

THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING THE DISCLOSURE STATEMENT AND PLAN PROPOSED BY THE DEBTORS AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS. YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

VIVARO CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 12-13810 (MG)

RECEIVED-FPSC
2016 AUG 19 AM 9:06
COMMISSION
CLERK

NOTICE OF (I) HEARING TO CONSIDER (A) FINAL APPROVAL OF DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES AND (B) CONFIRMATION OF PLAN; (II) VOTING DEADLINES AND PROCEDURES; AND (III) OBJECTION DEADLINES AND PROCEDURES

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Debtor Name	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)

NOTICE IS HEREBY GIVEN as follows:

1. On July 20, 2016, Vivaro Corporation and its affiliated debtors in the above-referenced chapter 11 cases (collectively, the “Debtors”) and the official committee of unsecured creditors appointed in the Debtors’ cases (the “Committee” or, together with the

COM _____
AFD _____
APA _____
ECO _____
ENG _____
GCL _____
IDM _____
TEL _____
CLK N.G.

Debtors, the “**Plan Proponents**”) filed a joint chapter 11 plan dated July 20, 2016 (as amended from time to time, the “**Plan**”) and a related disclosure statement dated July 20, 2016 (as amended from time to time, the “**Disclosure Statement**”), pursuant to § 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”).

2. On August 9, 2016, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the Disclosure Statement on a preliminary basis and the Plan Proponents’ proposed solicitation procedures and form of ballots (the “**Solicitation Procedures**”) on a final basis.

3. Any party in interest wishing to obtain a copy of the Disclosure Statement and/or the Plan or further information may contact the Garden City Group (i) by first class mail at Vivaro Ballot Processing, c/o GCG, P.O. Box 9944, Dublin, OH 43017-5944; (ii) by email at VVOTeam@gardencitygroup.com (please reference “Vivaro Corporation” in the subject line of your email); or (iii) by phone at (888) 421-9899. Interested parties may also examine the Disclosure Statement and the Plan free of charge at <http://cases.gcginc.com/vvo/>. In addition, the Disclosure Statement and Plan are on file with the Bankruptcy Court and may be examined by accessing the Bankruptcy Court’s website: www.nysb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

4. **Joint Hearing.** A hearing will be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 501 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, on **September 13, 2016, at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, to consider final approval of the Disclosure Statement and any objections thereto and to consider any other matter that may properly come before the Bankruptcy Court (the “**Disclosure Statement Hearing**”). A hearing to consider confirmation of the Plan and any objections thereto is scheduled to commence immediately following the Disclosure Statement Hearing (the “**Confirmation Hearing**”, and, together with the Disclosure Statement Hearing, the “**Joint Hearing**”). The Joint Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Joint Hearing or at an adjourned Joint Hearing. The time fixed for the Confirmation Hearing may be rescheduled by the Bankruptcy Court in the event that the Bankruptcy Court does not approve the Disclosure Statement at the Disclosure Statement Hearing or for any other reason. Notice of the rescheduled date or dates, if any, will be provided by an announcement at the Confirmation Hearing or at an adjourned Confirmation Hearing and will be available on the electronic case filing docket.

5. **Objections.** Any objections to the Disclosure Statement or the Plan must (i) be in writing, filed with the Clerk of the Bankruptcy Court together with proof of service thereof, (ii) set forth the name of the objector, and the nature and amount of any claim or interest asserted by the objector against the estate or property of the Debtors, (iii) state the legal and factual basis for such objection, and (iv) **be served upon the following parties so as to be so filed and received no later than 4:00 p.m. (prevailing Eastern Time) on September 9, 2016:** (a) the attorneys for the Debtors, Cozen O’Connor, 277 Park Avenue, New York, NY 10172 (Attn: Frederick E. Schmidt, Jr.); (b) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Andy Velez-Rivera); and (c)

the attorneys for the Official Committee of Unsecured Creditors, Arent Fox LLP, 1675 Broadway, New York, New York 10019-5820 (Attn: George P. Angelich).

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

6. **Voting Classes.** In accordance with §§ 1122 and 1123 of the Bankruptcy Code, the Plan contemplates classifying holders of Claims and Interests into various classes for all purposes, including with respect to voting on the Plan, as follows:

Class	Description	Treatment	Entitled to Vote
1	Priority Non-Tax Claims	Unimpaired	No (deemed to accept)
2	Secured Claims	Unimpaired	No (deemed to accept)
3	General Unsecured Claims	Impaired	Yes
4	Intercompany Claims	Impaired	No (deemed to reject)
5	Equity Interests	Impaired	No (deemed to reject)

7. **Voting Record Date and Voting Deadline.** August 8, 2016 is the record date (the “**Voting Record Date**”) for purposes of determining which creditors are entitled to vote on the Plan. Holders of Claims in Class 3 must return the Ballots to the Garden City Group as provided below. **For a vote to be counted, a creditor must (a) complete all the required information on the Ballot and (b) sign, date and return the completed Ballot by first class mail, overnight courier or hand delivery, so that it is actually received by the Garden City Group by no later than the Voting Deadline.**

8. **Voting Deadline.** All votes to accept or reject the Plan must be actually received by the Debtors’ solicitation agent, the Garden City Group, by no later than **5:00 p.m. prevailing Eastern Time (2:00 p.m. prevailing Pacific Time) on September 6, 2016** (the “**Voting Deadline**”). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote. Ballots must be returned by only one of the following methods; (i) via first class mail as set forth below; or (ii) via hand delivery or overnight courier as set forth below.

If sent by first class mail:

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

If sent by messenger or overnight courier:

Vivaro Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, OH 43017

9. **Parties in Interest Not Entitled to Vote.** Holders of unimpaired claims in Classes 1 and 2, and holders of impaired claims and equity interests in Classes 4 and 5 that are deemed to reject the Plan are not entitled to vote and will not receive a Ballot. Such holders will receive a Notice of Non-Voting Status rather than a Ballot. If you have timely filed a proof of claim and disagree with the Debtors' classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve on the parties identified in Paragraph 5 above and file with the Bankruptcy Court (with a copy to Chambers) a motion (a "**Temporary Allowance Motion**") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Temporary Allowance Motions must be filed on or before **August 30, 2016 at 4:00 p.m. (prevailing Eastern Time)**. As to any creditor filing a Temporary Allowance Motion, such creditor's Ballot will not be counted except as may be otherwise ordered by the Court. Temporary Allowance Motions that are not timely filed and served in the manner set forth above shall not be considered.

10. **Parties That Will Not Be Treated as Creditors.** Any holder of a claim that is scheduled in the Debtors' schedules of assets and liabilities, statements of financial affairs and schedules of executory contracts and unexpired leases at \$0, or in an unknown amount, or wholly as disputed, contingent, or unliquidated, and that has not filed a timely proof of claim, shall not be entitled to vote on the Plan and will not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Plan.

11. **Executory Contracts and Unexpired Leases.** All Executory Contracts and Unexpired Leases not (i) previously assumed pursuant to Final Order of the Bankruptcy Court; (ii) specifically designated as an executory contract or unexpired lease to be assumed in the Plan or in any Plan Supplement; or (iii) subject to a separate assumption notice or other motion filed by the Debtors under § 365 of the Bankruptcy Code prior to the Effective Date will be deemed rejected under the terms of a Confirmation Order.

12. **Plan Supplement.** The Debtors will file a Plan Supplement with the Bankruptcy Court. Copies of the Plan Supplement will be available for inspection at <http://cases.gcginc.com/vvo/>, the Office of the Clerk of the Bankruptcy Court, or the Court's website, www.nysb.uscourts.gov (a PACER account is required).

13. **Injunctions, Releases, and Exculpation.** Following confirmation, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction,

exculpation and discharge provisions set forth in Article IX of the Plan will become effective. It is important to read the provisions contained in Article IX of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan—which effectuates such provisions—will affect you and any Claim you may hold against the Debtors.

Dated: New York, New York
August 9, 2016

COZEN O'CONNOR
Attorneys for the Debtors and Debtors in Possession

By: /s/ Frederick E. Schmidt, Jr.
Frederick E. Schmidt, Jr.
277 Park Avenue
New York, NY 10172
(212) 883-4900
(646) 588-1552 (fax)
eschmidt@cozen.com

-and-

ARENT FOX LLP
Attorneys for the Official Committee of Unsecured Creditors

By: /s/ George P. Angelich
George P. Angelich
1675 Broadway
New York, NY 10019
(212) 484-3900
(212) 484-3990 (fax)
george.angelich@arentfox.com