

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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**In re:** :  
: **Chapter 11**  
:   
**SKILLSOFT CORPORATION, et al.** : **Case No. 20-11532 (MFW)**  
:   
**Debtors.**<sup>1</sup> : **(Joint Administration Requested)**  
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**NOTICE OF (I) FILING OF BANKRUPTCY PETITIONS AND RELATED DOCUMENTS AND (II) AGENDA FOR TELEPHONIC HEARING ON FIRST DAY MOTIONS SCHEDULED FOR JUNE 16, 2020 AT 11:30 A.M. (PREVAILING EASTERN TIME), BEFORE THE HONORABLE MARY F. WALRATH, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE<sup>2</sup>**

**THIS HEARING WILL BE HELD TELEPHONICALLY AND BY VIDEO. ALL PARTIES WISHING TO APPEAR MUST DO SO TELEPHONICALLY BY CONTACTING COURTCALL, LLC AT 866-582-6878 PRIOR TO THE SCHEDULED HEARING. ONLY THOSE PARTIES THAT WILL BE ADDRESSING THE COURT SHOULD APPEAR BY ZOOM AND COURTCALL.**

**PLEASE NOTE THAT THE MICROPHONES ON THE ZOOM MEETING WILL BE MUTED AND THE ONLY AUDIO WILL BE THROUGH COURTCALL.**

**TO APPEAR BY VIDEO CONFERENCE,  
PARTIES SHOULD USE THE FOLLOWING INFORMATION:  
JOIN ZOOM HEARING: <https://debuscourts.zoomgov.com/j/1608224208>  
MEETING ID: 160 822 4208 PASSWORD: 558223**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Skillsoft Corporation (6115); Amber Holding Inc. (0335); SumTotal Systems LLC (7228); MindLeaders, Inc. (6072); Accero, Inc. (4684); CyberShift Holdings, Inc. (2109); CyberShift, Inc. (0586); Pointwell Limited; SSI Investments I Limited; SSI Investments II Limited; SSI Investments III Limited; Skillsoft Limited; Skillsoft Ireland Limited; ThirdForce Group Limited; Skillsoft U.K. Limited; and Skillsoft Canada, Ltd. The location of the Debtors’ corporate U.S. headquarters is 300 Innovative Way, Suite 201, Nashua, NH 03062.

<sup>2</sup> All motions and other pleadings referenced herein are available online at the following address: [www.kcellc.net/skillsoft](http://www.kcellc.net/skillsoft).



PLEASE TAKE NOTICE that on June 14, 2020, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the following voluntary petitions (collectively, the “**Petitions**”) for relief under chapter 11 of title 11 of the United States Code:

A. Voluntary Petitions:

1. [Skillsoft Corporation](#)
2. [Amber Holding Inc.](#)
3. [SumTotal Systems LLC](#)
4. [MindLeaders, Inc.](#)
5. [Accero, Inc.](#)
6. [CyberShift Holdings, Inc.](#)
7. [CyberShift, Inc.](#)
8. [Pointwell Limited](#)
9. [SSI Investments I Limited](#)
10. [SSI Investments II Limited](#)
11. [SSI Investments III Limited](#)
12. [Skillsoft Limited](#)
13. [Skillsoft Ireland Limited](#)
14. [ThirdForce Group Limited](#)
15. [Skillsoft U.K. Limited](#)
16. [Skillsoft Canada, Ltd.](#)

PLEASE TAKE FURTHER NOTICE that in addition to filing the Petitions, the Debtors filed the following first day motions and related documents (collectively, the “**First Day Motions**”):

B. First Day Declaration:

17. Declaration of John Frederick in Support of Debtors’ Chapter 11 Petitions and First Day Relief [[Docket No. 22](#) – filed June 15, 2020]

C. First Day Motions:

18. Motion of Debtors for Entry of Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief [[Docket No. 2](#) – filed June 14, 2020]
19. Motion of Debtors Pursuant to 11 U.S.C. §§ 105 and 107, Fed. R. Bankr. P. 9018 and Del. Bankr. L.R. 9018-1 for Entry of Interim and Final Orders Authorizing the Debtors to File (I) Portions of the Creditor Matrix Under Seal and (II) the Commercial Information and the Personal Information in Future Filings Under Seal [[Docket No. 8](#) – filed June 14, 2020]
  - A. Notice of Filing of Proposed Redacted Version of the Creditor Matrix [[Docket No. 15](#) – filed June 15, 2020]

- B. Notice of Filing of Sealed Version of the Creditor Matrix [Docket No. 14 – filed June 15, 2020]
20. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Taxes and Fees, and (II) Granting Related Relief [[Docket No. 3](#) – filed June 14, 2020]
21. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief [[Docket No. 4](#) – filed June 14, 2020]
22. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue to Maintain Their Insurance Policies and Programs, (B) Honor All Insurance Obligations, and (C) Modify the Automatic Stay with Respect to the Workers’ Compensation Program, and (II) Granting Related Relief [[Docket No. 7](#) – filed June 14, 2020]
23. Motion of Debtors for Entry of Interim and Final Orders (I) Approving Debtors’ Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service, and (IV) Granting Related Relief [[Docket No. 6](#) – filed June 14, 2020]
24. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Trade Claims in Ordinary Course of Business and (II) Granting Related Relief [[Docket No. 9](#) – filed June 15, 2020]
25. Motion of Debtors for Entry of an Order Authorizing Skillsoft Canada, Ltd. to Act as Foreign Representative on Behalf of the Debtors’ Estates Pursuant to 11 U.S.C. § 1505 [[Docket No. 5](#) – filed June 14, 2020]
26. Motion of Debtors Pursuant to 11 U.S.C. § 105 for Entry of an Order Enforcing the Protections of 11 U.S.C. §§ 362, 365, 525, and 541 [[Docket No. 11](#) – filed June 15, 2020]
27. Application of Debtors Pursuant to 28 U.S.C. § 156(c) for Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent *Nunc Pro Tunc* to the Petition Date [[Docket No. 12](#) – filed June 15, 2020]
28. Motion of Debtors for Order (I) Scheduling Combined Hearing to Consider (A) Approval of Disclosure Statement, (B) Approval of Solicitation Procedures and Forms of Ballots, and (C) Confirmation of Prepackaged Plan; (II) Establishing an Objection Deadline to Object to Disclosure Statement and Plan; (III) Approving the Form and Manner of Notice of Combined Hearing, Objection Deadline, and Notice of Commencement; (IV) Conditionally Waiving Requirement of Filing

Statement of Financial Affairs and Schedules of Assets and Liabilities; (V) Approving Notice and Objection Procedures for the Assumption or Rejection of Executory Contracts and Unexpired Leases; (VI) Conditionally Waiving Requirement to Convene the Section 341 Meeting of Creditors; and (VII) Granting Related Relief Pursuant to Sections 105(a), 341, 521(a), 1125, 1126 and 1128 of the Bankruptcy Code and Bankruptcy Rules 1007, 2002, 3017 and 3018 [[Docket No. 13](#) – filed June 15, 2020]

29. Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to (A) Enter Into an Exclusivity Letter with the Interested Party, and (B) Perform Their Obligations Thereunder, Including Payment of the Upfront Payment Amount, and (II) Granting Related Relief [[Docket No. 34](#) – filed June 15, 2020] (filed under seal)
  - A. Notice of Filing of Proposed Redacted Version of Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to (A) Enter Into an Exclusivity Letter with the Interested Party, and (B) Perform Their Obligations Thereunder, Including Payment of the Upfront Payment Amount, and (II) Granting Related Relief [[Docket No. 35](#) – filed June 15, 2020]
  - B. Motion of Debtors for Entry of an Order Authorizing the Debtors to File Under Seal and Redact Certain Identity Information in the Motion to Enter Into Exclusivity Letter [[Docket No. 36](#) – filed June 15, 2020]
30. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, and (C) Continue Intercompany Transactions and Provide Administrative Expense Priority for Postpetition Intercompany Claims; (II) Extending Time to Comply with 11 U.S.C. § 345(b); and (III) Granting Related Relief [[Docket No. 10](#) – filed June 15, 2020]
31. Motion of Debtors for Entry of Orders (I) Authorizing Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Granting Liens and Superpriority Claims, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, (VI) Granting Related Relief [[Docket No. 19](#) – filed June 15, 2020]
  - A. Declaration of Christopher A. Wilson in Support of Motion of Debtors for Entry of Orders (I) Authorizing Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Granting Liens and Superpriority Claims, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, (VI) Granting Related Relief [[Docket No. 20](#) – filed June 15, 2020]

- B. Motion of Debtors Pursuant to 11 U.S.C. §§ 105 and 107, Fed. R. Bankr. P. 9018 and Del. Bankr. L.R. 9018-1 for Entry of an Order Authorizing the Debtors to File the Proposed Debtor-in-Possession Financing Fee Letters Under Seal [[Docket No. 32](#) – filed June 15, 2020]
  - C. Notice of Filing Confidential Proposed Debtor-in-Possession Financing Fee Letters Under Seal [Docket No. 30 – filed June 15, 2020]
  - D. Notice of Filing of Proposed Redacted Versions of the Debtor-in-Possession Financing Fee Letters [[Docket No. 31](#) – filed June 15, 2020]
- D. Plan-Related Documents.<sup>3</sup>
- 32. Joint Prepackaged Chapter 11 Plan of Skillsoft Corporation and its Affiliated Debtors [[Docket No. 17](#) – filed June 15, 2020]
  - 33. Disclosure Statement for Joint Prepackaged Chapter 11 Plan of Skillsoft Corporation and its Affiliated Debtors [[Docket No. 18](#) – filed June 15, 2020]

PLEASE TAKE FURTHER NOTICE that a telephonic and video hearing with respect to the First Day Motions is scheduled for June 16, 2020 at 11:30 a.m. (prevailing Eastern Time) before The Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware (the “**First Day Hearing**”). Parties who wish to participate in the First Day Hearing may do so by contacting CourtCall at 866-582-6878 AND by joining the Zoom hearing at <https://debuscourts.zoomgov.com/j/1608224208>; meeting ID: 160 822 4208; password: 558223.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the First Day Motions may be made at the First Day Hearing.

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<sup>3</sup> These matters will not be going forward at the First Day Hearing.

Dated: June 15, 2020  
Wilmington, Delaware

*/s/ Christopher M. De Lillo*

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