

TOGUT, SEGAL & SEGAL LLP
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Frank A. Oswald
Brian F. Moore
Amy M. Oden

*Counsel to the Debtors
and Debtors in Possession*

**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)

**DEBTORS' APPLICATION FOR AN ORDER
(I) APPROVING CERTAIN KEY DATES
RELATING TO CONFIRMATION OF THE DEBTORS' PLAN, INCLUDING
SCHEDULING A COMBINED HEARING TO CONSIDER APPROVAL
OF DEBTORS' DISCLOSURE STATEMENT AND PLAN; (II) APPROVING
THE FORM AND MANNER OF COMBINED HEARING NOTICE;
(III) APPROVING DEBTORS' DISCLOSURE STATEMENT ON A PROVISIONAL
BASIS; (IV) APPROVING (A) PROCEDURES FOR SOLICITATION, (B) FORMS
OF BALLOTS, (C) PROCEDURES FOR TABULATION OF VOTES;
AND (D) PROCEDURES FOR OBJECTIONS; AND (V) ESTABLISHING
A BAR DATE FOR FILING ADMINISTRATIVE CLAIMS ARISING
FROM THE PETITION DATE THROUGH AND INCLUDING AUGUST 31, 2022**

TO THE HONORABLE LISA G. BECKERMAN,
UNITED STATES BANKRUPTCY JUDGE:

Pareteum Corporation ("Pareteum") and certain of its affiliates, as debtors
and debtors in possession (the "Debtors") in the above-captioned cases (the "Chapter 11")

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 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.



Cases”), hereby submits this application (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Procedures Order”), pursuant to sections 105, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3016, 3017, 3018, 3020, and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 3017-1, 3018-1, and 3020-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”):

(i) approving the Plan Confirmation Schedule (as defined below), including scheduling a combined hearing (the “Combined Hearing”) to consider (a) final approval of the *Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates*, filed on August 4, 2022 [Docket No. 269] (as it may be amended, modified, and / or supplemented from time to time, the “Disclosure Statement”), and (b) confirmation of the *Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates*, filed on August 4, 2022 [Docket No. 268] (as it may be amended, modified, and / or supplemented from time to time, “Plan”);²

(ii) approving the Combined Hearing Notice (as defined below), including the form and manner of service thereof;

(iii) approving the adequacy of the Disclosure Statement on a provisional basis pending final approval at the Combined Hearing;

(iv) approving (a) the procedures for solicitation of votes on the Plan (the “Solicitation Procedures”); (b) the form of the Ballot (as defined below) to be distributed in connection with solicitation; (c) the Tabulation Procedures (as defined

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan or Disclosure Statement, as applicable.

below); and (d) the procedures for obtaining copies of the Plan and Disclosure Statement and for filing objections to final approval of the Disclosure Statement and confirmation of the Plan; and

(v)(a) establishing an interim bar date for filing Administrative Claims (as defined below) arising from the Petition Date (as defined below) through and including August 31, 2022 and (b) approving the form and manner of notice thereof.

In support of this Motion, the Debtors rely upon and incorporate by reference, as if fully stated herein, the *Declaration of Laura W. Thomas in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [Docket No. 3] (the "First Day Declaration"). In further support of this Motion, the Debtors, by and through their undersigned counsel, respectfully state:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of New York (the "Court") has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). This is a core proceeding under 28 U.S.C. § 157(b).

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

3. The statutory predicates for the relief requested herein are sections 105, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, 3020, and 9006, and Local Rules 3017-1, 3018-1, and 3020-1.

BACKGROUND

A. The Chapter 11 Cases

4. On May 15, 2022 (the "Petition Date"), the Debtors each commenced a voluntary Chapter 11 case by filing a petition for relief under Chapter 11

of the Bankruptcy Code in this Court. On May 18, 2022, the Court entered an order authorizing the joint administration and procedural consolidation of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 37].

5. The Debtors continue to manage their post-sale affairs as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

6. On May 24, 2022, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors (the "Creditors' Committee") pursuant to section 1102(a) of the Bankruptcy Code [Docket No. 52]. No trustee or examiner has been appointed in these Chapter 11 Cases.

7. On May 31, 2022, the Court entered the *Order (I) Approving (A) Bidding Procedures for Sales of Debtors' Assets, (B) Stalking Horse Expense Reimbursement, (C) Form and Manner of Notice of Sales, Auction, and Sale Hearings, and (D) Assumption and Assignment Procedures; (II) Scheduling Auction and Sale Hearings; And (III) Granting Related Relief* [Docket No. 76], which, among other things, authorized the Debtors to commence a sale process for substantially all the Debtors assets (the "Sale") based upon an asset purchase agreement between the Debtors, as sellers, and Circles MVNE Pte. Ltd. and Channel Ventures Group, LLC, as purchasers (together, the "Purchasers").

8. On June 28, 2022, the Debtors timely filed their schedules of assets and liabilities and statements of financial affairs [Docket Nos. 153, 154] (the "Schedules").

9. Pursuant to the *Order Establishing Bar Date Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof*, entered on July 11, 2022 [Docket No. 207], the Court established August 22, 2022, at 5:00 p.m. (prevailing Eastern

Time) as the general bar date and November 11, 2022, at 5:00 p.m. (prevailing Eastern Time) as the governmental bar date.

10. On June 30, 2022, the Court entered the *Order (I) Approving Asset Purchase Agreement Among Sellers and Buyer; (II) Authorizing Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; (III) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith; and (IV) Granting Related Relief* [Docket No. 167], which approved the Sale to the Purchasers. On July 12, 2022, the Debtors filed the *Notice of Closing of Sale of Substantially All of the Assets of the Debtors* [Docket No. 212], reporting that the Sale to the Purchasers had closed on July 11, 2022.

11. Pareteum was a publicly held, leading edge, global provider of mobile networking software solutions and services for communications service providers and enterprise retail customers. It had operations in North America, Latin America, Europe, the Middle East, Africa, and the Asia-Pacific region, providing a one-stop solution for a full suite of mobile, fixed, and convergent telecommunication software services. Every day, millions of people around the world utilized Pareteum's global cloud communications software platform to enhance their mobile experience and provide value to their employees and leading customers.

12. Additional factual background information regarding the Debtors, including their business operations, their corporate and capital structure, and the events leading to these Chapter 11 Cases, is set forth in the First Day Declaration and the Disclosure Statement.

B. The Plan and Disclosure Statement

13. Substantially contemporaneously herewith, the Debtors filed the Disclosure Statement and certain exhibits thereto, including the Plan. The Plan

classifies claims against and interests in the Debtors (each a “Claim” or an “Interest”) into five (5) separate classes as follows:

Class(es)	Designation	Impairment	Entitled to Vote
1	Secured Tax Claims	Unimpaired	No (deemed to accept)
2	Other Secured Claims	Unimpaired	No (deemed to accept)
3	Other Priority Claims	Unimpaired	No (deemed to accept)
4	General Unsecured Claims	Impaired	Yes
5	Interests	Impaired	No (deemed to reject)

14. Pursuant to the Plan, only Holders of Claims in Class 4 (General Unsecured Claims) are entitled to vote on the Plan (the “Voting Class”). Holders of claims or Interests in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), Class 3 (Other Priority Claims), and Class 5 (Interests) are not entitled to vote on the Plan (collectively, the “Non-Voting Classes”) because, as set forth in the table above, such Class is either unimpaired and deemed to accept the Plan or impaired, and not receiving or retaining any value under the Plan and, thus, are deemed to reject the Plan.

15. The Plan (including, but not limited to, sections 2 and 3 of the Plan) groups the Debtors together solely for the purpose of describing treatment of Classes of Claims and Interests under the Plan, confirmation of the Plan, and distributions to be made in respect of Claims against the Debtors under the Plan. Such grouping shall not affect each Debtor’s status as a separate legal entity, change the organizational structure of the Debtors’ business enterprise, constitute a change of control of any Debtor for any purpose, cause a merger or consolidation of any legal entities, or cause the transfer of

any assets. Except as otherwise provided by or permitted under the Plan, all Debtors constitute separate legal entities.

RELIEF REQUESTED

16. By this Motion, the Debtors respectfully request that the Court (i) approve the Plan Confirmation Schedule (as defined below), including setting a date and time for the Combined Hearing; (ii) approve the form and manner of the Combined Hearing Notice (as defined below); (iii) approve the Disclosure Statement, on a provisional basis, as providing “adequate information” within the meaning of section 1125(a) of the Bankruptcy Code pending final approval at the Combined Hearing; (iv) approve (a) the Solicitation Procedures and Solicitation Packages (as defined below); (b) the forms of Ballots; (c) the Tabulation Procedures; and (d) procedures for obtaining copies of the Plan and Disclosure Statement and for filing objections to final approval of the Disclosure Statement and/or confirmation of the Plan, all as more fully set forth herein, and (v)(a) establish a bar date for filing Interim Administrative Claims (as defined below) arising from the Petition Date through and including August 31, 2022 and (b) approving the form and manner of notice thereof.

BASIS FOR RELIEF

A. Provisional Approval of Disclosure Statement

17. Section 1125 of the Bankruptcy Code provides that, before a debtor may solicit votes on a Chapter 11 plan, it must provide its creditors with a disclosure statement that is “approved, after notice and a hearing, by the court as containing adequate information.” 11 U.S.C. § 1125(b). Section 1125 of the Bankruptcy Code defines “adequate information” as follows:

[i]nformation of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records . . .

that would enable . . . a hypothetical investor of the relevant class to make an informed judgment about the plan.

11 U.S.C. § 1125(a)(1).

18. A disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by impaired creditors or interest holders on whether to vote for or against the proposed plan of reorganization. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994); *see also In re Adelpia Commc’ns Corp.*, 352 B.R. 592, 600 (Bankr. S.D.N.Y. 2006) (noting that “an adequate disclosure determination requires a bankruptcy court to find not just that there is enough information, but also that what is said is not misleading”). The disclosure statement should inform the “average unsecured creditor ‘what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.’” *In re Radco Props., Inc.*, 402 B.R. 666, 683 (Bankr. E.D.N.C. 2009) (quoting *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991)). In examining the adequacy of the information contained in a disclosure statement, a bankruptcy court has broad discretion. *See In re WorldCom, Inc.*, No. M-47 HB, 2003 WL 21498904, at *10 (S.D.N.Y. June 30, 2003); *see also Kirk v. Texaco, Inc.*, 82 B.R. 678, 682 (S.D.N.Y. 1988) (noting that “[t]he legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a)”). This grant of discretion is intended to permit courts to tailor disclosures made in connection with solicitation to facilitate the effective reorganization of debtors in a broad range of businesses and circumstances. *See H.R. Rep. 95-595*, 95th Cong., 1st Sess., 408–09 (1977); *Texaco*, 82 B.R. at 682 (bankruptcy judges have a clear congressional mandate to exercise “broad discretion in their supervision of corporate reorganizations”).

19. Accordingly, the determination of whether a disclosure statement contains adequate information is made on a case-by-case basis, focusing on the unique facts and circumstances of each case. In that regard, courts generally examine whether a disclosure statement contains such information as:

- the circumstances that gave rise to the filing of the bankruptcy petition;
- a complete description of the available assets and their value;
- the anticipated future of the debtor;
- the source of the information provided in the disclosure statement;
- a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized other than those set forth in the disclosure statement;
- the condition and performance of the debtor while in chapter 11;
- information regarding claims against the estate;
- a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- the accounting and valuation methods used to produce the financial information in the disclosure statement;
- information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors, and/or officers of the debtor;
- a summary of the plan of liquidation;
- an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- the collectability of any accounts receivable;
- any financial information, valuations, or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- information relevant to the risks being taken by the creditors and interest holders;

- the actual or projected value that can be obtained from avoidable transfers;
- the existence, likelihood, and possible success of non-bankruptcy litigation;
- the tax consequences of the plan; and
- the relationship of the debtor with its affiliates.

See In re Scioto Valley Mortg. Co., 88 B.R. 168, 170–71 (Bankr. S.D. Ohio 1988); *see also In re Source Enters. Inc.*, Case No. 06-11707 (AJG), at *4 (Bankr. S.D.N.Y. July 31, 2007) [Docket No. 322] (slip op.) (using similar criteria and citing *Scioto Valley*, 88 B.R. at 170–71); *see also In re Copy Crafters Quickprint, Inc.*, 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (explaining that the adequacy of disclosure statement “is to be determined on a case-specific basis under a flexible standard . . .”).

20. The Debtors submit that the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code. The Disclosure Statement contains descriptions and summaries of, among other things: (a) certain events preceding the commencement of these Chapter 11 Cases; (b) developments during these Chapter 11 Cases ; (c) material terms of the Plan and its implementation; (d) Claims and Interests asserted against the Debtors’ estates; (e) risk factors affecting the Plan; (f) financial information that could be relevant to creditors’ determinations of whether to accept or reject the Plan; and (g) a description of the exculpation provisions of the Plan.

21. Accordingly, the Debtors submit that the Disclosure Statement should be conditionally approved as it contains adequate information within the meaning of section 1125(a)(1) of the Bankruptcy Code and otherwise comports with applicable law and rules, subject to final approval at the Combined Hearing.

B. Approval of Plan Confirmation Schedule and Scheduling of Combined Hearing

I. Plan Confirmation Schedule

22. The following is a summary of the proposed dates and deadlines related to confirmation of the Plan (the "Plan Confirmation Schedule"): ³

Event	Proposed Date
Voting Record Date (as defined below)	Wednesday, August 24, 2022
Commencement of Solicitation (the " <u>Solicitation Commencement Deadline</u> ")	Tuesday, August 30, 2022
Plan Supplement Filing Date (as defined below)	Friday, September 16, 2022
Deadline to Vote to Accept or Reject the Plan (the " <u>Voting Deadline</u> ")	Tuesday, September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)
Voting Certification Deadline	Thursday, September 29, 2022
Deadline for Objections to Disclosure Statement/ Plan Confirmation (the " <u>Objection Deadline</u> ")	Thursday, September 29, 2022 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Replies to Objections to Disclosure Statement/ Plan Confirmation (the " <u>Reply Deadline</u> ")	Tuesday, October 4, 2022 at 12:00 p.m. (prevailing Eastern Time)
Combined Disclosure Statement/ Confirmation Hearing (the " <u>Combined Hearing</u> ")	Thursday October 6, 2022 at 11:00 a.m. (prevailing Eastern Time)

II. Voting Record Date

23. The Debtors propose that the Court establish August 24, 2022 as the record date for purposes of determining which persons or entities are entitled to vote on the Plan (the "Voting Record Date").

³ All dates in this table and elsewhere in this Motion are proposed dates. Parties should review the Court's order approving this Motion for the actual dates established by the Court.

24. With respect to any transferred Claim, if the transferor of such Claim is entitled to vote with respect to the Plan, the Debtors propose that the transferee will be entitled to receive a Solicitation Package and vote to accept or reject the Plan on account of the transferred Claim only if: (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date; or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the transferor has completed a Ballot, the transferee of such Claim shall be bound by any vote (and the consequences thereof) made on the Ballot by the holder as of the Voting Record Date of such transferred Claim.

III. Voting Deadline and Plan Supplement Filing Date

25. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court shall set a time within which the holders of claims or equity interests may accept or reject a plan. Fed. R. Bankr. P. 3017(c). The Debtors intend to mail the Solicitation Packages, with the assistance of Kurtzman Carson Consultants LLC (the "Voting Agent"), on or before the Solicitation Commencement Deadline, which is anticipated to be August 30, 2022.

26. The Debtors request that the Court exercise its authority under Bankruptcy Rule 3017(c) to establish September 27, 2022, at 5:00 p.m. (prevailing Eastern Time) as the deadline for voting on the Plan (the "Voting Deadline") in accordance with the procedures described below and set forth in the Procedures Order. The Debtors submit that the proposed solicitation period of approximately twenty-eight (28) days is a sufficient and adequate period within which Holders of Claims in the

single Voting Class can make an informed decision to accept or reject the Plan and submit timely Ballots.⁴

27. The Debtors request that the Court establish September 16, 2022 as the deadline (the "Plan Supplement Filing Deadline") for the Debtors to file the exhibits and appendices to the Plan (the "Plan Supplement"). By scheduling the Plan Supplement Filing Date in advance of the Voting Deadline, creditors will be able to review the Plan Supplement prior to casting their vote.

IV. Disclosure Statement and Plan Objection Deadline

28. The Debtors request that the Court direct the manner in which objections to the Disclosure Statement and confirmation of the Plan shall be made. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served "within a time fixed by the Court." Local Rule 3020-1 further provides that objections to confirmation of a plan must be submitted "not later than seven days prior to the first date set for the hearing to consider confirmation of the plan." The Debtors request that the Court establish a date that is at least seven (7) days prior to the Combined Hearing, *i.e.*, September 29, 2022 at 4:00 p.m. (prevailing Eastern Time), as the deadline by which objections to the Disclosure Statement and the Plan, if any, must be filed and served ("Objection Deadline").

V. The Combined Hearing

29. Section 1128(a) of the Bankruptcy Code provides that "[a]fter notice, the court shall hold a hearing on confirmation of a plan." 11 U.S.C. § 1128(a).

⁴ The Debtors request authority to extend the time within which Ballots may be accepted for any reason deemed appropriate by the Debtors. Such extensions may be made by oral or written notice to the Debtors' counsel. Any instance in which the Voting Deadline is extended will be highlighted and listed in the Voting Certification (as defined below).

Bankruptcy Rule 3017(c) provides, in relevant part, that “[o]n or before approval of the disclosure statement, the court . . . may fix a date for the hearing on confirmation [of the plan].” Fed. R. Bankr. P. 3017(c). Section 105(d)(2)(B)(vi) of the Bankruptcy Code provides that “unless inconsistent with another provision of this title or with applicable Federal Rules of Bankruptcy Procedure,” the Bankruptcy Court “may issue an order . . . prescribing such limitations and conditions as the court deems appropriate to ensure that the case is handled expeditiously and economically, including an order that . . . provides that the hearing on approval of the disclosure statement be combined with the hearing on confirmation of the plan.” 11 U.S.C. § 105(d)(2)(B)(vi).

30. The Debtors request that the Court schedule the Combined Hearing for October 6, 2022 at 11:00 a.m. (prevailing Eastern Time); *provided that* the Combined Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than an announcement in open court or as indicated in any notice or hearing agenda that is filed with the Court. The Combined Hearing will conserve judicial resources and will avoid the cost to the Debtors of preparing for and attending multiple hearings. Furthermore, it will enable the Plan to be confirmed more expeditiously and allow it to be consummated promptly, thereby reducing administrative costs and maximizing available funds for creditors.

31. Courts in this and other districts have combined the hearing on approval of disclosure statements and confirmation of plans in chapter 11 cases that were neither small business nor prepackaged cases. *See, e.g., In re Greensill Capital, Inc.*, Case No. 21-10561 (MEW) (Bankr. S.D.N.Y. Sept. 14, 2021) [Docket No. 260]; *In re The McClatchy Company*, Case No. 20-10418 (MEW) (Bankr. S.D.N.Y. Aug. 21, 2020) [Docket No. 782]; *In re Aurora Commercial Corp.*, Case No. 19-10843 (SCC) (Bankr. S.D.N.Y. Apr.

20, 2020) [Docket No. 402]; *In re RMBR Liquidation Inc. (f/k/a Things Remembered, Inc.)*, Case No. 19-10234 (KG) (Bankr. D. Del. June 12, 2019) [Docket No. 510]; *In re Orexigen Therapeutics, Inc.*, Case No. 18-10518 (KG) (Bankr. D. Del. May 17, 2019) [Docket No. 1113]; *In re Pacific Drilling VIII Limited*, Case No. 17-13193 (MEW) (Bankr. S.D.N.Y. Dec. 28, 2018) [Docket No. 18]; *In re Advance Watch Company Ltd.*, Case No. 15- 12690 (MG) (Bankr. S.D.N.Y. Dec. 16, 2015) [Docket No. 206]; *In re RadioShack Corp.*, Case No. 15-10197 (BLS) (Bankr. D. Del. June 26, 2015) [Docket No. 2561].

D. Approval of Form and Procedures for Notice of the Combined Hearing and Voting Status

32. Bankruptcy Rule 2002(b) provides that:

“[T]he clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees not less than 28 days’ notice by mail of the time fixed (1) for filing objections and the hearing to consider approval of a disclosure statement . . . ; [and] (2) for filing objections and the hearing to consider confirmation of a . . . chapter 11 . . . plan.”

Fed. R. Bankr. P. 2002(b). Likewise, Bankruptcy Rule 3017(a) requires that notice of the hearing to consider a proposed disclosure statement be provided to creditors, equity security holders, and other parties in interest. *See* Fed. R. Bankr. P. 3017(a) (providing that after a disclosure statement is filed, it must be mailed with the notice of the hearing to consider the disclosure statement and any objections or modifications thereto on no less than 28 days’ notice). Based on the proposed date of October 6, 2022 for the Combined Hearing and the procedures set forth below, creditors and parties in interest will have more than 28 days’ notice of the Combined Hearing in accordance with Bankruptcy Rules 2002(b) and 3017(a).

33. As described below, the Combined Hearing Notice will identify the voting status for each Class of Claims and Interests. Holders of Claims and Interests in the Non-Voting Classes are either (i) unimpaired and deemed to accept the Plan, or (ii)

impaired and not receiving or retaining any value under the Plan and, thus, deemed to reject the Plan, *see* 11 U.S.C. § 1126(f), (g); Plan §§ 3.3(a)-(c), (e). Bankruptcy Rule 3017(d) provides, in relevant part:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent's expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

Fed. R. Bankr. P. 3017(d).

34. In accordance with Bankruptcy Rule 3017(d), the Debtors propose that the Combined Hearing Notice identify the treatment of the Non-Voting Classes under the Plan. The Debtors submit that identifying the treatment of the Non-Voting Classes under the Plan in the Combined Hearing Notice satisfies the requirements of Bankruptcy Rule 3017(d) and should be approved.

35. By the Solicitation Commencement Deadline, the Debtors, with the assistance of the Voting Agent, will serve the notice of the Combined Hearing, substantially in the form attached hereto as **Exhibit B** (the "Combined Hearing Notice"), in the manner set forth herein. The Debtors will also file the Combined Hearing Notice on the docket of the Chapter 11 Cases and post it on the Debtors' case website maintained by the Voting Agent (<http://www.kccllc.net/pareteum>), where it can be viewed without charge.⁵ The Debtors will utilize the services of the Voting Agent to mail the Combined Hearing Notice to: (i) Holders of Claims in the Voting Class; (ii) Holder of Claims and Interests in the Non-Voting Classes; (iii) all creditors

⁵ The Debtors will not re-distribute any Combined Hearing Notice that is returned as undeliverable without a forwarding address.

and parties in interest on the Debtors' Master Service List (available of the Debtors' case website at <http://www.kccllc.net/pareteum>); and (iv) any other party which has filed a request for notice in these Chapter 11 Cases to the extent not included in the Voting Class or Non-Voting Classes.

36. The Combined Hearing Notice identifies:

- (a) the date and time of the Combined Hearing and the location of the Combined Hearing (including procedures for participating telephonically);
- (b) the Objection Deadline;
- (c) procedures for filing objections to final approval of the Disclosure Statement and confirmation of the Plan;
- (d) the voting status for each Class of Claims and Interests; and
- (e) the manner in which a copy of the Disclosure Statement (which includes the disclaimer required by Local Rule 3017-1(b)), the Plan, and the exhibits to each of the foregoing can be obtained; and (e) the Voting Record Date and the Voting Deadline.

37. The Debtors respectfully request that the Court approve the Combined Hearing Notice as providing adequate and sufficient notice of the Combined Hearing and the voting status for each Class of Claims and Interests on account of their respective unimpaired or impaired status and order that no other and further notice of the Combined Hearing or non-voting status shall be required.

E. Approval of the Solicitation Packages and Solicitation, Tabulation and Objection Procedures

I. Solicitation Packages and Solicitation Procedures for the Voting Classes

38. Bankruptcy Rule 3017(d) specifies the materials that must be provided to holders of claims and equity interests for the purpose of solicitation of their votes and providing adequate notice of the hearing on confirmation of a chapter 11 plan:

Upon approval of a disclosure statement, —except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders—the debtor-in-possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court approved summary of the plan;
- (2) the disclosure statement as approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with [Bankruptcy] Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d).

39. Bankruptcy Rule 3017(d) also requires the Debtors to mail a form of ballot that substantially conforms to Official Form No. B314 only to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d).

40. In accordance with Bankruptcy Rule 3017(d), the Debtors propose that as promptly as practicable following entry of the Procedures Order, and in any event no later than the Solicitation Commencement Deadline, the Debtors will utilize the services of the Voting Agent to mail the following materials to each Holder of a Claim in the Voting Class (the “Solicitation Packages”):

- (i) a letter from the Creditors' Committee (the "Committee Letter") requesting that Holders of Claims in the Voting Class vote in favor of and support the Plan;⁶
- (ii) the Combined Hearing Notice;
- (iii) a copy of the Procedures Order (without exhibits attached);
- (iv) instructions detailing how to access copies of the Disclosure Statement and Plan on the Voting Agent's website and how to request hard copies of the Disclosure Statement and Plan, which the Debtors will send a copy to the requesting party at the Debtors' expense;
- (v) a personalized Ballot to cast a vote on the Plan; and
- (vi) such other solicitation materials as the Court may direct.

41. The Solicitation Packages will contain a Ballot, substantially in the form attached hereto as **Exhibit D**, for the Holders of Claims in the Voting Class. The form of the Ballot is based on Official Form No. B314, but the Ballot has been modified to address the particular circumstances of these Chapter 11 Cases and to include certain additional information that the Debtors believe to be relevant and appropriate for Holders of Claims in the Voting Class to vote to accept or reject the Plan. The same or similar relief with respect to the contents of the Solicitation Packages has been granted in this and other district in other chapter 11 cases. *In re Westinghouse Electric Company LLC*, Case No. 17-10751 (MEW) (Bankr. S.D.N.Y. Feb. 22, 2018) [Docket No. 2632]; *In re SunEdison*, Case No. 16-10992 (SMB) (Bankr. S.D.N.Y. June 13, 2017) [Docket No. 3319]; *In re Exide Techs.*, Case No. 13-11482 (KJC) (Bankr. D. Del. Feb. 4, 2015) [Docket No. 3092].

⁶ A copy of the Committee Letter requesting that Holders of Claims in the Voting Class vote in favor of and support the Plan is attached hereto as **Exhibit C**. The Debtors submit that the Committee Letter complies with section 1125(e) of the Bankruptcy Code and should be approved for distribution in the Solicitation Packages.

42. The Debtors seek a waiver of the requirement to include copies of the Plan and Disclosure Statement in the Solicitation Packages and the materials sent to creditors in the Non-Voting Classes. The Disclosure Statement and Plan, including exhibits, are voluminous documents and the Debtors operate a global business with thousands of potential creditors worldwide. Thus, to conserve estate resources, in lieu of printing and mailing copies of the Disclosure Statement and Plan to all Holders of Claims and Interests, the Plan and Disclosure Statement will be available at no charge on the Debtors' case website (<http://www.kccllc.net/pareteum>). In addition, any party entitled to receive a copy of the Plan and Disclosure Statement may request either an electronic copy on a USB flash drive or a paper copy from the Voting Agent where such request is made (a) in writing at Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (b) by calling (888) 201-2205 (U.S./Canada) or (310) 751-1839 (International), or (c) via email at pareteuminfo@kccllc.com. The Debtors believe that this procedure provides ready access to the most up-to-date, searchable versions of the Plan and Disclosure Statement and related documents and will result in substantial savings to the Debtors' estates. The same or similar relief has been granted in this and other districts in other chapter 11 cases. *See, e.g. In re Garrett Motion Inc.*, Case No. 20-12212 (MEW) (Bankr. S.D.N.Y. Mar. 12, 2021) [Docket No. 1016]; *In re Westinghouse Electric Company LLC*, Case No. 17-10751 (MEW) (Bankr. S.D.N.Y. Feb. 22, 2018) [Docket No. 2632]; *In re SunEdison*, Case No. 16-10992 (SMB) (Bankr. S.D.N.Y. June 13, 2017) [Docket No. 3319]; *In re Exide Techs.*, Case No. 13-11482 (KJC) (Bankr. D. Del. Feb. 4, 2015) [Docket No. 3092].

43. The Debtors submit that the Solicitation Packages and the Ballot comply with Bankruptcy Rule 3017(d) and should be approved. Distribution of the

Solicitation Packages as set forth herein will provide creditors in the Voting Class with the requisite materials and sufficient time to make an informed decision with respect to the Plan, and provide creditors in the Non-Voting Classes the requisite materials and sufficient time to file objections, if any, to final approval of the Disclosure Statement and confirmation of the Plan.

III. The Tabulation Procedures

44. The Debtors respectfully request that the Court approve the following procedures for voting and tabulation of Ballots (the "Tabulation Procedures") described herein in accordance with section 1126(c) and (d) of the Bankruptcy Code and Bankruptcy Rule 3018(a).

45. Section 1126(c) of the Bankruptcy Code provides as follows:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that the "court after notice and hearing may temporarily allow [a] claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan." Fed. R. Bankr. P. 3018(a).

46. Additionally, Bankruptcy Rule 3018(c) provides, in part, that "[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate Official Form." Fed. R. Bankr. P. 3018(c).

47. The Debtors request that the following procedures shall be utilized for determining the amount of each Claim within the Voting Class, solely for purposes

of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, any such Claim, and without prejudice to the Debtors' rights in any other context:

- (a) If a Claim is deemed Allowed under the Plan or a stipulated agreement between the parties, such Claim will be temporarily Allowed for voting purposes in the deemed Allowed amount set forth therein;
- (b) If a Claim for which a proof of claim was timely filed or was listed in the Debtors' Schedules in an amount that is liquidated, non-contingent, and undisputed, such Claim is Allowed for voting in the amount set forth on the proof of claim or the Debtors' Schedules;
- (c) If a Claim for which a proof of claim has been timely filed for unknown or undetermined amounts, or is wholly unliquidated, or contingent (as determined on the face of the claim or after a reasonable review of the supporting documentation by the Debtors' counsel) and such Claim has not been Allowed, such Claim shall be temporarily Allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- (d) If a Claim is listed on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such Claim is temporarily Allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution;
- (e) If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim is temporarily Allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (f) If a Claim is listed in the Debtors' Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court; or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, such Claim shall not be Allowed for voting;
- (g) Proofs of claim filed for \$0.00 are not entitled to vote;
- (h) If the Debtors have served an objection or request for estimation as to a Claim at least ten (10) days before the Voting Deadline, such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and

in the manner as may be set forth in such objection, or as ordered by the Court before the Voting Deadline;

- (i) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Voting Class, regardless of whether the Debtor has objected to such duplicate Claims; and
- (j) If a proof of claim has been amended by a later filed proof of claim, only the later filed amending Claim will be entitled to vote, regardless of whether the Debtor has objected to such earlier filed claim.

48. The Debtors propose the following Tabulation Procedures be utilized in tabulating the Ballots:

- (a) Ballots received after the Voting Deadline will not be counted by the Voting Agent, except as expressly provided herein or in the event that the Voting Deadline is extended by the Debtors and subject to any contrary order of the Court;
- (b) Holders of Claims in the Voting Class must vote all of their Claims in such class either to accept or reject the Plan and may not split their votes with respect to Claims in the same class;
- (c) any Ballot (or group of Ballots with respect to the Claims in a class received from a single creditor) that partially rejects and partially accepts the Plan will not be counted;
- (d) the method of delivery of Ballots to be sent from each Holder of a Claim in the Voting Class to the Voting Agent is at the election and risk of each Holder of a Claim, and will be deemed made only when the original executed Ballot is actually received by the Voting Agent or the Debtors' counsel;
- (e) a Ballot received by email or facsimile will not be counted;
- (f) no Ballot sent to the Debtors, the Debtors' agents, or the Debtors' financial or legal advisors will be counted;
- (g) if multiple Ballots are received from, or on behalf of, an individual Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the latest valid Ballot timely received will be deemed to reflect the intent of such Holder and to supersede and revoke any prior Ballot with respect to such Claim, *provided that*, if a

Holder timely submits both a paper Ballot and eBallot on account of the same Claim, the eBallot shall supersede the paper Ballot;

- (h) if a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing. The Debtors may request proper evidence prior to accepting such Ballot;
- (i) any Holder of a Claim entitled to vote that has delivered a valid Ballot may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
- (j) subject to any contrary order of the Court, the Debtors reserve the right to reject any and all Ballots that are not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, not be in accordance with the provisions of the Procedures Order or the Bankruptcy Code; *provided, however*, that the Debtors may but are not required to notify any Holder submitting a Ballot not in proper form of any such defects and their intent to reject such Ballot if the alleged defects are not remedied. Any disputes regarding the form of any Ballot shall be determined by the Bankruptcy Court;
- (k) to the extent there are multiple Claims within the Voting Class held by a particular Holder, the applicable Debtor may, in its discretion, aggregate the Claims of such particular Holder within the Voting Class for the purposes of counting votes;
- (l) unless waived by the Debtors, or as ordered by the Court, any defects or irregularities in connection with the deliveries of the Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived; and
- (m) notwithstanding anything to the contrary herein, the Debtors, in their sole discretion, subject to any contrary order of the Court, may waive any defect in any Ballot at any time, whether before or after the Voting Deadline and without notice.

49. The Debtors request authority to accept duly completed and executed Ballots delivered by regular mail, courier, or delivery services so as to actually be received on or before the Voting Deadline by the Voting Agent at the following

address: Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC,
222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

50. In addition to accepting Ballots by regular mail, courier, or delivery services, the Debtors seek authority to accept Ballots via electronic, online transmission through a customized electronic Ballot by utilizing the “eBallot” platform on the Debtors’ case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. Instructions for casting an electronic Ballot can be found in the “eBallot” section of the Debtors’ case website. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any electronic Ballot submitted in this manner and the creditor’s electronic signature on Ballot will be deemed to be an original signature that is legally valid and effective. Ballots submitted by facsimile, or any other means of electronic submission not specifically authorized by the Solicitation Procedures shall not be counted.

51. The Debtors further propose that the following Ballots not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (a) any Ballot received after the Voting Deadline, even if postmarked before the Voting Deadline (except as expressly provided herein or in the event that the Voting Deadline is extended by the Debtors); (b) any Ballot that is properly completed, executed, and timely returned to the Voting Agent or Debtors’ counsel but does not indicate an acceptance or rejection of the Plan; (c) any Ballot that is properly completed, executed, and timely returned to the Voting Agent or Debtors’ counsel but indicates both an acceptance and a rejection of the Plan; (d) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; (e) any Ballot not bearing an original signature on the line adjacent to the “Signature:” label in the certification section therein; and (f) any form of Ballot other than the official

form sent by the Debtors' counsel or a copy of the official form. As set forth in the Tabulation Procedures above, the Debtors may but are not required to notify any Holder of a Claim in the Voting Class submitting a Ballot not in proper form of any such defects and their intent to reject such Ballot if the alleged defects are not remedied. Any disputes regarding the form of any Ballot shall be determined by the Court.

52. The Voting Agent will process and tabulate Ballots for the Voting Class and, prior to the Combined Hearing, will file the voting certification (the "Voting Certification") no later than September 29, 2022 (the "Voting Certification Deadline"), in accordance with Local Rule 3018-1.

53. Such Voting Certification will list, *inter alia*, all instances in which (a) Ballots were withdrawn, (b) votes were changed by the filing of superseding Ballots, (c) the Voting Deadline was extended, and (d) every irregular Ballot including, without limitation, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, damaged, or received via facsimile, or any other means not set forth in the Solicitation Procedures. With regard to clause (d) of this paragraph, the Voting Certification will indicate the Debtors' intentions with regard to such irregular Ballots.

54. Nothing contained in the Solicitation Procedures, or the Tabulation Procedures shall serve as, or be deemed to constitute a waiver of the Debtors' right to object to any filed proof of claim on substantive grounds.

55. The Debtors respectfully submit that such procedures provide for a fair and equitable voting process and should be approved by the Court.

IV. Objection Procedures

56. Subject to Court approval of the Plan Confirmation Schedule, the Combined Hearing is scheduled for October 6, 2022 at 11:00 a.m. (prevailing Eastern

time) and the Objection Deadline is scheduled for September 29, 2022 at 4:00 p.m. (prevailing Eastern time). The Debtors request that the Court direct that any objections to final approval of the Disclosure Statement or confirmation of the Plan shall:

- (a) be in writing;
- (b) comply with the Bankruptcy Rules, the Local Rules, Chambers' procedures and orders of this Court;
- (c) state the name and address of the objecting party and the nature and amount of the claim against or interest in the estate or property of the Debtor;
- (d) state with particularity the legal and factual basis for such objection;
- (e) be filed with the Clerk of the Court, together with proof of service thereon; and
- (f) be served by mail, email or hand delivery, so as to be **actually received** no later than 4:00 p.m. (prevailing Eastern Time) on the Objection Deadline (i.e., September 29, 2022) by: (i) counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119, Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Brian F. Moore, Esq. (bmoore@teamtogut.com); (ii) the U.S. Trustee, Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Susan Arbeit, Esq. (Susan.Arbeit@usdoj.gov); (iii) counsel to the Creditors' Committee, Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Michael G. Burke, Esq. (mgburke@sidley.com); and (iv) any other party which has filed a request for notice in these Chapter 11 Cases.

57. This Objection Deadline will afford the Debtors and other parties in interest adequate and sufficient time to consider the objections, if any, to file replies, and to propose Plan modifications, if appropriate, as well as to provide the Court with sufficient time to consider any such pleadings in preparation for the Combined Hearing. Unless an objection to the Disclosure Statement or Plan is timely filed and served pursuant to the above procedures, such objection may not be considered by the Court at the Combined Hearing.

58. Additionally, the Debtors request that the Court set October 4, 2022 at 12:00 p.m. (prevailing Eastern Time) as the Reply Deadline for the Debtors to file and serve, as appropriate, replies or an omnibus reply to any filed objections to approval of the Disclosure Statement or confirmation of the Plan. Depending on the number of objections, if any, the Debtors may also include with any reply or omnibus reply a chart summarizing objections and any proposed resolutions thereto for the Court's convenience.

59. The Debtors request that objections not timely filed and served in accordance with the provisions of an order granting this Motion not be considered by the Court and be denied and overruled.

60. The proposed procedures pursuant to Bankruptcy Rule 3020 and Local Rule 3020-1 for filing objections and replies, if any, are fair and reasonable and in the best interests of the Debtors, their creditors and other parties in interest. Accordingly, the Debtors request the Court approve the notice procedures for objections and replies and find such procedures constitute good and sufficient notice and no other or further notice be necessary or required.

F. Miscellaneous Provisions

61. Copies of the Solicitation Package, as well as the Plan and Disclosure Statement, will be provided to a party in interest if requested of the Voting Agent (a) in writing at Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (b) by calling (888) 201-2205 or (310) 751-1839 (International), or (c) via email at pareteuminfo@kccllc.com. The Solicitation Package (except the Ballots), as well as the Plan and Disclosure Statement, can also be obtained free of charge by accessing the Debtors' case website maintained by the Voting Agent at

<http://www.kccllc.net/pareteum>. In addition, copies of the Disclosure Statement and Plan are on file with the Office of the Clerk of the Court (One Bowling Green, New York, New York 10004) for review during normal business hours. Parties may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

62. The Debtors anticipate that some Solicitation Packages and Combined Hearing Notices may be returned as undeliverable. The Debtors believe that it would be costly and wasteful to mail such notices to the same addresses to which undeliverable notices were mailed. Therefore, the Debtors request that the Court waive the strict notice provisions of Bankruptcy Rules 2002(b) and 3017(d) unless a new mailing address is provided to the Debtor and the Debtors' counsel on or before the date that is ten (10) days prior to the Voting Deadline.

63. The Debtors request authorization to make non-substantive changes to the Solicitation Packages (including the Plan, Disclosure Statement, and Ballot), the procedures contained herein, and all Plan or Disclosure Statement-related documents, without further order of the Court, including, without limitation, filling in any missing dates or other missing information, changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, any other materials in the Solicitation Packages prior to distribution of such materials.

G. Establishment of an Interim Administrative Bar Date

64. The Debtors request that the Court establish a date by which administrative claims are to be filed, specifically, establishing September 30, 2022 (the "Interim Administrative Claims Bar Date") as the deadline for filing administrative claims that have accrued from the Petition Date through and including August 31, 2022

for which administrative expense priority is sought pursuant to section 503 of the Bankruptcy Code (except for claims arising under section 503(b)(9)) (each an "Administrative Claim"). The Debtors also request the Court approve the form and manner of notice of the Interim Administrative Claims Bar Date, which will be included as part of Combined Hearing Notice substantially in the form attached hereto as **Exhibit B**, service of which will occur on or before the Solicitation Commencement Deadline.

65. The Interim Administrative Claims Bar Date will apply to all Administrative Claims arising from the Petition Date through and including August 31, 2022. The Interim Administrative Claims Bar Date will not apply to the following persons or entities:

- (a) any party that has already properly filed an Administrative Claim with the Voting Agent, which clearly sets forth the Debtor against which the party asserts an Administrative Claim;
- (b) any holder of a Claim that heretofore has been allowed by order of the Bankruptcy Court;
- (c) any person or entity whose Claim has been paid in full by the Debtors or a Purchaser;
- (d) any holder of a Claim for which specific deadlines have previously been fixed by the Bankruptcy Court (including, for the avoidance of doubt, any holder of a claim arising under section 503(b)(9) of the Bankruptcy Code); and
- (e) professionals retained by order of the Court seeking interim or final compensation.

66. A proof of Administrative Claim form will be available at the Debtors' case website <http://www.kccllc.net/pareteum>. Delivery of the proof of Administrative Claim must be made to the Voting Agent, which also serves as the Debtors' claims and notice agent, by U.S. Postal Service mail or overnight delivery to Pareteum Claims Processing Center c/o Kurtzman Carson Consultants LLC, 222 N.

Pacific Coast Highway, Suite 300, El Segundo, CA 90245, by the Interim Administrative Claims Bar Date.

67. Any proof of Administrative Claim sent in any other manner, including by facsimile, telecopy, or electronic mail transmission, shall not be accepted. Holders of Administrative Claims who are required to file a request for payment of such Claims and who do not file such requests by the Administrative Claims Bar Date shall be forever barred from asserting such Claims against the Debtors or their property, and the Holder thereof shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset, or recover such Administrative Claim.

68. The Debtors submit that establishing the Interim Administrative Claims Bar date approximately 40 days after entry of an order approving this Motion will facilitate the Debtors' efforts to accomplish a timely Plan confirmation process, thereby expediting distributions to general unsecured creditors. Here, the requested relief will allow the Debtors to identify and resolve all Administrative Claims (other than estate professional claims) for which the Debtors' estates may be liable that have accrued from the Petition Date through and including August 31, 2022. Once such claims are resolved, the Debtors can make distributions of the remaining estate property and proceed with closing these Chapter 11 Cases. The relief requested herein is similar to relief granted in other chapter 11 cases in this and other districts. *See In re Toisa Ltd.*, Case No. 17-10184 (SCC) (Bankr. S.D.N.Y. Jan. 25, 2019); *In re FL 6801 Spirits LLC*, Case No. 14-11691 (SCC) (Bankr. S.D.N.Y. Dec. 23, 2014); *In re Eastman Kodak Co.*, Case No. 12-10202 (ALG) (Bankr. S.D.N.Y. Sept. 5, 2013); *see also In re Decor Holdings, Inc.*, Case No. 19-71020 (REG) (Bankr. E.D.N.Y. Mar. 13, 2019) (establishing administrative bar

date that was 35 days from entry of the order establishing administrative claims bar date).

69. Based upon the foregoing, the Debtors submit that the relief requested herein is necessary, appropriate, and in the best interest of the Debtors' estates and their creditors, and therefore should be granted

NO PRIOR REQUEST

70. No prior request for the relief requested herein has been made to this or any other Court.

NOTICE

71. Notice of this Motion and its exhibits have been given to (a) the U.S. Trustee; (b) counsel for the Creditors' Committee; (c) the other entities on the Master Service List (available of the Debtors' case website at <http://www.kccllc.net/pareteum>); and (d) any other party which has filed a request for notice in these Chapter 11 Cases. The Debtors submit that no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request this Court enter an order, substantially in the form annexed hereto as **Exhibit A**, granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: New York, New York
August 4, 2022

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

/s/ Frank A. Oswald
FRANK A. OSWALD
BRIAN F. MOORE
AMY M. ODEN
One Penn Plaza, Suite 3335
New York, New York 10119
Tel: (212) 594-5000
Facsimile: (212) 967-4258
Email: frankoswald@teamtogut.com
bmoore@teamtogut.com
aoden@teamtogut.com

EXHIBIT A

**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)

**ORDER (I) APPROVING
CERTAIN KEY DATES RELATING TO
CONFIRMATION OF THE DEBTORS' PLAN, INCLUDING
SCHEDULING A COMBINED HEARING TO CONSIDER APPROVAL OF
DEBTORS' DISCLOSURE STATEMENT AND PLAN; (II) APPROVING THE
FORM AND MANNER OF COMBINED HEARING NOTICE; (III) APPROVING
DEBTORS' DISCLOSURE STATEMENT ON A PROVISIONAL BASIS; (IV)
APPROVING (A) PROCEDURES FOR SOLICITATION, (B) FORMS OF
BALLOTS, (C) PROCEDURES FOR TABULATION OF VOTES, AND
(D) PROCEDURES FOR OBJECTIONS; AND (V) ESTABLISHING A
BAR DATE FOR FILING ADMINISTRATIVE CLAIMS ARISING
FROM THE PETITION DATE THROUGH AND INCLUDING AUGUST 31, 2022**

Upon the application (the "Motion")² of Pareteum Corporation ("Pareteum") and certain of its affiliates, as debtors and debtors in possession (the "Debtors") in the above-captioned cases (the "Chapter 11 Cases") for entry of an order (this "Order"), pursuant to sections 105, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, 3020, and 9006, and Local Rules 3017-1, 3018-1, and 3020-1: (i) approving the Plan Confirmation Schedule (as defined below), including scheduling the Combined Hearing (as defined below) to consider final

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 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.

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion, Plan or Disclosure Statement as applicable.

approval of the *Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* (as may be amended, modified, and / or supplemented from time to time, the “Disclosure Statement”) [Docket No. 269] and confirmation of the *Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* (as may be amended, modified, and / or supplemented from time to time, the “Plan”) [Docket No. 268]; (ii) approving the form and manner of notice of the Combined Hearing; (iii) approving the adequacy of the Disclosure Statement on a provisional basis pending final approval at the Combined Hearing; and (iv) approving (a) the Solicitation Procedures (as defined below); (b) the form of Ballot to be distributed in connection with solicitation; (c) the Tabulation Procedures; and (d) the procedures for obtaining copies of the Plan and Disclosure Statement and for filing objections to final approval of the Disclosure Statement and confirmation of the Plan, and (v)(a) establishing an interim bar date for filing Administrative Claims (as defined below) arising from the Petition Date (as defined below) through and including August 31, 2022 and (b) approving the form and manner of notice thereof, all as set forth more fully in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein under 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. § 1408; and due and sufficient notice of the Motion and the deadline for objecting thereto having been provided; and it appearing that no other or further notice is necessary; and the Court having reviewed the Motion, the Disclosure Statement, and the papers in support thereof, in opposition thereto, and responses, if any; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, and all parties in interest, and that the legal and factual bases set forth in

the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY FOUND AND DETERMINED THAT:

1. On an interim basis, the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and no further information is necessary, pending final approval at the Combined Hearing.

2. The distribution procedures and contents of the Solicitation Packages (as defined below), including the notice of the Combined Hearing, substantially in the form attached to the Motion as **Exhibit B** (the "Combined Hearing Notice"), comply with Bankruptcy Rules 2002 and 3017 and Local Rule 3017-1 and constitute good and sufficient notice to all interested parties of the Voting Record Date, the Voting Deadline, the Objection Deadline, the Combined Hearing, and all related matters.

3. The Ballot, substantially in the form attached to the Motion as **Exhibit D**, is consistent with Official Form No. B314, addresses the particular needs of these Chapter 11 Cases, and provides adequate information and instructions for each person or entity entitled to vote to accept or reject the Plan.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

4. The Disclosure Statement is provisionally approved as within the meaning of section 1125(a) of the Bankruptcy Code, pending the Combined Hearing. At the Combined Hearing, the Court will further consider the approval and adequacy of the Disclosure Statement on a final basis and confirmation of the Plan.

I. Plan Confirmation Schedule and Combined Hearing

5. The following schedule in connection with final approval of the Disclosure Statement and confirmation of the Plan (the “Plan Confirmation Schedule”) is hereby approved:

Event	Date
Voting Record Date	Wednesday, August 24, 2022
Commencement of Solicitation (the “ <u>Solicitation Commencement Deadline</u> ”)	Tuesday, August 30, 2022
Plan Supplement Filing Date	Friday, September 16, 2022
Deadline to Vote to Accept or Reject the Plan (the “ <u>Voting Deadline</u> ”)	Tuesday, September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)
Voting Certification Deadline	Thursday September 29, 2022
Deadline for Objection to Disclosure Statement/Plan Confirmation (the “ <u>Objection Deadline</u> ”)	Thursday, September 29, 2022 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Replies to Objections to Disclosure Statement/Plan Confirmation (the “ <u>Reply Deadline</u> ”)	Tuesday, October 4, 2022 at 12:00 p.m. (prevailing Eastern Time)
Combined Disclosure Statement/ Confirmation Hearing (the “ <u>Combined Hearing</u> ”)	Thursday October 6, 2022 at 11:00 a.m. (prevailing Eastern Time)

6. The Combined Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than an announcement in open court or as indicated in any notice or hearing agenda that is filed with the Court. The Combined Hearing Notice, substantially in the form attached to the Motion as **Exhibit B**, is hereby approved. The letter from the Creditors’ Committee to the Holders of Claims in the Voting Class (defined below), substantially in the form attached to the Motion as **Exhibit C** (the “Committee Letter”), is hereby approved. The Creditors’ Committee and its members and advisors are entitled to the protections

afforded by section 1125(e) of the Bankruptcy Code with respect to the Committee Letter, and the Debtors are authorized to include the Committee Letter in the Solicitation Packages (defined below).

7. The Ballot, substantially in the form attached to the Motion as **Exhibit D**, is hereby approved.

8. As promptly as practicable following entry of this Order, and in any event no later than the Solicitation Commencement Deadline, the Debtors shall utilize the services of the Voting Agent to mail solicitation packages (the "Solicitation Packages") to Holders of Claims in Class 4 (General Unsecured Claims) (the "Voting Class"), which are entitled to vote on the Plan. Each Solicitation Package shall contain the following:

- (i) the Committee Letter;
- (ii) the Combined Hearing Notice;
- (iii) a copy of this Order (without exhibits attached);
- (iv) instructions detailing how to access copies of the Disclosure Statement and Plan on the Voting Agent's website and how to request hard copies of the Disclosure Statement and Plan, which the Debtors will send a copy to the requesting party at the Debtors' expense; and
- (v) a personalized Ballot;

9. As promptly as practicable following entry of this Order, and in any event no later than the Solicitation Commencement Deadline, the Debtors shall utilize the services of the Voting Agent to mail the Combined Hearing Notice to Holders of Claims or Interests in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), Class 3 (Other Priority Claims), and Class 5 (Interests) (collectively, the "Non-Voting Classes").

10. The Debtors are not required to distribute copies of the Plan or Disclosure Statement to any Holder of Claims or Interests in the Non-Voting Classes. Holders of Claims and Interests in the Non-Voting Classes may request copies of the Disclosure Statement and Plan by contacting the Voting Agent (a) in writing at Pareteum Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (b) by calling (888) 201-2205 (U.S./Canada) or (310) 751-1839 (International), or (c) via email at pareteuminfo@kccllc.com.

11. As promptly as practicable following entry of this Order, and in any event no later than the Solicitation Commencement Deadline, the Debtors shall utilize the services of the Voting Agent to mail the Combined Hearing Notice to all creditors and parties in interest on the Debtors' Master Service List (available of the Debtors' case website at <http://www.kccllc.net/pareteum>); and any other party which has filed a request for notice in these Chapter 11 Cases.

12. By no later than the Solicitation Commencement Deadline, the Debtors shall cause the Combined Hearing Notice and this Order to be published on the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. The Debtor shall not re-distribute any Combined Hearing Notice that is returned as undeliverable without a forwarding address.

13. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, any Claim, and without prejudice to the Debtors' rights in any other context, the following procedures shall be utilized for determining the amount of each Claim within a Class of Claims that is entitled to vote to accept or reject the Plan:

- (a) If a Claim is deemed Allowed under the Plan or a stipulated agreement between the parties, such Claim will be temporarily Allowed for voting purposes in the deemed Allowed amount set forth therein;
- (b) If a Claim for which a proof of claim was timely filed or was listed in the Debtors' Schedules in an amount that is liquidated, non-contingent, and undisputed, such Claim is Allowed for voting in the amount set forth on the proof of claim or the Debtors' Schedules;
- (c) If a Claim for which a proof of claim has been timely filed for unknown or undetermined amounts, or is wholly unliquidated, or contingent (as determined on the face of the Claim or after a reasonable review of the supporting documentation by the Debtors' counsel) and such Claim has not been allowed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- (d) If a Claim is listed on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such Claim is temporarily Allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution;
- (e) If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim is temporarily Allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (f) If a Claim is listed in the Debtors' Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court; or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, such Claim shall not be Allowed for voting;
- (g) Proofs of claim filed for \$0.00 are not entitled to vote;
- (h) If the Debtors have served an objection or request for estimation as to a Claim at least ten (10) days before the Voting Deadline, such Claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, or as ordered by the Court before the Voting Deadline;
- (i) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Class shall be provided with only one Solicitation

Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and

- (j) If a proof of claim has been amended by a later filed proof of claim, only the later filed amending Claim will be entitled to vote, regardless of whether the Debtors have objected to such earlier filed Claim.

14. The following Tabulation Procedures shall be utilized in tabulating

the Ballots:

- (a) Ballots received after the Voting Deadline will not be counted by the Voting Agent, except as expressly provided herein or in the event that the Voting Deadline is extended by the Debtors and subject to any contrary order of the Court;
- (b) Holders of Claims must vote all of their Claims in a class either to accept or reject the Plan and may not split their votes with respect to Claims in the same class;
- (c) any Ballot (or group of Ballots with respect to the Claims in a class received from a single creditor) that partially rejects and partially accepts the Plan will not be counted;
- (d) the method of delivery of Ballots to be sent from each Holder of a Claim in a Voting Class to the Voting Agent is at the election and risk of each Holder of a Claim, and will be deemed made only when the original executed Ballot is actually received by the Voting Agent or the Debtors' counsel;
- (e) a Ballot received by email or facsimile will not be counted;
- (f) no Ballot sent to the Debtors, the Debtors' agents, or the Debtors' financial or legal advisors will be counted;
- (g) if multiple Ballots are received from, or on behalf of, an individual Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the latest valid Ballot timely received will be deemed to reflect the intent of such Holder and to supersede and revoke any prior Ballot with respect to such Claim, *provided that*, if a Holder timely submits both a paper Ballot and eBallot on account of the same Claim, the eBallot shall supersede the paper Ballot;
- (h) if a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate

such capacity when signing. The Debtors may request proper evidence prior to accepting such Ballot;

- (i) any Holder of a Claim entitled to vote that has delivered a valid Ballot may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
- (j) subject to any contrary order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, not be in accordance with the provisions of the Procedures Order or the Bankruptcy Code; *provided, however*, that the Debtors may but are not required to notify any Holder submitting a Ballot not in proper form of any such defects and its intent to reject such Ballot if the alleged defects are not remedied. Any disputes regarding the form of any Ballot shall be determined by the Court;
- (k) to the extent there are multiple Claims within the Voting Class held by a particular Holder, the applicable Debtor may, in its discretion, aggregate the Claims of such particular Holder within the Voting Class for the purposes of counting votes;
- (l) unless waived by the Debtors, or as ordered by the Court, any defects or irregularities in connection with the deliveries of the Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived; and
- (m) notwithstanding anything to the contrary herein, the Debtors, in their sole discretion, subject to any contrary order of the Court, may waive any defect in any Ballot at any time, whether before or after the Voting Deadline and without notice.

15. The Debtors are authorized to accept duly completed and executed Ballots delivered by regular mail, courier, or delivery services so as to actually be received by the Voting Deadline (*i.e.*, September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)) by the Voting Agent at the following address: Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

16. In addition, to accepting Ballots by regular mail, courier, or delivery services, the Debtors are authorized to accept Ballots via electronic, online

transmission through a customized electronic Ballot by utilizing the “eBallot” platform on the Debtors’ case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. Instructions for casting an electronic Ballot can be found in the “eBallot” section of the Debtors’ case website. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any electronic Ballot submitted in this manner and the creditor’s electronic signature on Ballot will be deemed to be an original signature that is legally valid and effective. Ballots submitted by facsimile, or any other means of electronic submission not specifically authorized by the Solicitation Procedures shall not be counted.

17. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (a) any Ballot received after the Voting Deadline, even if postmarked before the Voting Deadline (except as expressly provided herein or in the event that the Voting Deadline is extended by the Debtors); (b) any Ballot submitted by facsimile, or any other means not specifically authorized herein; (c) any Ballot that is properly completed, executed, and timely returned to the Debtors’ counsel but does not indicate an acceptance or rejection of the Plan; (d) any Ballot that is properly completed, executed, and timely returned to the Debtors’ counsel but indicates both an acceptance or rejection of the Plan; (d) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant; (e) any Ballot not bearing an original signature on the line adjacent to the “Signature:” label in the certification section therein; and (f) any form of Ballot other than the official form sent by the Debtors’ counsel or a copy of the official form. As set forth in the Tabulation Procedures above, the Debtors may but are not required to notify any Holder submitting a Ballot not in proper form of any such defects and its

intent to reject such Ballot if the alleged defects are not remedied. Any disputes regarding the form of any Ballot shall be determined by the Court.

18. The Voting Agent will process and tabulate Ballots for the Voting Class and, prior to the Combined Hearing, will file the voting certification (the "Voting Certification") no later than the Voting Certification Deadline (*i.e.*, September 29, 2022). Such Voting Certification must indicate all instances in which (a) Ballots were withdrawn, (b) votes were changed by the filing of superseding Ballots, (c) the Voting Deadline was extended, and (d) every irregular Ballot including, without limitation, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, damaged, or received via facsimile, any other means not authorized by this Order. With regard to section (d) of this paragraph, the Voting Certification will indicate the Debtors' intentions with regard to such irregular Ballots.

19. Nothing contained in the Solicitation Procedures or the Tabulation Procedures shall serve as or be deemed a waiver of the Debtors' right to object to any filed proof of claim.

20. Any objections to approval of the Disclosure Statement or confirmation of the Plan shall:

- (a) be in writing;
- (b) comply with the Bankruptcy Rules, the Local Rules, Chambers' procedures and orders of this Court;
- (c) state the name and address of the objecting party and the nature and amount of the claim against or interest in the estate or property of the Debtors;
- (d) state with particularity the legal and factual basis for such objection;

- (e) be filed with the Clerk of the Court, together with proof of service thereon; and
- (f) be served by mail, email or hand delivery, so as to be **actually received** no later than 4:00 p.m. (prevailing Eastern Time) on the Objection Deadline (i.e., September 29, 2022) by: (i) counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119, Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Brian F. Moore, Esq. (bmoore@teamtogut.com); (ii) the U.S. Trustee, Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Susan Arbeit, Esq. (Susan.Arbeit@usdoj.gov); (iii) counsel to the Creditors' Committee, Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Michael G. Burke, Esq. (mgburke@sidley.com); and (iv) any other party which has filed a request for notice in these Chapter 11 Cases.

21. Unless an objection to the Disclosure Statement or Plan is timely filed and served pursuant to the above procedures, such objection may not be considered by the Court.

22. Any replies or an omnibus reply filed by the Debtors to any filed objections to approval of the Disclosure Statement or confirmation of the Plan shall be filed by the Reply Deadline (i.e., October 4, 2022 at 12:00 p.m. (prevailing Eastern Time)).

23. The notice procedures set forth in this Order for objecting to approval of the Disclosure Statement and confirmation of the Plan constitute good and sufficient notice and are hereby approved. No other or further notice shall be necessary or be required.

II. Establishment of an Interim Administrative Bar Date

24. September 30, 2022 (the "Interim Administrative Claim Bar Date"), shall be established as the deadline for filing administrative claims that have accrued from the Petition Date through and including August 31, 2022 for which administrative expense priority is sought pursuant to section 503 of the Bankruptcy Code (except for

claims arising under section 503(b)(9)) (each an “Administrative Claim”), which will be included as part of Combined Hearing Notice substantially in the form attached to the Motion as **Exhibit B**, service of which will occur on or before the Solicitation Commencement Deadline.

25. The Interim Administrative Claims Bar Date will apply to all Administrative Claims arising from the Petition Date through and including August 31, 2022. The Interim Administrative Claims Bar Date will not apply to the following persons or entities:

- (a) any party that has already properly filed an Administrative Claim with the Voting Agent, which clearly sets forth the Debtor against which the party asserts an Administrative Claim;
- (b) any holder of a Claim that heretofore has been allowed by order of the Bankruptcy Court;
- (c) any person or entity whose claim has been paid in full by the Debtors or the Buyer;
- (d) any holder of a Claim for which specific deadlines have previously been fixed by the Bankruptcy Court (including, for the avoidance of doubt, any holder of a claim arising under section 503(b)(9) of the Bankruptcy Code); and
- (e) Professionals retained by order of the Bankruptcy Court seeking interim or final compensation.

26. A proof of Administrative Claim form shall be made be available at the Debtors’ case website <http://www.kccllc.net/pareteum>. Delivery of the proof of Administrative Claim shall be made to the Voting Agent, which also serves as the Debtors’ claims and notice agent, by U.S. Postal Service mail or overnight delivery to Pareteum Claims Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, by the Interim Administrative Claims Bar Date. Any proof of Administrative Claim sent in any other manner, including by facsimile, telecopy, or electronic mail transmission, shall not be accepted.

Holders of Administrative Claims who are required to file a request for payment of such Claims and who do not file such requests by the Administrative Claims Bar Date shall be forever barred from asserting such Claims against the Debtors or their property, and the Holder thereof shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset, or recover such Administrative Claim.

27. The Debtors are authorized to make non-substantive changes to the Solicitation Packages (including the Plan, Disclosure Statement, and Ballot), the Combined Hearing Notice, the procedures contained herein, and all Plan or Disclosure Statement-related documents, without further order of the Court, including, without limitation, filling in any missing dates or other missing information, changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, any other materials in the Solicitation Package prior to distribution of such materials.

28. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

29. Nothing contained in this Order shall serve as or be deemed a waiver of the Debtors' right to object to any filed proof of claim on substantive grounds in accordance with the terms of the Plan.

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

Dated: New York, New York
_____, 2022

HONORABLE LISA G. BECKERMAN,
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

TOGUT, SEGAL & SEGAL LLP
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Frank A. Oswald
Brian F. Moore
Amy M. Oden

*Counsel to the Debtors
and Debtors in Possession*

**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)

NOTICE OF (I) COMBINED HEARING TO CONSIDER FINAL APPROVAL OF DISCLOSURE STATEMENT AND PLAN CONFIRMATION; (II) VOTING STATUS FOR HOLDERS OF CLAIMS AND INTERESTS; (III) DEADLINE FOR OBJECTING TO DISCLOSURE STATEMENT AND PLAN AND (IV) AN INTERIM BAR DATE FOR FILING ADMINISTRATIVE CLAIMS ARISING FROM THE PETITION DATE THROUGH AND INCLUDING AUGUST 31, 2022

PLEASE TAKE NOTICE OF THE FOLLOWING:

I. CHAPTER 11 CASES

On May 15, 2022 (the "Petition Date"), Pareteum Corporation and certain of its affiliates, the debtors and debtors in possession (the "Debtors") in the above-captioned Chapter 11 cases (the "Chapter 11 Cases") each filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). On May 18, 2022, the Bankruptcy Court entered an order authorizing the joint administration and procedural consolidation of the Chapter 11 Cases [Docket No. 37].

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 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.

On May 24, 2022, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) pursuant to section 1102(a) of the Bankruptcy Code [Docket No. 52]. No trustee or examiner has been appointed in the Chapter 11 Cases.

II. PLAN AND DISCLOSURE STATEMENT

On August 4, 2022, the Debtors filed their *Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 268] (as may be amended, modified, and/or supplemented from time to time, the “Plan”) and related *Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 269] (as may be amended, modified, and/or supplemented from time to time, the “Disclosure Statement”).²

On August [], 2022, the Bankruptcy Court entered an order [Docket No. [] (a) provisionally approving the Disclosure Statement, pending final approval at the Combined Hearing (as defined below), and (b) approving procedures for solicitation of votes on the Plan and key dates and deadlines in connection therewith. The Plan has not yet been approved by the Bankruptcy Court and will be considered for confirmation at the Combined Hearing.

III. PLAN VOTING AND NON-VOTING STATUS

Only Holders of Claims in Class 4 (General Unsecured Claims) are entitled to vote to accept or reject the Plan (the “Voting Class”).

Holders of Claims in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), and Class 3 (Other Priority Claims) are unimpaired and not entitled to vote on the Plan because such Claims and Interests are deemed to accept the Plan on account of such unimpaired status.

Holders of Interests in Class 5 (Interests) are not entitled to vote on the Plan because such Holders are not receiving or retaining any value under the Plan and, thus, are deemed to reject the Plan (collectively with Classes 1, 2, and 3, the “Non-Voting Classes”).

Only creditors who hold Claims in Class 4 (General Unsecured Claims) as of **August 24, 2022** (the “Voting Record Date”) are entitled to vote on the Plan. All votes to accept or reject the Plan must be actually received by the Voting Agent by no later than **September 27, 2022 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). Any failure to follow the voting instructions included with your ballot may disqualify your ballot and your vote. Only creditors in the Voting Class are receiving ballots.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Plan or Disclosure Statement, as applicable.

ON ACCOUNT OF YOUR NON-VOTING STATUS AS DETERMINED BY YOUR TREATMENT UNDER THE PLAN PURSUANT TO SECTION 1126 OF THE BANKRUPTCY CODE, IF YOU ARE A CREDITOR IN A NON-VOTING CLASS, YOU ARE RECEIVING THIS NOTICE FOR INFORMATIONAL PURPOSES AND TO PROVIDE INSTRUCTIONS ON HOW TO OBTAIN COPIES OF THE DISCLOSURE STATEMENT, PLAN AND RELATED MATERIALS.

IV. THE COMBINED HEARING

A hearing to consider approval of the Disclosure Statement on a final basis and confirmation of the Plan (the "Combined Hearing") will be held before the Honorable Lisa G. Beckerman, United States Bankruptcy Judge for the Southern District of New York, in the United States Bankruptcy Court, One Bowling Green, Room 601, New York, New York 10004, on **October 6, 2022 at 11:00 a.m. (prevailing Eastern Time)**. The Combined Hearing will only be conducted via Zoom for Government. Those parties wishing to participate in the Combined Hearing must register their appearance by utilizing the Electronic Appearance portal located at the Bankruptcy Court's website: <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>. **Appearances must be entered no later than 4:00 p.m. (prevailing Eastern Time) one (1) business day prior to the Combined Hearing.** General Order M-543, along with other temporary procedures implemented by the Bankruptcy Court in connection with the COVID-19 pandemic (including electronic filing procedures for *pro se* parties) can be found by visiting www.nysb.uscourts.gov and clicking on the "Coronavirus COVID-19 Protocol" banner.

The Combined Hearing may be adjourned from time to time by the Bankruptcy Court or the Debtors without further notice other than an announcement in open court or as indicated in any notice or hearing agenda that is filed with the Bankruptcy Court. The Plan may be further modified, if necessary, prior to, during, or as a result of the Combined Hearing.

V. PLAN EXCULPATION PROVISION

THE PLAN PROVIDES FOR THE EXCULPATION OF CERTAIN PARTIES INVOLVED IN THESE CHAPTER 11 CASES. PARTIES SHOULD THEREFORE BE AWARE THAT IF THE PLAN IS CONFIRMED AND IF THE EFFECTIVE DATE OF THE PLAN OCCURS, CERTAIN PARTIES WILL BE GETTING THE BENEFITS OF THE EXCULPATION PROVISION AND CERTAIN PARTIES WILL BE BOUND BY THE EXCULPATION PROVISION AS SET FORTH IN SECTION 10.2 OF THE PLAN AND PART VII.E OF THE DISCLOSURE STATEMENT.

The Plan contains the following provisions with respect thereto:

- (a) **Defined Terms.** As used in the Plan, capitalized terms have the meanings set forth below.
 - (i) "*Exculpated Parties*" means the following parties in their respective capacities as such: (a) the Debtors; (b) the Creditors' Committee and its members; (c) the Purchasers; (d) the DIP Lender; (e) the

Designated Officer; (f) the TSA Designee; and (g) with respect to each of the following persons in clauses (a) through (f), each of their Related Parties; *provided; however*, that Robert H. Turner shall not be entitled to the exculpation or limitation of liability set forth in Section 10.2 of the Plan. For the avoidance of doubt, former directors and officers of the Debtors shall not be a Related Party of any Debtor.

- (ii) *“Related Parties”* means with respect to any Exculpated Party, an Entity’s predecessors, successors and assigns, managed accounts, or funds, and all of their respective current and former officers, managers, directors, principals, members, employees, agents, independent contractors, management companies, investment advisors, fund advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, and such Persons’ respective heirs, executors, estates, servants, and nominees, in each case solely to the extent such parties are acting in such capacity; *provided; however*, that Robert H. Turner shall not be a related party for purposes of the definition of Exculpated Parties.

- (b) ***Exculpation and Limitation of Liability.*** NOTWITHSTANDING ANYTHING CONTAINED IN THE PLAN TO THE CONTRARY, EFFECTIVE AS OF THE EFFECTIVE DATE, TO THE EXTENT PERMITTED UNDER SECTION 1125(e) OF THE BANKRUPTCY CODE AND PROFESSIONAL RULES OF CONDUCT, THE EXCULPATED PARTIES SHALL NOT HAVE OR INCUR ANY LIABILITY FOR ANY ACT OR OMISSION TAKEN OR NOT TAKEN BETWEEN THE PETITION DATE AND THE EFFECTIVE DATE IN CONNECTION WITH, RELATING TO, OR ARISING OUT OF THE CHAPTER 11 CASES, THE NEGOTIATION AND FILING OF THE DISCLOSURE STATEMENT, THE PLAN OR ANY DOCUMENT IMPLEMENTING THE PLAN, THE LIQUIDATING TRUST AGREEMENT, THE PLAN SUPPLEMENT, THE TRANSITION SERVICES AGREEMENT, THE GLOBAL SETTLEMENT, THE SALE DOCUMENTS, THE FILING OF THE CHAPTER 11 CASES, THE SETTLEMENT OF CLAIMS OR RENEGOTIATION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE CONSUMMATION OF THE PLAN, OR THE ADMINISTRATION OF THE PLAN OR THE PROPERTY TO BE DISTRIBUTED UNDER THE PLAN, EXCEPT FOR ACTS OR OMISSIONS THAT ARE DETERMINED BY A FINAL ORDER TO BE THE RESULT OF GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD) OR ANY OBLIGATIONS THAT THEY HAVE UNDER OR IN CONNECTION WITH THE PLAN OR THE TRANSACTIONS CONTEMPLATED IN THE PLAN, AND IN ALL RESPECTS SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND OBLIGATIONS UNDER THE

PLAN. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EXCULPATION SET FORTH ABOVE DOES NOT EXCULPATE ANY OF THE EXCULPATED PARTIES' POST-EFFECTIVE DATE OBLIGATIONS UNDER THE PLAN, THE GLOBAL SETTLEMENT, THE SALE ORDER, OR THE SALE DOCUMENTS, OR ANY DOCUMENT, INSTRUMENT, OR AGREEMENT (INCLUDING, BUT NOT LIMITED TO, THOSE SET FORTH IN THE PLAN SUPPLEMENT) EXECUTED TO IMPLEMENT THE PLAN.

VI. OBJECTIONS TO THE PLAN

Any responses or objections to final approval of the Disclosure Statement or confirmation of the Plan must (a) be in writing; (b) comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules for the Bankruptcy Court, Chambers' procedures and orders of the Bankruptcy Court; (c) state the name and address of the responding or objecting party and the nature and amount of the Claim against or Interest in the Debtors' estates or property of the Debtors; (d) state with particularity the legal and factual basis for such response or objection; (e) be filed with the Clerk of the Bankruptcy Court, together with proof of service thereon; and (f) be served by mail, email or hand delivery, so as to be ACTUALLY RECEIVED no later than **September 29, 2022 at 4:00 p.m. (prevailing Eastern Time)** by:

- (i) counsel for the Debtor, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119, Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Brian F. Moore, Esq. (bmoore@teamtogut.com);
- (ii) the U.S. Trustee, Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Susan Arbeit, Esq. (Susan.Arbeit@usdoj.gov);
- (iii) counsel to the Creditors' Committee, Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Michael G. Burke, Esq. (mgburke@sidley.com); and
- (iv) any other party that has filed a request for notice in these Chapter 11 Cases.

ONLY THOSE RESPONSES OR OBJECTIONS THAT ARE TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE DEEMED OVERRULED.

[Continues on following page]

VII. ACCESS TO THE DISCLOSURE STATEMENT AND THE PLAN AND ADDITIONAL INFORMATION

Members of the Voting Class and Non-Voting Classes are entitled to obtain copies of the Disclosure Statement and the Plan, as well as the exhibits thereto, free of charge (a) at the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>; (b) upon request in writing at Pareteum Ballot Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) by calling the Voting Agent at (888) 201-2205 or (310) 751-1839 (International), or (d) via the Voting Agent's email at pareteuminfo@kccllc.com.

The Disclosure Statement and the Plan, as well as the exhibits thereto, may also be obtained from (a) the office of the Clerk of the Bankruptcy Court (the "Clerk's Office") during normal business hours or (b) the Bankruptcy Court's electronic case filing system at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Bankruptcy Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov).

PLEASE NOTE: Neither the staff of the Clerk's Office, the Voting Agent, nor the Debtors' counsel can give you legal advice.

VIII. INTERIM ADMINISTRATIVE CLAIMS BAR DATE

The Bankruptcy Court has established September 30, 2022 (the "Interim Administrative Claims Bar Date") as the deadline for filing administrative claims that have accrued from the Petition Date through and including August 31, 2022 for which administrative expense priority is sought pursuant to section 503 of the Bankruptcy Code (except for claims arising under section 503(b)(9)) (each an "Administrative Claim"). A proof of Administrative Claim form is available at <http://www.kccllc.net/pareteum>. The Interim Administrative Claims Bar Date will apply to all Administrative Claims arising from the Petition Date through and including August 31, 2022. The Interim Administrative Claims Bar Date will not apply to the following persons or entities:

- (a) any party that has already properly filed an Administrative Claim with the Voting Agent, which clearly sets forth the Debtor against which the party asserts an Administrative Claim;
- (b) any holder of a claim that heretofore has been allowed by order of the Bankruptcy Court;
- (c) any person or entity whose claim has been paid in full by the Debtors or the Purchasers
- (d) any holder of a claim for which specific deadlines have previously been fixed by the Bankruptcy Court (including, for the avoidance of doubt, any holder of a claim arising under section 503(b)(9) of the Bankruptcy Code); and
- (e) Professionals retained by order of the Bankruptcy Court seeking interim or final compensation.

Delivery of the proof of Administrative Claim must be made to the Voting Agent, who also serves as the Debtors' claims and noticing agent, by U.S. Postal Service mail or other overnight delivery to Pareteum Claims Processing Center c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 by the Interim Administrative Claims Bar Date.

Any proof of Administrative Claim sent in any other manner, including by facsimile, telecopy, or electronic mail transmission, shall not be accepted. Holders of Administrative Claims who are required to file a request for payment of such Claims and who do not file such requests by the Interim Administrative Claims Bar Date shall be forever barred from asserting such Claims against the Debtors or their property, and the Holder thereof shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset, or recover such Administrative Claim.

Dated: August 4, 2022
New York, New York

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

/s/ Frank A. Oswald
FRANK A. OSWALD
BRIAN F. MOORE
AMY M. ODEN
One Penn Plaza, Suite 3335
New York, New York 10119
Tel: (212) 594-5000
Facsimile: (212) 967-4258
Email: frankoswald@teamtogut.com
bmoore@teamtogut.com
aoden@teamtogut.com

EXHIBIT C

UCC Letter

[to be filed at a later date]

EXHIBIT D

**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)

**BALLOT FOR ACCEPTING OR REJECTING
THE CHAPTER 11 PLAN OF LIQUIDATION FOR
PARETEUM CORPORATION AND CERTAIN OF ITS AFFILIATES**

Class 4 - General Unsecured Claims

PLEASE READ AND FOLLOW
THE ENCLOSED INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED PRIOR TO
5:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 27, 2022 (THE “VOTING DEADLINE”).**

On May 15, 2022 (the “Petition Date”), Pareteum Corporation and certain of its affiliates, the debtors and debtors in possession (the “Debtors”) in the above-captioned Chapter 11 cases (the “Chapter 11 Cases”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

The Debtors are soliciting votes regarding the *Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 268] (as may be amended, modified, or supplemented from time to time and including all exhibits and supplements thereto, the “Plan”), as set forth in the *Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates* [Docket No. 269] (as may be amended, modified, or supplemented from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”). Pursuant to the *Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors’ Plan, Including, Scheduling a Combined Hearing to Consider Approval of Disclosure Statement and Plan Confirmation; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors’ Disclosure Statement on a Provisional Basis; and (IV) Approving (A) Procedures for Solicitation; (B) Forms of Ballots; (C) Procedures for Tabulation of Votes; (D) Procedures for Objections; and (V) Establishing a Bar Date for Filing Administrative Claims Arising From the Petition Date Through and Including August 31, 2022* [Docket No.] (the “Solicitation Procedures Order”) entered on [] [], 2022, the Bankruptcy Court conditionally approved the Disclosure Statement for use in soliciting acceptances and rejections of the Plan and scheduled a hearing (the “Combined Hearing”) to consider (a) whether the Disclosure Statement contains “adequate information” as set forth in section 1125 of the Bankruptcy Code, (b) approval of certain other materials related to the solicitation of acceptances of the Plan, and

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 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.

(c) confirmation of the Plan. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement, as applicable.

You are receiving this Ballot because the Debtors' records indicate that, as of August 24, 2022 (the "Voting Record Date"), you are a Holder of a Class 4 General Unsecured Claim under the Plan. Accordingly, you are entitled to vote to accept or reject the Plan.

Provided Class 4 of General Unsecured Claims votes to accept the Plan, except to the extent that a Holder of a General Unsecured Claim agrees to less favorable treatment, upon the Effective Date, each Holder of a General Unsecured Claim shall be entitled to receive, in full and final satisfaction, settlement, and release, and in exchange for such General Unsecured Claim, distributions from the Liquidation Trust Net Recovery (as defined in the Plan) pursuant to the terms set forth in the Plan.

Your rights are described in the Plan and accompanying Disclosure Statement. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim(s). The Disclosure Statement and the Plan can be accessed via the Debtors' case website, <http://www.kccllc.net/pareteum> (where you can also access copies of certain other materials related to the Chapter 11 Cases). If you would like to receive paper copies or an electronic copy on a USB flash drive, or if you need to obtain additional solicitation materials, you may contact the Debtors' voting agent, Kurtzman Carson Consultants LLC (the "Voting Agent") (a) in writing at Pareteum Ballot Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (b) by calling (888) 201-2205 (U.S./Canada) or (310) 751-1839 (International), or (c) via email at pareteuminfo@kccllc.com.

This Ballot may not be used for any purpose other than (i) for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Debtors' counsel immediately at (212) 594-5000.

To ensure that your vote is counted, you must (a) complete your Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the appropriate box; and (c) sign and deliver your Ballot so that it is actually received by 5:00 p.m. prevailing Eastern Time on September 27, 2022 either (i) via the Voting Agent's online electronic balloting platform ("eBallot") or (ii) by delivering a paper copy via first class mail, overnight courier or hand delivery to the Voting Agent at the following address:

Pareteum Ballot Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

You may access the eBallot platform on the Debtors' case website maintained by the Voting Agent at <http://www.kccllc.net/pareteum>. **Click on the "Submit eBallot" section of the website and follow the instructions to submit your Ballot.** Ballots submitted by email or facsimile ballots **will not** be accepted. If the Bankruptcy Court confirms the Plan, you will be bound by the Plan regardless of whether you vote.

- **IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:**

Unique eBallot ID#: _____

PIN#: _____

Each eBallot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each eBallot ID# you receive, as applicable.

Claimants who cast a Ballot using the Voting Agent's "eBallot" platform should NOT also submit a paper Ballot.

TO SUBMIT YOUR BALLOT BY MAIL, PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of General Unsecured Claims against the Debtors in the following aggregate unpaid principal amount (insert amount in box below):

Class: 4 – General Unsecured Claims Aggregate Claim Amount: \$ _____

Item 2. Vote on Plan.

The Holder of the General Unsecured Claim(s) against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
---	---

Any Ballot that is executed by the Holder of a General Unsecured Claim but is not marked to accept or reject the Plan or is marked both to accept and reject the Plan will not be counted.

Item 3. Plan Exculpation Provision

THE PLAN PROVIDES FOR THE EXCULPATION OF CERTAIN PARTIES INVOLVED IN THESE CHAPTER 11 CASES. PARTIES SHOULD THEREFORE BE AWARE THAT IF THE PLAN IS CONFIRMED AND IF THE EFFECTIVE DATE OF THE PLAN OCCURS, CERTAIN PARTIES WILL BE GETTING THE BENEFITS OF THE EXCULPATION PROVISION AND CERTAIN PARTIES WILL BE BOUND BY THE EXCULPATION PROVISION AS SET FORTH IN SECTION 10.2 OF THE PLAN AND PART VII.E OF THE DISCLOSURE STATEMENT.

THE PLAN CONTAINS THE FOLLOWING PROVISIONS WITH RESPECT THERETO:

- (a) ***Defined Terms.*** As used in the Plan, capitalized terms have the meanings set forth below.
 - (i) ***"Exculpated Parties"*** means the following parties in their respective capacities as such: (a) the Debtors; (b) the Creditors' Committee and its members; (c) the Purchasers; (d) the DIP Lender; (e) the Designated Officer; (f) the TSA Designee; and (g) with respect to each of the following persons in clauses (a) through (f), each of their Related Parties; *provided; however*, that Robert H. Turner shall not be entitled to the exculpation or limitation of liability set forth in Section 10.2 of the Plan. For the avoidance of doubt, former directors and officers of the Debtors shall not be a Related Party of any Debtor.
 - (ii) ***"Related Parties"*** means with respect to any Exculpated Party, an Entity's predecessors, successors and assigns, managed accounts, or funds, and all of their respective current and former officers, managers, directors, principals, members, employees, agents, independent contractors, management companies, investment advisors, fund advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, and such Persons' respective heirs, executors, estates, servants, and nominees, in each case solely to the extent such parties are acting in such

capacity; *provided; however*, that Robert H. Turner shall not be a related party for purposes of the definition of Exculpated Parties.

- (b) *Exculpation and Limitation of Liability.* NOTWITHSTANDING ANYTHING CONTAINED IN THE PLAN TO THE CONTRARY, EFFECTIVE AS OF THE EFFECTIVE DATE, TO THE EXTENT PERMITTED UNDER SECTION 1125(e) OF THE BANKRUPTCY CODE AND PROFESSIONAL RULES OF CONDUCT, THE EXCULPATED PARTIES SHALL NOT HAVE OR INCUR ANY LIABILITY FOR ANY ACT OR OMISSION TAKEN OR NOT TAKEN BETWEEN THE PETITION DATE AND THE EFFECTIVE DATE IN CONNECTION WITH, RELATING TO, OR ARISING OUT OF THE CHAPTER 11 CASES, THE NEGOTIATION AND FILING OF THE DISCLOSURE STATEMENT, THE PLAN OR ANY DOCUMENT IMPLEMENTING THE PLAN, THE LIQUIDATING TRUST AGREEMENT, THE PLAN SUPPLEMENT, THE TRANSITION SERVICES AGREEMENT, THE GLOBAL SETTLEMENT, THE SALE DOCUMENTS, THE FILING OF THE CHAPTER 11 CASES, THE SETTLEMENT OF CLAIMS OR RENEGOTIATION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE CONSUMMATION OF THE PLAN, OR THE ADMINISTRATION OF THE PLAN OR THE PROPERTY TO BE DISTRIBUTED UNDER THE PLAN, EXCEPT FOR ACTS OR OMISSIONS THAT ARE DETERMINED BY A FINAL ORDER TO BE THE RESULT OF GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD) OR ANY OBLIGATIONS THAT THEY HAVE UNDER OR IN CONNECTION WITH THE PLAN OR THE TRANSACTIONS CONTEMPLATED IN THE PLAN, AND IN ALL RESPECTS SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND OBLIGATIONS UNDER THE PLAN. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EXCULPATION SET FORTH ABOVE DOES NOT EXCULPATE ANY OF THE EXCULPATED PARTIES' POST-EFFECTIVE DATE OBLIGATIONS UNDER THE PLAN, THE GLOBAL SETTLEMENT, THE SALE ORDER, OR THE SALE DOCUMENTS, OR ANY DOCUMENT, INSTRUMENT, OR AGREEMENT (INCLUDING, BUT NOT LIMITED TO, THOSE SET FORTH IN THE PLAN SUPPLEMENT) EXECUTED TO IMPLEMENT THE PLAN.

Item 5. Certifications.

that: By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors

- (a) either: (i) the Person or Entity is the Holder of the General Unsecured Claims being voted, or (ii) the Person or Entity is an authorized signatory for a Person or Entity that is a Holder of the General Unsecured Claims being voted;
- (b) the Person or Entity has received a copy of the Disclosure Statement or accessed the Disclosure Statement through the Debtors' case website and has received a copy of the Solicitation Package, and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) no other Ballots with respect to the amount of the General Unsecured Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked; and

Name of Holder:	_____
	(Print or Type)
Social Security (Last 4 Digits) or Federal Tax Identification Number:	_____
Signature:	_____
Name of Signatory:	_____
	(If Other Than Holder)
Title:	_____
Address:	_____

Telephone Number:	_____
Email:	_____
Date Completed:	_____

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED (OR OTHERWISE IN ACCORDANCE WITH THE SOLICITATION PROCEDURES). PLEASE ALLOW SUFFICIENT TIME FOR THE VOTING AGENT TO RECEIVE THIS BALLOT PRIOR TO THE VOTING DEADLINE.

[Continues on Following Page]

Class 4 – General Unsecured Claims

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of Holders of General Unsecured Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “Ballot Instructions”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan or the Disclosure Statement, as applicable, copies of which also accompany the Ballot.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the Voting Agent via the delivery methods set forth above, so that it is actually received by the Voting Agent prior to the Voting Deadline.
3. If a Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it will not be counted unless otherwise determined by the Debtors in accordance with the Tabulation Procedures and Solicitation Procedures and approved by the Bankruptcy Court. Additionally, the following **Ballots will NOT be counted**:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to the Debtors, the Debtors’ agents, or the Debtors’ financial or legal advisors;
 - Ballots sent by email or facsimile;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
 - any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any Ballot cast for a Claim scheduled as contingent, unliquidated, or disputed for which the applicable Bar Date has passed, and no Proof of Claim was timely filed;
 - any unsigned Ballot or Ballot lacking an original signature;
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and
 - any Ballot submitted by any Person or Entity not entitled to vote pursuant to the Solicitation Procedures.
4. If multiple Ballots are received from the same Holder of a General Unsecured Claim with respect to the same General Unsecured Claim prior to the Voting Deadline, the last valid executed Ballot timely received will be deemed to reflect that voter’s intent and will supersede and revoke any prior Ballot, *provided that*, if a Holder timely submits both a paper Ballot and eBallot on account of the same Claim, the eBallot shall supersede the paper Ballot.
5. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote.

6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Voting Agent, the Debtors nor the Debtors' counsel will accept delivery of any such certificates or instruments surrendered together with a Ballot.
7. This Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
8. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors' counsel, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party of your authority to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
9. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors and approval of the Bankruptcy Court.

PLEASE RETURN YOUR BALLOT PROMPTLY!

IF YOUR VOTE IS NOT ACTUALLY RECEIVED PRIOR TO THE VOTING DEADLINE, WHICH IS 5:00 P.M. (PREVAILING EASTERN TIME) ON SEPTEMBER 27, 2022, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT BE COUNTED.