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Withdrawal
@ 4.19.12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TTG Acquisition Corporation
(Name of Corporation)

DOCUMENT NUMBER: F97000001429

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Kevin O'Halloran as Liquidating Trustee of Teltronics, Inc.
(Name of Person)

TTG Acquisition Corporation
(Firm/Company)

P.O. Box 723307
(Address)

Atlanta, GA 31139
(City/State and Zip code)

For further information concerning this matter, please call:

Carol Davis at (727) 538-4670
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

TTG Acquisition Corporation

(Name of Corporation)

F97000001429

(Document Number of Corporation (if known))

Delaware

(Incorporated Under Laws of)

See enclosed Bankruptcy Court Order dated March 1, 2012 for dissolution order on page 3.

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

P.O. Box 723307

(Mailing Address)

Atlanta, GA 31139

(City/ State /Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 APR 18 AM 9:30

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Carol Davis on behalf of Liquidating Trustee of the shareholder 4/13/2012
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary) (Date)

Carol Davis on behalf of Liquidating Trustee of the shareholder
(Typed or printed name of person signing)

(Title of person signing)

FILING FEE \$35

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION**

In re:

Chapter 11

TELTRONICS, INC.,

Case No. 8:11-bk-12150-KRM

Debtor.

**ORDER GRANTING DEBTOR'S EMERGENCY MOTION FOR
AUTHORITY TO ABANDON EQUITY INTERESTS IN TELTRONICS
LIMITED (UK), TELTRONICS TECHNICAL SERVICES LIMITED
(UK), 36371 YUKON INC. AND TTG ACQUISITION CORP.**

THIS CASE came on for hearing before the Court on February 15, 2012, at 2:00 p.m. (the "**Hearing**"), on the Debtor's Emergency Motion for Authority to Abandon Equity Interests in Teltronics Limited (UK), Teltronics Technical Services Limited (UK), 36371 Yukon Inc. and TTG Acquisition Corp. [Doc. No. 554] (the "**Motion**").¹ No objection to the Motion was filed with the Court or raised at the Hearing. At the Hearing, the Debtor orally modified the Motion to request that the Court approve the transfer of the Subsidiary Equity Interests in Teltronics Limited (UK) to Duncan John Anderson for the sum of \$1.00 in order to facilitate a liquidation of Teltronics Limited (UK) in the United Kingdom. Counsel for the Debtor also advised the Court that Teltronics Limited (UK) owned all of the equity interests in Teltronics Technical Services Limited (UK) and, thus, the Debtor was withdrawing any request for the Court to approve any transfer or abandonment of the equity interests in Teltronics Technical Services Limited (UK). At the Hearing, the Debtor further orally modified the Motion, by agreement of the parties at the Hearing, to request that the Court approve the transfer of the Subsidiary Equity

¹ Unless otherwise indicated, capitalized terms used herein shall have the meaning ascribed to such terms in the Motion.

Interests in 36371 Yukon Inc. and TTG Acquisition Corp. to the liquidating trust (the "**Liquidating Trust**") to be established under the Debtor's First Amended Plan of Reorganization under Chapter 11 of Title 11, United States Code dated as of January 9, 2012 (as modified, the "**Plan**").

The Court finds that due and sufficient notice of the Motion and the Hearing was provided to: (i) the Office of the United States Trustee for the Middle District of Florida, (ii) each of the Subsidiaries, (iii) the Committee and its counsel, and (iv) all parties set forth on the Local Rule 1007(d) Parties in Interest List for this case, and that no other or further notice is necessary.

The Court considered the Motion as orally modified by the Debtor at the Hearing (hereinafter, the "**Modified Motion**"), together with the record and the arguments of counsel at the Hearing, and being otherwise duly advised in the premises, and for the reasons announced on the record at the Hearing, which shall constitute the decision of the Court, it is

ORDERED:

1. The Modified Motion is GRANTED to the extent set forth below.
2. The Debtor is authorized and directed to transfer the Subsidiary Equity Interests in Teltronics Limited (UK) to Duncan John Anderson for consideration of \$1.00, with such transfer to be effective as of February 13, 2012.
3. Upon the Effective Date (as that term is defined in the Plan) of the Plan, the Subsidiary Equity Interests in 36371 Yukon Inc. and TTG Acquisition Corp. shall be deemed abandoned by the Debtor and transferred to the Liquidating Trust. The Debtor is authorized and directed to execute and deliver all documents and to take all appropriate actions necessary to evidence and consummate the transfer of the Subsidiary Equity Interests in 36371 Yukon Inc.

and TTG Acquisition Corp. to the Liquidating Trust. The Liquidating Trustee (as defined in the Plan) is authorized, without further order of the Court, to execute and deliver all documents and to take all appropriate actions necessary to effect the dissolution of 36371 Yukon Inc. and TTG Acquisition Corp. *

4. None of the Debtor, the Reorganized Debtor (as defined in the Plan), or the Liquidating Trust shall have any liability to the Subsidiaries or their successors or assigns in connection with the transfer or abandonment of the Subsidiary Equity Interests as provided in this Order. In addition, the transfer of the Subsidiary Equity Interests in 36371 Yukon Inc. and TTG Acquisition Corp. to the Liquidating Trust shall not be deemed a substantive consolidation of 36371 Yukon Inc. and TTG Acquisition Corp. into the Debtor or otherwise impose upon the Debtor, the Debtor's estate, the Reorganized Debtor or the Liquidating Trust any liability for any claims against 36371 Yukon Inc. and TTG Acquisition Corp. Accordingly, no creditor of 36371 Yukon Inc. and TTG Acquisition Corp. or their successors or assigns shall have any claim against the Debtor, the Debtor's estate, the Reorganized Debtor or the Liquidating Trust by virtue of any obligations or liabilities attributable to 36371 Yukon Inc. and TTG Acquisition Corp.

5. Notwithstanding anything to the contrary contained in the Motion or this Order, neither the Debtor nor the Liquidating Trust waives any claims against any of the Subsidiaries.

6. The notice given by the Debtor of the Motion and the Hearing complied with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.

DONE and ORDERED in Chambers in Tampa, Florida on March 01, 2012.

KRM

K. RODNEY MAY
United States Bankruptcy Judge

Copies provided by CM/ECF Service or U.S. Mail to:

Local Rule 1007(d) Parties in Interest List

Duncan John Anderson, Church Cottage High Street, Pavenham Bedfordshire MK43 7NJ

Kevin O'Halloran, Liquidating Trustee, Newbridge Management, LLC, 1720 Peachtree Street,
Suite 425N, Atlanta, Georgia 30309