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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

***EX PARTE* APPLICATION TO SHORTEN
NOTICE OF EMERGENCY MOTION FOR ENTRY OF AN ORDER AUTHORIZING
AND APPROVING GLOBAL SETTLEMENT AND RELEASE AGREEMENT AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases (the “Chapter 11 Cases”), hereby make this *ex parte* application (the “Motion”), for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), pursuant to section 105(a) of title 11 of the United States Code

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artidium Group Ltd. (f/k/a Artidium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artidium N.V.). The Debtors’ corporate headquarters is located at 1185 Avenue of the Americas, 2nd Floor, New York, NY 10036.

(the “Bankruptcy Code”), Rule 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 9006-1(b) and 9077-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (“Local Bankruptcy Rules”), scheduling an expedited hearing and shortening the notice period with respect to that portion of the *Emergency Motion for Entry of an Order Authorizing and Approving Global Settlement and Release Agreement* filed substantially contemporaneously herewith (the “9019 Motion”) solely as it relates to entry of the proposed order (the “9019 Order”) attached as an exhibit to the 9019 Motion, and setting the deadline for filing objections thereto.² The relief requested herein was discussed with the Court at the hearing scheduled on June 28, 2022. *See In re Pareteum Corporation, et al.*, Case No. 22-10615 (LGB), Jun. 28, 2022 Hr’g Tr. For the reasons set forth on the record during the hearing, the Court indicated that it would set the hearing for **July 7, 2022 at 10:30 a.m. (prevailing Eastern Time)** if the 9019 Motion was filed on or before June 30, 2022.

In support of this Motion, the Debtors respectfully submit the Declaration of Thaddeus R. Wilson, Esq., a copy of which is attached hereto as **Exhibit B** (the “Wilson Declaration”). In further support of the Motion, the Debtors, by and through their undersigned counsel, respectfully represent:

JURISDICTION AND VENUE

1. This United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.) (the “Amended Standing Order”). This is a core proceeding under 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by the Court

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the 9019 Motion.

in connection with the Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue of this Chapter 11 Case and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

3. The predicates for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 9006(c)(1), and Local Bankruptcy Rules 9006-1(b) and 9077.

BACKGROUND

A. General Background

4. On May 15, 2022 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the Court. The Debtors have continued in possession of their properties and have continued to operate and manage their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 18, 2022, the Court entered an order [Docket No. 37] authorizing the joint administration and procedural consolidation of the chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request has been made for the appointment of a trustee or examiner in these cases.

5. On May 24, 2022, the United States Trustee for Region 2 (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Committee”). *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 52].

6. The factual background relating to the Debtors’ commencement of these cases is set forth in detail in the *Declaration of Laura W. Thomas in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [ECF No. 3] (the “First Day Declaration”) filed on the Petition Date and incorporated herein by reference.

RELIEF REQUESTED

7. By this Motion, the Debtors seek entry of an order, substantially in the form of the Proposed Order, shortening the time required for notice so that the 9019 Motion requesting entry of the proposed 9019 Order may be heard on **July 7, 2022 at 10:30 a.m. (prevailing Eastern Time)** (the “Hearing”), and requiring that objections to the 9019 Motion, if any, be filed and served so that they are received by **July 6, 2022, at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).

BASIS FOR RELIEF

8. The Debtors are, absent an order shortening time, required to file and serve the 9019 Motion at least 21 days prior to the relevant hearing on the 9019 Motion. *See* Bankr. R. 2002(a)(3). However, Bankruptcy Rule 9006(c)(1) provides that this Court may, “for cause shown,” exercise its discretion its discretion to enter an order reducing the required notice period for a motion. Fed. R. Bankr. P. 9006(c)(1). Additionally, Local Bankruptcy Rule 9006-1(b) provides that, “[e]xcept as otherwise ordered by the court, or required by the Bankruptcy Rules, all [non-discovery-related] motion papers shall be served at least (14) days before the return date.” Local Bankr. R. 9006-1(b) (emphasis added).

9. The Debtors submit that “cause” exists here to reduce the notice period on the 9019 Motion because time is of the essence.

10. Time is of the essence because approval of the Agreement prior to July 12, 2022 (*i.e.*, the outside Closing Date of the Stalking Horse Agreement) is integral to the Sale Transaction contemplated by the Bidding Procedures Order, and the Agreement, which resolves (among other things) the Committee’s sale-related objections and challenge rights, needs to be approved before the Transaction closes. Moreover, because the Debtors’ liability insurance policy

for its directors and officers will expire on July 12, 2022 and the Debtors do not have the \$1.6 million it will cost to extend the policy, it is critical that the Debtors close the Sale Transaction on or before July 12, 2022.

11. Based on these and other factors discussed at the June 28, 2022, hearing, the Court indicated that it would hear the 9019 Motion on an expedited basis if the Debtors filed the 9019 Motion on or before June 30, 2022. The Debtors have met the Court's requested timeline by filing the 9019 on June 30, 2022.

12. Accordingly, the Debtors request that the Court find that cause exists to modify the requirement of Bankruptcy Rule 2002(a)(3) that all creditors receive 21-days' notice of the hearing on the 9019 Motion in order to expedite the hearing on the 9019 Motion.

13. The Committee and the Prepetition Secured Parties have consented to the request for expedited relief.

NOTICE

14. The Debtors will provide notice of this Motion to the following parties and/or their respective counsel, as applicable: (a) the U.S. Trustee; (b) counsel to the administrative agent under the DIP credit facility, DLA Piper LLP (US), 1251 Avenue of the Americas, 27th Floor, New York, NY 10153, Attn: Jamila Justine Willis (jamila.willis@us.dlapiper.com) and Nadia Saleem (Nadia.Saleem@us.dlapiper.com); (c) counsel to the administrative agent under the Debtors' Prepetition Senior Notes, DLA Piper LLP (US), 1251 Avenue of the Americas, 27th Floor, New York, NY 10153, Attn: Jamila Justine Willis (jamila.willis@us.dlapiper.com) and Nadia Saleem (Nadia.Saleem@us.dlapiper.com); (d) counsel to the administrative agent under the Junior Convertible Notes, Montgomery McCracken Walker & Rhoads LLP, 437 Madison Avenue, New York, NY 10022, Attn: Maura Russell (mrussell@mmwr.com) and David Banker (dbanker@mmwr.com); (e) counsel to the Stalking Horse Bidders, DLA Piper LLP (US), 1251

Avenue of the Americas, 27th Floor, New York, NY 10153, Attn: Jamila Justine Willis (jamila.willis@us.dlapiper.com) and Nadia Saleem (Nadia.Saleem@us.dlapiper.com) and Montgomery McCracken Walker & Rhoads LLP, 437 Madison Avenue, New York, NY 10022, Attn: Maura Russell (mrussell@mmwr.com) and David Banker (dbanker@mmwr.com); (f) proposed counsel to the Official Committee of Unsecured Creditors, Sidley Austin LLP, 787 Seventh Avenue, New York NY 10019 (Attn: Michael G. Burke, mgburke@sidley.com); (g) the parties identified on the Debtors' consolidated list of 30 largest unsecured creditors; (h) the United States Attorney's Office for the Southern District of New York; (i) the Internal Revenue Service; (j) the Securities and Exchange Commission; (k) the attorneys general for the states where the Debtors conduct business operations; (l) the Federal Communications Commission; and (m) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

15. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully requests that the Court (a) enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein, and (b) grant such other and further relief as may be just and proper.

Dated: June 30, 2022
New York, New York

/s/ Thaddeus D. Wilson

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and Debtors in Possession*

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**EX PARTE ORDER SHORTENING NOTICE OF THE
DEBTOR'S EMERGENCY MOTION FOR ENTRY OF AN ORDER AUTHORIZING
AND APPROVING GLOBAL SETTLEMENT AND RELEASE AGREEMENT AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the *ex parte* application (the “Motion”)² of the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases (the “Chapter 11 Case”) for entry of an order (this “Order”) scheduling an expedited hearing and shortening the notice period with respect to the *Emergency Motion for Entry of an Order Authorizing and Approving Global Settlement and Release Agreement* (the “9019 Motion”) solely as it relates to entry of the proposed order (the “9019 Order”) attached as an exhibit to the 9019 Motion, and setting the deadline for filing objections thereto; and upon the Wilson Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the 9019 Motion.

III of the United States Constitution; and the Court having found that venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and the Court having reviewed the Motion and the Wilson Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, its estate, creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion and the Wilson Declaration establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. A hearing to consider the relief requested in the 9019 Motion solely as it relates to the entry of the proposed 9019 Order will be held on **July 7, 2022 at 10:30 a.m. (prevailing Eastern Time)** before the Honorable Lisa G. Beckerman.
3. The objection deadline to respond to or object to the relief requested in the 9019 Motion is **July 6, 2022, at 4:00 p.m. (prevailing Eastern Time)**.
4. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted in this Order.
5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

[END OF ORDER]

New York, New York

Dated: _____, 2022

THE HONORABLE LISA G. BECKERMAN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Wilson Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**DECLARATION OF THADDEUS D. WILSON
IN SUPPORT OF DEBTORS' *EX PARTE* APPLICATION TO SHORTEN
NOTICE OF EMERGENCY MOTION FOR ENTRY OF AN ORDER AUTHORIZING
AND APPROVING GLOBAL SETTLEMENT AND RELEASE AGREEMENT AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

I, Thaddeus D. Wilson, being duly sworn, state the following under penalty of perjury:

1. I am a partner of the law firm of King & Spalding LLP ("K&S"), which maintains offices at 1180 Peachtree Street NE, Atlanta, GA 30309. I am an attorney admitted to practice law in the State of Georgia. K&S is proposed special corporate and DIP financing counsel to the above-captioned debtors and debtors in possession in these chapter 11 cases (collectively, the "Debtors").

2. I make this declaration (the "Declaration"), pursuant to Rule 9077-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), in support of the Debtors' *Ex Parte Application to Shorten Notice of Emergency Motion for Entry of an Order Authorizing and Approving Global Settlement and Release Agreement* (the "Motion").²

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artidium Group Ltd. (f/k/a Artidium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artidium N.V.). The Debtors' corporate headquarters is located at 1185 Avenue of the Americas, 2nd Floor, New York, NY 10036.

² Capitalized terms not defined herein shall have the meanings given to them in the Motion.

3. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and, if called as a witness, I would testify competently as to the foregoing.

4. Time is of the essence because approval of the Agreement prior to July 12, 2022 (*i.e.*, the outside Closing Date of the Stalking Horse Agreement) is integral to the Sale Transaction contemplated by the Bidding Procedures Order, and the Agreement, which resolves the Committee's sale-related objections and challenge rights, needs to be approved before the Transaction closes. Moreover, because the Debtors' liability insurance policy for its directors and officers will expire on July 12, 2022 and the Debtors do not have the \$1.6 million it will cost to extend the policy, it is critical that the Debtors close the Sale Transaction on or before July 12, 2022.

5. I believe the above constitutes cause to justify shortening the notice period required to consider the relief sought in the Motion.

6. The Committee and the Prepetition Secured Parties have consented to the request for expedited relief. Under these circumstances, the Debtors do not believe that a reduction of the notice period will unduly prejudice any party in interest. The Debtors believe that the notice proposed in the Motion is adequate in light of the relief being sought in the 9019 Motion.

7. No previous application for similar relief has been made.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: New York, New York
June 30, 2022

/s/ Thaddeus D. Wilson
Thaddeus D. Wilson