

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

Chapter 11

In re:

PARETEUM CORPORATION, *et al.*,¹

Debtors.

Case No. 22-10615 (LGB)

(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF KING & SPALDING LLP AS SPECIAL COUNSEL
FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “**Application**”),² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 327(e) of title 11 of the United States Code (the “**Bankruptcy Code**”), Bankruptcy Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), for entry of an order authorizing the Debtors to retain King & Spalding LLP as special corporate and DIP financing counsel to the Debtors with respect to the K&S Services, effective *nunc pro tunc* to the Petition Date, all as more fully set forth in the Application; and upon the declaration of Thaddeus D. Wilson, a partner of the law firm of King & Spalding LLP, attached to the Application as **Exhibit B** (the “**Wilson Declaration**”), and this Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of

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.; Artilium Group Ltd. (f/k/a Artilium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artilium N.V.). The Debtors’ corporate headquarters is located at 1185 Avenue of the Americas, 2nd Floor, New York, NY 10036.

² Capitalized terms used but not defined in this Order shall have the meanings ascribed to them in the Application.



the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Application having been provided to the Notice Parties, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and this Court having determined that no hearing is necessary on the Application absent the filing of an objection; and the Court having considered the Wilson Declaration, filed contemporaneously with the Application, and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their creditors, and all parties in interest, and that the legal and factual bases set forth in the Application 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 therefor, it is HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The Debtors are authorized to retain King & Spalding LLP as special corporate and DIP financing counsel to the Debtors with respect to the K&S Services, effective *nunc pro tunc* to the Petition Date, and King & Spalding LLP is authorized to perform the K&S Services described in the Application.
5. King & Spalding LLP shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the K&S Services in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.
6. King & Spalding LLP shall be compensated in accordance with, and shall file interim and final fee applications for allowance of its compensation and expenses and shall be

subject to, sections 330 and 331 of the Bankruptcy Code, as well as the Bankruptcy Rules, Local Rules, and any further orders of the Court.

7. Notwithstanding anything in the Application or the engagement letter, dated May 6, 2022 between King & Spalding LLP and the Debtors (the “**Engagement Letter**”) to the contrary, King & Spalding LLP will not bill for secretarial overtime or word processing services.

8. Notwithstanding anything in the Application or the Engagement Letter to the contrary, King & Spalding LLP shall (i) to the extent that King & Spalding LLP uses the services of independent contractors, subcontractors or employees of foreign affiliates or subsidiaries (collectively, the “**Contractors**”) in these cases, King & Spalding LLP shall pass-through the cost of such Contractors to the Debtors at the same rate that King & Spalding LLP pays the Contractors; (ii) seek reimbursement for actual costs only; and (iii) ensure that the Contractors are subject to the same conflict checks as required for the King & Spalding LLP and (iv) shall file with the Court such disclosures required by Bankruptcy Rule 2014.

9. Prior to any increases in King & Spalding LLP’s rates, King & Spalding LLP shall file a supplemental affidavit with the Court and provide ten business days’ notice to the Debtors, counsel to the U.S. Trustee, counsel to any official committee, and counsel to the administrative agent under the Debtors’ DIP Facility, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to the rate increase. The U.S. Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

10. Notice of the Application as provided therein is good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(h) and the Local Rules are satisfied by such notice.

11. Notwithstanding any provision in the Bankruptcy Rules to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order in accordance with the Application.

13. In the event of any inconsistency between the Application and this Order, the terms of this Order shall govern.

14. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: July 1, 2022
New York, New York

/s/ Lisa G. Beckerman

THE HONORABLE LISA G. BECKERMAN
UNITED STATES BANKRUPTCY JUDGE