections 503 and 507 of the Bankruptcy Code (the "Covered Business Transition Period Claims") that arose on or after February 8, 2013 through and including June 27, 2014 (the "Business Transition Period") in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). A list of all of the Debtors and their respective case numbers is attached hereto as Appendix A.

By the Business Transition Period Claims Bar Date Order, the Court established **August 25, 2014 at 5:00 p.m. Eastern Time** (the "Business Transition Period Claims Bar Date"), as the bar date for filing Covered Business Transition Period Claims in the Debtors' cases. Except as provided below, the Business Transition Period Claims Bar Date Order requires all entities, including governmental units, that have or assert Covered Business Transition Period Claims to file forms for requesting payment of Covered Business Transition Period Claims (the "Business Transition Period Claim Request Forms") so that their Business Transition Period Claim Request Forms are received on or before 5:00 p.m., Eastern Time, on the Business Transition Period Claims Bar Date. **DO NOT FILE BUSINESS TRANSITION PERIOD CLAIM REQUEST FORMS FOR ANY POST-PETITION ADMINISTRATIVE CLAIM ARISING BEFORE FEBRUARY 8, 2013 OR AFTER JUNE 27, 2014.**

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of title 11 of the United States Code (the "Bankruptcy Code"), and includes all persons, estates, trusts and the United States trustee. As used in this Notice, the terms "person" and "governmental unit" have the meanings given to them in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

1. WHO MUST FILE A BUSINESS TRANSITION PERIOD CLAIM REQUEST FORM

Unless one of the exceptions described in Section 6 below applies, if you have an administrative claim (within the meaning of sections 503 and/or 507 of the Bankruptcy Code) that arose or is deemed to have arisen on or after February 8, 2013 through and including June 27, 2014, you MUST file a Business Transition Period Claim Request Form to share in any distributions from the Debtors' bankruptcy estates on account of such claim. Claims based on acts or omissions of the Debtors that occurred during the Business Transition Period must be filed on or prior to the Business Transition Period Claims Bar Date, even if such claims are not now fixed, liquidated or certain.

2. WHAT TO FILE

The Debtors are enclosing a Business Transition Period Claim Request Form for use in these cases. You may utilize the Business Transition Period Claim Request Form(s) provided by the Debtors to file your claim. Additional Business Transition Period Claim Request Forms may be obtained at the following website: <http://www.gcginc.com/cases/vvo/>.

All Business Transition Period Claim Request Forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The Business Transition Period Claim Request Forms must be written in English and be denominated in United States currency. You should attach to your completed Business Transition Period Claim Request Forms any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

All entities asserting Business Transition Period Claims against more than one Debtor must file a separate Business Transition Period Claim Request Form with respect to each such Debtor. In addition, any entity filing a Business Transition Period Claim Request Form must identify on its Business Transition Period Claim Request Form the particular Debtor against which its claim is asserted. A list of the Debtors, together with their respective case numbers, is set forth on Appendix A, attached hereto. Any Business Transition Period Claim filed in the joint administration case number (Vivaro Corporation, Case No. 12-13810) or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor Vivaro Corporation. If more than one Debtor is listed on the form, the Business Transition Period Claim Request Form will be treated as filed only against the first listed Debtor.

3. WHEN AND WHERE TO FILE

All Administrative Claim Request Forms must be filed so as to be received **on or before 5:00 p.m. Eastern Time on the August 25, 2014 Business Transition Period Claims Bar Date**, at the following address (the "Vivaro Corp. Claims Processing Center"):

IF DELIVERED BY USPS: Vivaro Corporation Processing c/o GCG P.O. Box 9944 Dublin, Ohio 43017-5944	IF BY HAND OR OVERNIGHT DELIVERY: Vivaro Corporation Claims Processing c/o GCG 5151 Blazer Parkway, Suite A Dublin, Ohio 43017
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Administrative Claim Request Forms will be deemed filed only when **actually received** by the Vivaro Corp. Claims Processing Center. **Business Transition Period Claim Request Forms may NOT be delivered by facsimile or electronic mail transmission.** Any facsimile or electronic mail submissions will not be accepted and will not be deemed filed until a Business Transition Period Claim Request Form is submitted by one of the methods described above.

Business Transition Period Claim Request Forms will be collected from the Vivaro Corp. Claims Processing Center, docketed and maintained by the Debtors' claims agent, GCG, Inc. ("GCG"). If you wish to receive acknowledgement of GCG's receipt of a Business Transition Period Claim Request Form, you must submit by the Business Transition Period Claims Bar Date and concurrently with submitting your original Business Transition Period Claim Request Form (a) a copy of the original Business Transition Period Claim Request Form and (b) a self-addressed, postage prepaid return envelope.

If you have any questions related to this Notice, please call counsel to the Debtors, Herrick, Feinstein LLP, Attn: Justin B. Singer, Esq., 2 Park Avenue, New York, NY 10016, Tel: (212) 592-1400, email: jsinger@herrick.com.

4. WHO NEED NOT FILE A BUSINESS TRANSITION PERIOD CLAIM REQUEST FORM

Pursuant to the Business Transition Period Claims Bar Date Order, **you should not file a Business Transition Period Claim Request Form if your claim relates to a period or arose prior to February 8, 2013 or on or after June 27, 2014.** Entities holding the following kinds of claims, which otherwise could be subject to the Business Transition Period Claims Bar Date, need not file Business Transition Period Claim Request Forms to retain their rights to assert the claims identified below (and thus such claims are not "Covered Business Transition Period Claims"):

- (a) Claims for professional services where (i) the professionals have been retained by an express order of the Court pursuant to section 327, 328, 363 or 1103 of the Bankruptcy Code, and (ii) the claim is for services performed or reimbursement of expenses incurred;

- (b) Claims for services rendered by GCG, Inc. as claims agent in these Chapter 11 Cases;
- (c) Business Transition Period Claims that have already been allowed in a liquidated amount by order of the Court or agreement of the parties;
- (d) Business Transition Period Claims that have been paid in full at any time prior to the Business Transition Period Claims Bar Date;
- (e) Claims of any Debtor against another Debtor; and
- (f) Fees payable to the Office of the United States Trustee pursuant to 28 U.S.C. § 1930.

5. CONSEQUENCES OF FAILURE TO FILE A BUSINESS TRANSITION PERIOD CLAIM REQUEST FORM BY THE BUSINESS TRANSITION PERIOD CLAIMS BAR DATE

ANY ENTITY THAT IS REQUIRED TO FILE A BUSINESS TRANSITION PERIOD CLAIM REQUEST FORM WITH RESPECT TO A PARTICULAR BUSINESS TRANSITION PERIOD CLAIM AGAINST A DEBTOR, BUT THAT FAILS TO DO SO BY THE BUSINESS TRANSITION PERIOD CLAIMS BAR DATE DESCRIBED IN THIS NOTICE, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM THE FOLLOWING: (A) ASSERTING SUCH BUSINESS TRANSITION PERIOD CLAIM IN ANY FORM AGAINST THE DEBTORS OR THEIR ESTATES OR PROPERTY; AND (B) PARTICIPATING IN ANY DISTRIBUTION FROM THE DEBTORS' ESTATES ON ACCOUNT OF SUCH BUSINESS TRANSITION PERIOD CLAIM.

6. ADDITIONAL INFORMATION

Copies of the Business Transition Period Claims Bar Date Order and other information and documents regarding the Debtors' Chapter 11 Cases are available for inspection free of charge on GCG's website at <http://www.gcginc.com/cases/vvo/>. Other filings in the Debtors' Chapter 11 Cases also are available for a fee at the Court's website at <https://ecf.nysb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the documents filed in these cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m., Eastern Time, Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 1 Bowling Green, New York, NY 10004.

If you require additional information regarding the filing of a Business Transition Period Claim Request Form, you may contact the Debtors' claims agent, GCG, directly by writing to

Vivaro Corporation Processing
c/o GCG
P.O. Box 9944
Dublin, Ohio 43017-5944

or by sending an e-mail to: VVOteam@gcginc.com

A HOLDER OF A POSSIBLE BUSINESS TRANSITION PERIOD CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A BUSINESS TRANSITION PERIOD CLAIM REQUEST FORM.

Dated: New York, New York
July 9, 2014

BY ORDER OF THE COURT

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APPENDIX A

LIST OF THE DEBTORS AND THEIR CASE NUMBERS

DEBTOR	CASE NUMBER
Vivaro Corporation	12-13810 (MG)
STi Prepaid, LLC	12-13811 (MG)
STi Telecom Inc.	12-13812 (MG)
Kare Distribution, Inc.	12-13814 (MG)
TNW Corporation	12-13815 (MG)
STi CC 1, LLC	12-13816 (MG)
STi CC 2, LLC	12-13817 (MG)



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

ADMINISTRATIVE PROOF OF CLAIM

Name of Debtor (Check Only One): Case No. Name of Debtor: Case No.
[] The Vivaro Corporation 12-13810 [] TNW Corporation 12-13815
[] STi Prepaid, LLC 12-13811 [] STi CC 1, LLC 12-13816
[] STi Telecom, Inc. 12-13812 [] STi CC 2, LLC 12-13817
[] Kare Distribution, Inc. 12-13814

NOTE: This form should only be used to make a claim for an administrative expense claim arising on or after February 8, 2013 through and including June 27, 2014. IT SHOULD NOT BE USED FOR CLAIMS ARISING PRIOR TO FEBRUARY 8, 2013.

Name of Creditor (The person or other entity to whom the debtor owes money or property):

- [] Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
[] Check box if you have never received any notices from the bankruptcy court in this case.
[] Check box if the address differs from the address on the envelope sent to you by the court.

ADMINISTRATIVE CLAIM

Name and address where notices should be sent:

Telephone number:
Email Address:

Last four digits of account or other number by which creditor identifies debtor:

Check here if this claim
[] replaces
[] amends a previously filed claim, dated:

1. Basis for Claim:

- [] Goods sold
[] Medical Malpractice
[] Services performed
[] Money loaned
[] Personal injury/wrongful death
[] Taxes
[] Other

- [] Retiree benefits as defined in 11 U.S.C. § 1114(a)
[] Wages, salaries, and compensation (fill out below)

Last four digits of SS#:
Unpaid compensation for services performed from to (date) (date)

2. Date debt was incurred (must be on or after February 8, 2013):

3. If court judgment, date obtained:

4. Total Amount of Administrative Claim : \$

[] Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Secured Claim:

[] Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral:
[] Real Estate [] Motor Vehicle [] Other
Value of Collateral: \$

6. Offsets, Credits and Setoffs:

- [] All payments made on this claim by the Debtors have been credited and deducted from the amount claimed herein
[] This Claim is not subject to any setoff or counterclaim
[] This Claim is subject to setoff or counterclaim as follows:

7. Supporting Documents:

Attach copies of supporting document(s), such as promissory notes, contracts, security agreements, and evidence of perfection of liens. DO NOT SEND ORIGINAL DOCUMENTS.

8. This Administrative Proof of Claim:

- [] is the first filed proof of claim evidencing the claim asserted herein
[] supplements a proof of claim filed on or about
[] replaces/supersedes a proof of claim filed on

9. Assignment:

[] If the Claimant has obtained this claim by Assignment, a copy is attached hereto

THIS SPACE IS FOR COURT USE ONLY

Date

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

INSTRUCTIONS FOR ADMINISTRATIVE PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

----DEFINITIONS----

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Administrative Proof of Claim

A form telling the bankruptcy court how much the debtor owes the creditor at the time the form was filed (the amount of the creditor's claim) for claims arising after the date the bankruptcy case was filed.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owes a debt.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on that property.

Items to be completed in Administrative Proof of Claim form (if not already filled in)

Name of Debtor and Case Number:

If your claim form is not preprinted with the name of the debtor and the case number, fill in the name of the debtor in the bankruptcy case and the bankruptcy case number. If you received a notice of the case from the Court, this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed an administrative proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this administrative proof of claim replaces or changes an administrative proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in the last four digits of your social security number and the dates of work for which you were not paid.

2. Date Debt was Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Administrative Claim:

Fill in the total amount of the entire administrative claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim and attach copies of the documentation of your lien.

6. Offsets, Credits and Setoffs:

By signing this administrative proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

7. Supporting Documents:

You must attach to this administrative proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

A separate administrative proof of claim form must be filed against each debtor to assert a claim against that debtor. Please send the original, completed administrative proof of claim as follows:

By Mail: Vivaro Corporation Claims Processing, c/o GCG, Inc., PO Box 9944, Dublin, OH 43017-5944.

By Hand or Overnight Courier: Vivaro Corporation Claims Processing, c/o GCG, Inc., 5151 Blazer Parkway, Ste A, Dublin, OH 43017.

Any proof of claim submitted by facsimile or email will not be accepted.

All claims must be received on or before August 25, 2014 at 5:00 p.m. (Prevailing Eastern Time).