



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK PROOF OF CLAIM

Name of Debtor (Check Only One): <input type="checkbox"/> Vivaro Corporation <input checked="" type="checkbox"/> Sti Prepaid, LLC <input type="checkbox"/> Sti Telecom Inc. <input type="checkbox"/> Kare Distribution, Inc.	Case No. (Case No. 12-13810) (Case No. 12-13811) (Case No. 12-13812) (Case No. 12-13814)	Name of Debtor (Check Only One): <input type="checkbox"/> TNW Corporation <input type="checkbox"/> STI CC 1, LLC <input type="checkbox"/> STI CC 2, LLC	Case No. (Case No. 12-13815) (Case No. 12-13816) (Case No. 12-13817)
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NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the Debtor owes money or property): WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

Name and address where notices should be sent:
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION
CHANDLER PLAZA BUILDING
1300 SOUTH EVERGREEN PARK DRIVE, SW
OLYMPIA, WA 98504

Telephone number:
Email Address:

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: _____

Filed on: _____ (If known)

Name and address where payment should be sent (if different from above):

Telephone number:
Email Address:

Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

RECEIVED
2013 JAN 20 PM 8:26
FINANCIAL SERVICES

1. Amount of Claim as of Date Case Filed: \$ 450.00

If all or part of the claim is secured, complete item 4.
If all or part of the claim is entitled to priority, complete item 5.

Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

2. Basis for Claim: Penalty assessed for filing regulatory report late.

(See instruction #2)

3. Last four digits of any number by which creditor identifies Debtor:
1 2 7 9

3a. Debtor may have scheduled account as:

(See instruction #3a)

3b. Uniform Claim Identifier (optional):

(See instruction #3b)

4. Secured Claim (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other	Describe: _____	Value of Property: \$ _____	Annual Interest Rate _____ % (when case was filed) <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable	Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____	Basis for perfection: _____	Amount of Secured Claim: \$ _____	Amount Unsecured: \$ _____
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5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the Debtor's business ceased, whichever is earlier - 11 U.S.C. § 507(a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).	Amount entitled to priority: \$ <u>450.00</u>
<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).	<input checked="" type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).	<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(__).	

*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: _____

8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor I am the creditor's authorized agent. I am the trustee, or the Debtor, or their authorized agent. (See Bankruptcy Rule 3004.) I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
- (Attach copy of power of attorney, if any.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Amy AndrewsTitle: Fiscal AnalystCompany: WA Utilities & Transportation Commission Amy Andrews 1-9-13

Address and telephone number (if different from notice address above):

(Signature)

(Date)

Telephone number: 360-664-1349email: aandrews@utc.wa.gov*Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.***INSTRUCTIONS FOR PROOF OF CLAIM FORM**

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, exceptions to these general rules may apply. The attorneys for the Debtors and their court-appointed claims agent, GCG, are not authorized and are not providing you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: IF BY MAIL: VIVARO CORPORATION CLAIMS PROCESSING, C/O GCG, INC., P.O. BOX 9944, DUBLIN, OH 43017-5944, IF 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 E-MAIL WILL NOT BE ACCEPTED.

THE GENERAL BAR DATE IN THESE CHAPTER 11 CASES IS FEBRUARY 1, 2013 AT 5:00 P.M. (PREVAILING EASTERN TIME)

THE GOVERNMENTAL BAR DATE IN THESE CHAPTER 11 CASES IS MARCH 4, 2013 AT 5:00 P.M. (PREVAILING EASTERN TIME)

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on September 5, 2012 (the "Petition Date"). You should select the Debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the Debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A Debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity to whom the Debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. § 101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the Debtor on the date of the bankruptcy filing. The creditor must file the form with GCG as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the Debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a Debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the Debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

INFORMATION**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive a date-stamped copy of your proof of claim form, please provide a self-addressed stamped envelope and a copy of your proof of claim form when you submit the original to GCG.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the Debtor. These entities do not represent the bankruptcy court or the Debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

Display of Proof of Claim on Case Administration Website

As the official claims agent, and in accordance with Federal Bankruptcy Rule 9037(g), GCG will display the first page of your proof of claim form on the case administration website. Please be aware that any personal information not otherwise redacted on your proof of claim form will be displayed over the internet.

ATTACHMENT A**List of Debtors and Case Numbers**

Indicate on the face of the Proof of Claim form the Debtor against which you assert a claim.

Choose only one Debtor for each Proof of Claim form.

Vivaro Corporation (Case No. 12-13810)

Sti Prepaid, LLC (Case No. 12-13811)

Sti Telecom Inc. (Case No. 12-13812)

Kare Distribution, Inc. (Case No. 12-13814)

TNW Corporation (Case No. 12-13815)

STi CC 1, LLC (Case No. 12-13816)

STi CC 2, LLC (Case No. 12-13817)

1279

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

**NOTICE OF PENALTIES INCURRED AND DUE
FOR VIOLATIONS OF LAWS AND RULES**

**PENALTY ASSESSMENT: UT-121009
PENALTY AMOUNT: \$450**

Sti Prepaid, LLC
1250 Broadway, 26th Floor
New York, NY 10001

According to the Commission's records, you have committed violations of two Commission rules: (1) Washington Administrative Code (WAC) 480-120-382, which requires competitively classified telecommunications companies to file annual reports with the Commission by May 1 each year and pay regulatory fees annually on that date. You are classified as a telecommunication company. Commission records show that you did not file an annual report or pay annual regulatory fees by May 1, 2012.

Revised Code of Washington (RCW) 81.04.405 authorizes the Commission to assess penalties of \$100 for violations of Commission rules. Each and every such violation shall be a separate and distinct offense and, in the case of a continuing violation, every day's continuance shall be and be deemed to be a separate and distinct violation. The Commission interprets noncompliance with WAC 480-120-382 as continuing violations, giving rise to penalties of \$100 for each day a company fails to make each requisite filing after the date on which it was due.

As a result, the Commission hereby notifies you that it has assessed penalties against you in the amount \$450 on the following basis:

On February 29, 2012, the Commission mailed 2011 Annual Report forms and 2012 Regulatory Fee packets to all telecommunication companies registered in Washington state. A letter from the commission's Executive Secretary David W. Danner, instructed these companies to file annual reports and pay regulatory fees by May 1, 2012. The letter stated failure to file the annual report by May 1 would result in a penalty and possible cancellation of the company's permit to operate in Washington. Those companies wishing to request an extension to file the annual report were asked to do so prior to April 24, providing a reason for the requested extension. You did not request an extension.

Sti Prepaid, LLC filed its annual report on May 25, 2012, which is 18 business days past the deadline of May 1. The penalty was mitigated from \$100 per day to \$25 per day for a total of \$450.

Your penalty is due and payable now. If you believe the violation did not occur, you may request a hearing to contest the penalty assessment. If there is a reason for the violation that you think should excuse you from the penalty, you may ask for mitigation (reduction) of this penalty. See RCW 81.04.405.

You have the right to present your request for review or further mitigation at a hearing, but you are not required to do so. If you do, the Commission will review the evidence supporting your request in an informal hearing, called a Brief Adjudicative Proceeding, before an administrative law judge. The administrative law judge will consider your plea and notify you of his or her decision.

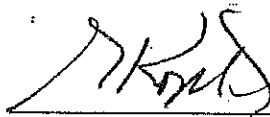
You must act within 15 days after receiving this notice to do one of the following:

- Pay the amount due.
- Request a hearing to contest the occurrence of the violations.
- Request mitigation to contest the amount of the penalty.

Please indicate your selection on the enclosed form and send it to the Washington Utilities and Transportation Commission, Post Office Box 47250, Olympia, Washington 98504-7250, **within FIFTEEN (15) days** after you receive this notice.

If you do not act within 15 days, the Commission may refer this matter to the Office of the Attorney General for collection. The Commission will then sue you to collect the penalty.

DATED at Olympia, Washington, and effective August 1, 2012.



GREGORY J. KOPTA
Administrative Law Judge



INVOICE

Utilities & Transportation Commission
1300 S. Evergreen Park Drive S.W.
Olympia, Washington 98504-7250
(360) 664-1349 Accounts Receivable
(360) 664-1289 Fax
Federal Tax ID: 91-6001121

DATE: August 2, 2012

AGENCY NO: 2150

INVOICE NO: 1279 - 1

TO: Accounts Payable
STI PREPAID LLC
1250 Broadway, 26th Floor
New York, NY, 10001

Reference	Docket Number	Due Date
A penalty assessment has been issued to you by Commission order.	UT-121009	08/22/2012
Description	Contact Name	Amount
Payment Due August 22, 2012.	Perkinson, Mathew	\$450.00
Balance Due		\$450.00

Detach here

Please return this portion with your payment

Name: STI PREPAID LLC

INVOICE NO: 1279 - 1

TOTAL DUE: \$450.00

Please remit payment to: Utilities and Transportation Commission
Attn: Financial Services
PO Box 47250
Olympia WA 98504-7250

Type of payment: (Do not send cash in the mail.)

Check Money order Credit card: AMEX Discover VISA Mastercard Exp date: Mo ____/Yr ____

_____|_____|_____|_____|_____|_____|_____|_____|_____|_____|_____|_____|_____|_____|_____|

Certification: I, the undersigned, under penalty for false statement, certify that the information is true, valid, and correct, that I am authorized to execute on behalf of the applicant, and that I agree to pay the total amount due according to the card issuer agreement.

Name, printed _____ *For information about online payments, see above.

Customer's signature _____ Date _____

AGENCY USE ONLY	
Receipt ID	
Payment ID	
Supplemental Info	
Amount Received	
Date Received	

If you have any questions concerning this invoice please call Accounts Receivable at 360-664-1349

Go Green! Pay your invoices online @ payments.utc.wa.gov



UTILITIES AND TRANSPORTATION
COMMISSION

Final Notice
INVOICE

Utilities & Transportation Commission
1300 S. Evergreen Park Drive S.W.
Olympia, Washington 98504-7250
(360) 664-1349 Accounts Receivable
(360) 664-1289 Fax
Federal Tax ID: 91-6001121

DATE: October 10, 2012

AGENCY NO: 2150

INVOICE NO: 1279 - 4

TO: Accounts Payable
STI PREPAID LLC
1250 Broadway, 26th Floor
New York, NY, 10001

Reference	Docket Number	Due Date
A penalty assessment has been issued to you by Commission order.	UT-121009	Due Upon Receipt
Description	Contact Name	Amount
Payment Due August 22, 2012.	Perkinson, Mathew	\$450.00
Balance Due		\$450.00

Detach here

Please return this portion with your payment

Name: STI PREPAID LLC

INVOICE NO: 1279 - 4

TOTAL DUE: \$450.00

Please remit payment to: Utilities and Transportation Commission
Attn: Financial Services
PO Box 47250
Olympia WA 98504-7250

Type of payment: (Do not send cash in the mail.)

Check Money order Credit card: AMEX Discover VISA Mastercard Exp date: Mo ___/Yr ___

Certification: I, the undersigned, under penalty for false statement, certify that the information is true, valid, and correct, that I am authorized to execute on behalf of the applicant, and that I agree to pay the total amount due according to the card issuer agreement.

Name, printed _____ *For information about online payments, see above.

Customer's signature _____ Date _____

AGENCY USE ONLY	
Receipt ID	
Payment ID	
Supplemental Info	
Amount Received	
Date Received	

If you have any questions concerning this invoice please call Accounts Receivable at 360-664-1349

Go Green! Pay your Invoices online @ payments.utc.wa.gov



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

Utilities and Transportation Division

1400 S Evergreen Park Drive SW • PO Box 40128 • Olympia WA 98504-0128 • (360) 664-1183

November 30, 2012

STI Prepaid, Inc.
1250 Broadway, 26th Floor
New York, NY 10001

RE: Notice of Intent to Send to Collections, Penalty Assessment No. UT-121009

Dear Sir or Madam:

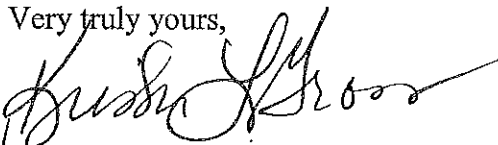
As you are aware, on August 1, 2012, the Washington Utilities and Transportation Commission issued a Penalty Assessment against STI Prepaid, Inc. in the amount of \$450 for violation of WAC 480-120-382, which requires competitively classified telecommunications companies to file an annual report with the Commission by May 1 each year. STI Prepaid, Inc. filed its annual report for 2011 on May 25, 2012, which is 18 business days past the deadline of May 1, and has incurred a penalty of \$450. The Commission sent STI Prepaid, Inc. a Second Notice on September 5, 2012, and a Final Notice on October 10, 2012.

The Commission has not received the \$450 payment due and owing.

This is to notify you that the Commission intends to forward your outstanding debt to a collection agency for collection. You likely will incur additional expenses and fees, including costs of collection, attorney's fees, and interest. These expenses and fees will be added to your outstanding \$450 balance.

If you have any questions about this letter or about the company's obligations under Commission rules, you may contact Sondra Walsh at (360) 664-1286.

Very truly yours,


SALLY BROWN
Senior Assistant Attorney General

cc: Sondra Walsh, Manager, UTC Finance and Facilities
Kim Anderson, UTC Financial Services
Amy Andrews, UTC Financial Services

