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

In re:

PARETEUM CORPORATION,

Debtor.

Tax I.D. No.: 95-4557538

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

PARETEUM NORTH AMERICA CORP
(F/K/A ELEPHANT TALK NORTH
AMERICA CORP.),

Debtor.

Tax I.D. No.: 46-2219623

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

DEVICESCAPE HOLDINGS, INC.,

Debtor.

Tax. I.D. No.: 52-2322909



In re:

IPASS, INC.,

Debtor.

Tax I.D. No.: 93-1214598

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

IPASS IP LLC,

Debtor.

Tax I.D. No.: 83-1192550

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

PARETEUM EUROPE B.V.,

Debtor.

Tax I.D. No.: N/A

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

ARTILIUM GROUP LTD.
(F/K/A ARTILIUM PLC),

Debtor.

Tax I.D. No.: N/A

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

PARETEUM ASIA PTE. LTD.,

Debtor.

Tax I.D. No.: N/A

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

PARETEUM N.V. (F/K/A ARTILIUM N.V.),

Debtor.

Tax I.D. No.: N/A

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

The debtors and debtors in possession (collectively, the "Debtors") in the above-captioned Chapter 11 cases (the "Chapter 11 Cases") respectfully state the following in support of this motion (this "Motion"):

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), directing procedural consolidation and joint administration of these chapter 11 cases. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern District of New York (the “Court”) maintain one file and one docket for all of the jointly administered cases under the case of Pareteum Corporation and that the cases be administered under a consolidated caption, as follows:

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

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

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. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors' cases other than the case of Pareteum Corporation ("Pareteum"):

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Pareteum Corporation, No. [22-____ ()]; Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.), No. [22-____ ()]; Devicescape Holdings, Inc., No. [22-____ ()]; iPass, Inc., No. [22-____ ()]; iPass IP LLC, No. [22-____ ()]; Pareteum Europe B.V. , No. [22-____ ()]; Artilium Group Ltd. (f/k/a Artilium PLC), No. [22-____ ()]; Pareteum Asia Pte. Ltd. No. [22-____ ()]; and Pareteum N.V. (f/k/a Artilium N.V.), No. [22-____ ()]. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 22-[____] ([____]).**

4. The Debtors also seek authority to file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the United States Trustee for the Southern District of New York (the "U.S. Trustee"), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

Jurisdiction and Venue

5. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York, dated February 1, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), to the entry of a final order by the Court in connection with this 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.

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The bases for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

Background

8. Pareteum is a publicly held, leading edge, global provider of mobile networking software solutions and services for communications service providers and enterprise retail customers. It has operations in North America, Latin America, Europe, Middle East, Africa, and the Asia-Pacific region. Pareteum provides a one-stop solution for a full suite of mobile, fixed, and convergent telecommunication software services. Pareteum’s unique platform connects people and devices around the world using a secure, ubiquitous, and highly scalable solution to deliver data, voice, video, SMS/text messaging, media, and content enablement to its customers. Every day, millions of people around the world utilize Pareteum’s global cloud communications software platform to enhance their mobile experience and provide value to their employees and customers.

9. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description surrounding the facts and circumstances of these Chapter 11 Cases is set forth in the *Declaration of Laura W. Thomas in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”), filed contemporaneously with this Motion.¹

10. The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request

¹ Capitalized terms not defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

for the appointment of a trustee or examiner has been made in these Chapter 11 Cases, and no committees have been appointed or designated.

Basis for Relief

11. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against... a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtors are a group of “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

12. Section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

13. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple, related debtors. *See, e.g., In re Deluxe Entertainment Services Group, Inc.*, No. 19-23774 (RDD) (Bankr. S.D.N.Y. Oct. 9, 2019) (ordering joint administration of the debtors’ cases); *In re Barneys New York, Inc.*, No. 19-36300 (CGM) (Bankr. S.D.N.Y. Aug. 7, 2019) (same); *In re Hollander Sleep Products, LLC*, No. 19-11608 (MEW) (Bankr. S.D.N.Y. May 22, 2019) (same); *In re Sungard Availability Services Capital, Inc.*, No. 19-22915 (RDD) (Bankr. S.D.N.Y. May 2, 2019) (same); *In re Windstream Holdings, Inc.*, No. 19-22312 (RDD) (Bankr. S.D.N.Y. Feb 8, 2019) (same).²

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

14. Given the integrated nature of the Debtors' operations, joint administration of these Chapter 11 Cases will provide significant administrative convenience without harming the substantive rights of any party-in-interest. Many of the motions, hearings, and orders in these Chapter 11 Cases will affect each Debtor entity. The entry of the Order directing joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the U.S. Trustee and all parties-in-interest to monitor these chapter 11 cases with greater ease and efficiency.

15. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties-in-interest will not be harmed by the relief requested; instead, parties-in-interest will benefit from the cost reductions associated with the joint administration of these Chapter 11 Cases. Accordingly, the Debtors submit that the joint administration of these Chapter 11 Cases is in the best interests of their estates, their creditors, and all other parties-in-interest.

Motion Practice

16. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Motion. Accordingly, the Debtors submit that this Motion satisfies Local Rule 9013-1(a).

Notice

17. 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), Shmuel Klahr (Shmuel.klahr@us.dlapiper.com), Nadia Saleem (Nadia.Saleem@us.dlapiper.com), and Gregory Juell (gregory.juell@us.dlapiper.com); (c) counsel to the administrative agent under the Bridge

Loan, DLA Piper LLP (US), 1251 Avenue of the Americas, 27th Floor, New York, NY 10153, Attn: Jamila Justine Willis (jamila.willis@us.dlapiper.com), Shmuel Klahr (Shmuel.klahr@us.dlapiper.com), Nadia Saleem (Nadia.Saleem@us.dlapiper.com), and Gregory Juell (gregory.juell@us.dlapiper.com); (d) 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), Shmuel Klahr (Shmuel.klahr@us.dlapiper.com), Nadia Saleem (Nadia.Saleem@us.dlapiper.com), and Gregory Juell (gregory.juell@us.dlapiper.com); (e) counsel to the administrative agent under the Junior Convertible Notes, Attn: Geoffrey van der Hauw (g.van.der.hauw@lexence.com); (f) counsel to the Stalking Horse Bidders, (i) DLA Piper LLP (US), 1251 Avenue of the Americas, 27th Floor, New York, NY 10153, Attn: Jamila Justine Willis (jamila.willis@us.dlapiper.com), Shmuel Klahr (Shmuel.klahr@us.dlapiper.com), Nadia Saleem (Nadia.Saleem@us.dlapiper.com), and Gregory Juell (gregory.juell@us.dlapiper.com), and (ii) Geoffrey van der Hauw (g.van.der.hauw@lexence.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

18. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: May 15, 2022
New York, New York

PARETEUM CORPORATION, *ET AL.*
Debtors and Debtors in Possession
By their Proposed Counsel
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Frank A. Oswald
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Exhibit A

Proposed Order

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

In re:

PARETEUM CORPORATION,

Debtor.

Tax I.D. No.: 95-4557538

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

PARETEUM NORTH AMERICA CORP
(F/K/A ELEPHANT TALK NORTH
AMERICA CORP.),

Debtor.

Tax I.D. No.: 46-2219623

Chapter 11

Case No.: 22-____ ()

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In re:

DEVICESCAPE HOLDINGS, INC.,

Debtor.

Tax. I.D. No.: 52-2322909

In re:

IPASS, INC.,

Debtor.

Tax I.D. No.: 93-1214598

Chapter 11

Case No.: 22-____ ()

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In re:

IPASS IP LLC,

Debtor.

Tax I.D. No.: 83-1192550

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

PARETEUM EUROPE B.V.,

Debtor.

Tax I.D. No.: N/A

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

ARTILIUM GROUP LTD.
(F/K/A ARTILIUM PLC),

Debtor.

Tax I.D. No.: N/A

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

PARETEUM ASIA PTE. LTD.,

Debtor.

Tax I.D. No.: N/A

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

In re:

PARETEUM N.V. (F/K/A ARTILIUM N.V.),

Debtor.

Tax I.D. No.: N/A

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), directing the joint administration of the Chapter 11 Cases for procedural purposes only, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York, dated February 1, 2012; and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. [22-____ ()].

3. The caption of the jointly administered cases should read as follows:

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

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-____ ()

(Joint Administration Requested)

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.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors, other than Pareteum Corporation, to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint

administration of the chapter 11 cases of: Pareteum Corporation, No. [22-____ ()]; Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.), No. [22-____ ()]; Devicescape Holdings, Inc., No. [22-____ ()]; iPass, Inc., No. [22-____ ()]; iPass IP LLC, No. [22-____ ()]; Pareteum Europe B.V. , No. [22-____ ()]; Artilium Group Ltd. (f/k/a Artilium PLC), No. [22-____ ()]; Pareteum Asia Pte. Ltd. No. [22-____ ()]; and Pareteum N.V. (f/k/a Artilium N.V.), No. [22-____ ()]. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 22-[____] ([____]).**

6. The Debtors shall maintain, and the Clerk of the Court shall keep, with the assistance of the notice and claims agent retained by the Debtors in these Chapter 11 Cases, one consolidated docket, one file, and one consolidated service list.

7. The Debtors shall file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the U.S. Trustee, in accordance with the applicable Instructions for UST Form 11-MOR: Monthly Operating Report and Supporting Documentation.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these Chapter 11 Cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion, and the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules of this Court are satisfied by such notice.

11. Notwithstanding anything to the contrary, the terms and conditions of this Order

are immediately effective and enforceable upon its entry.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

New York, New York

Dated: _____, 2022

THE HONORABLE [_____]]
UNITED STATES BANKRUPTCY JUDGE