

Hearing Date and Time: December 21, 2016 at 10:00 a.m.
Objection Due Date and Time: December 14, 2016 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re Chapter 11
VIVARO CORPORATION, *et al.*, Case No. 12-13810 (MG)
Debtors. (Jointly Administered)
-----X

**AMENDED NOTICE OF HEARING ON FINAL APPLICATIONS FOR
COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES UNDER, *INTER ALIA*,
SECTIONS 330 AND 331 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that a hearing (the "**Hearing**") to consider the interim applications for compensation and reimbursement of expenses (the "**Fee Applications**") filed by certain professionals (collectively, the "**Applicants**") in the above-captioned Chapter 11 Cases of 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**"), shall be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, One Bowling Green, New York, New York on **December 21, 2016 at 10:00 a.m.** (prevailing Eastern Time) of that day (the "**Hearing Date**") or as soon thereafter as counsel can be heard. The Fee Applications scheduled to be heard at the Hearing and the amounts requested by the respective Applicants are as follows:

Applicant	Fees Requested for Final Interim Period (10/1/15 – 11/7/16)	Expenses Requested for Final Interim Period	Final Request for Total Fees and Expenses
Cozen O'Connor 277 Park Avenue New York, NY 10172 (212) 883-4900 Bankruptcy Counsel to the Debtors (Docket No. TBD)	\$548,894.00	\$7,558.98	Fees – \$902,866.50 Expenses - \$8,220.01

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<u>Applicant</u>	<u>Fees Requested for Final Interim Period (10/1/15 – 11/7/16)</u>	<u>Expenses Requested for Final Interim Period</u>	<u>Final Request for Total Fees and Expenses</u>
Herrick, Feinstein LLP 2 Park Avenue. New York, NY 10016 (212) 592-1400 Bankruptcy Counsel to the Debtors (Docket No. TBD)	\$46,114.50	\$1,656.15	Fees – \$2,544,714.50 Expenses - \$80,224.62
Arent Fox LLP 1675 Broadway New York, New York 10019 (212) 484-3900 Counsel to the Official Committee of Unsecured Creditors (Docket No. TBD)	\$582,696.00	\$35,016.40	Fees - \$4,925,452.50 Expenses - \$57,359.68
BDO Consulting, a division of BDO USA, LLP 100 Park Avenue New York, New York 10017 (212) 885-8000 Financial Advisors to the Official Committee of Unsecured Creditors (Docket No. TBD)	\$336,268.50	\$168.20	Fees – \$1,972,240.25 Expenses - \$2,054.43
UHY Advisors NY Inc. and UHY LLP 19 West 44th Street, 12th Floor New York, NY 10036 (212) 381-4700 Accounting and Tax Compliance Service Provider to the Debtors (Docket No. TBD)	\$85,953.00	\$245.00	Fees - \$517,022.00 Expenses – \$752.00

PLEASE TAKE FURTHER NOTICE that responses or objections to the Fee Applications, if any, must be in writing, shall conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General order M-242 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in

accordance with General Order M-242 upon (i) lead counsel for the Debtor, Cozen O'Connor, 277 Park Avenue, New York, NY 10172 (Attn: Frederick E. Schmidt, Jr.); (ii) counsel for Debtor, Herrick, Feinstein LLP, 2 Park Avenue, New York, New York 10016 (Attn.: Justin B. Singer, Esq.); (iii) counsel for the Official Committee of Unsecured Creditors, Arent Fox LLP, 1675 Broadway, New York, New York 10019 (Attn.: George Angelich, Esq.); (iv) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004, (Attn: Andy Velez-Rivera, Esq.); and (v) all parties who have timely filed requests for notice under Rule 2002 of the Bankruptcy Rules, so as to be received no later than **December 14, 2016 at 4:00 p.m.** (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that copies of the Fee Applications are available for inspection at the Office of the Clerk of the Court or at the offices of the respective Applicants during regular business hours upon telephonic request to the undersigned and are available on the Internet at <http://www.nysb.uscourts.gov> for those in possession of a PACER password.

Dated: New York, New York
November 21, 2016

COZEN O'CONNOR

By: /s/ Frederick E. Schmidt, Jr.

Frederick E. Schmidt, Jr.

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Attorneys for the Debtors and Debtors in Possession