

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

In re:

PARETEUM CORPORATION, *et al.*,  
Debtors.<sup>1</sup>

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**CONSENT ORDER GRANTING DEBTORS' FIRST OMNIBUS  
OBJECTION TO CLAIMS OF CERTAIN EQUITY SECURITIES HOLDERS**

**[Claim No.: 77]**

Upon the first omnibus claim objection [Docket No. 336] (the “First Omnibus Claims Objection”)<sup>2</sup> of the Debtors for entry of an order (this “Consent Order”), pursuant to sections 105(a), 502 and 510(b) of the Bankruptcy Code and Bankruptcy Rule 3007, subordinating and reclassifying the above-referenced claim filed by Sabby Volatility Warrant Master Fund, Ltd. (the “Claimant”) for damages arising from the purchase or sale of the Debtors’ securities (the “Claim”) as equity interests, so that such Claim is classified as a Class 5 – Interest under the Plan; and upon the declaration of Anthony M. Saccullo, Esq. (the “Saccullo Declaration”), the Wind-Down Officer and Liquidating Trustee of the Liquidating Trust (as those terms are defined in the *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 374, Ex. A]), submitted in support of the First Omnibus Claims Objection; and this Court having jurisdiction to consider the First Omnibus Claims Objection and the relief requested

<sup>1</sup> 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 mailing address of the Debtors, solely for the purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, Crimson King Drive, 2nd Floor, Bear, DE 19701.

<sup>2</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the First Omnibus Claims Objection.



therein; and it appearing that venue of these chapter 11 cases and this First Omnibus Claims Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and good and sufficient notice of the First Omnibus Claims Objection having been provided; and no other or further notice need be given; and following discussions between counsel for the Liquidating Trustee and counsel for the Claimant regarding a consensual resolution of the First Omnibus Claims Objection as it relates to the Claim, and upon agreement by such parties to the terms of this Consent Order, and this Court having reviewed the First Omnibus Claims Objection, the Saccullo Declaration, and the terms of this Consent Order; it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The First Omnibus Claims Objection is GRANTED with respect to the Claim as provided herein.
2. The Claim is reclassified in its entirety so as to be included in Class 5 - Interests under the Plan.
3. Each claim and the objection by the Debtors to each claim in the First Omnibus Claims Objection, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Consent Order shall be deemed a separate order with respect to each claim. Any stay of this Consent Order shall apply only to the contested matter which involves such creditor and shall not act to stay the applicability or finality of this Consent Order with respect to the contested matters covered hereby.
4. The claims agent retained in these chapter 11 cases is authorized to reflect the reclassified Claim on the official claims register maintained for the Debtors' cases.

5. Nothing herein shall prejudice (i) the Liquidating Trustee's right to object further to any claim on any basis not asserted in the First Omnibus Claims Objection; or (ii) the Claimant's right to respond to or contest any such further objection.

6. Nothing herein shall constitute a determination regarding, or prejudice the rights of the Claimant against the Debtors' estates (and any successor in interest thereof, including the Liquidating Trust) to the extent of any available insurance that covers the Claim.

7. The Liquidating Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Consent Order.

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

Dated: New York, New York  
November 23, 2022

/s/ Lisa G. Beckerman

HONORABLE LISA G. BECKERMAN  
UNITED STATES BANKRUPTCY JUDGE