

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
EPIC! CREATIONS, INC., <i>et al.</i> , ¹	Case No. 24-11161 (JTD)
Debtors.	(Jointly Administered)
Claudia Z. Springer, Chapter 11 Trustee,	Adv. Pro. No. 24-50233 (JTD)
Plaintiff,	(Jointly Administered)
vs.	
Google LLC, Voizzit Technology Private Ltd., Voizzit Information Technology LLC, Vinay Ravindra, Rajendran Vellapalath,	Proposed Objection Deadline: At the time of the Hearing Proposed Hearing Date: December 3, 2024 at 9:00 a.m.
Defendants.	Related Adv. D.I. Nos. 2, 3, 4, 14

**CHAPTER 11 TRUSTEE'S EMERGENCY MOTION
TO HOLD THE VOIZZIT DEFENDANTS IN CONTEMPT OF COURT FOR
THEIR FAILURE TO COMPLY WITH THE COURT'S NOVEMBER 19 ORDER**

Plaintiff Claudia Z. Springer, Esq., in her capacity as Chapter 11 Trustee (the "Trustee") of the Estates of Epic! Creations, Inc. ("Epic"); Neuron Fuel, Inc. ("Neuron Fuel"); and Tangible Play, Inc. ("Tangible Play," together with Epic and Neuron Fuel, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases") brings this emergency motion (the "Motion") to hold Defendants Voizzit Technology Private Ltd., Voizzit Information Technology LLC, Vinay Ravindra, and Rajendran Vellapalath (collectively, the "Voizzit Defendants") in contempt of the

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).



Court for their failure to comply with this Court's November 19, 2024 *Order Granting Chapter 11 Trustee's Motion for a Temporary Injunction* [Adv. D.I. 14] (the "TRO"), and states:

PRELIMINARY STATEMENT

1. The Voizzit Defendants think that the law and this Court's orders do not apply to them. They remain "arrogantly defiant" not only of the of the Bankruptcy Code, *see In re Dean*, 490 B.R. 662, 671 (Bankr. M.D. Pa. 2013), but also of this Court's jurisdiction and authority. Since November 1, 2024, the Trustee has had to spend estate resources *every single day* fighting the Voizzit Defendants' efforts to fleece the Estate and disrupt the Debtors' businesses. To put a stop to it, the Trustee sought and received two Court orders: (1) the *Order Granting In Part Trustee's Emergency Motion For Entry Of An Order (I) Enforcing The Automatic Stay, (II) Declaring Violations Of The Automatic Stay To Be Void Ab Initio, (III) Awarding Fees, Expenses, And Punitive Damages, (IV) Granting Related Relief* [D.I. 276] (the "Stay Order"); and (2) the TRO. The Voizzit Defendants have not complied with the Stay Order and that violation is the subject of a separate motion for sanctions filed contemporaneously with this Motion. They also have not complied with the TRO, and their failure to do so has harmed, and will continue to harm, the Debtors' estates. Accordingly, the Trustee brings this Motion to hold the Voizzit Defendants in contempt of this Court's TRO and to award sanctions for their violation of the TRO.²

² A continued hearing on the Stay Motion for purposes of determining sanctions is set for December 3, 2024. The Trustee intends to seek additional sanctions for the Voizzit Defendants' violation of the Stay Order at that hearing and reserves all rights. The sanctions request in this Motion pertains solely to the Voizzit Defendants' violation of the TRO.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (O). Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Trustee consents to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent the consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory and legal predicates for the relief sought herein are sections 105 or 362 of title 11 of the United States Code, Rules 2002, 9014 and 9020 of the Federal Rules of Bankruptcy Procedure, and Local Rules 2002-1(b), 4001-1, 4001-2, and 9013-1.

BACKGROUND

A. The Bankruptcy Filing and the Trustee’s Appointment.

5. On June 4 and 5, 2024 (the “Petition Dates”), GLAS Trust Company LLC, in its capacity as administrative and collateral agent under that certain Credit and Guaranty Agreement dated November 24, 2021, and certain lenders under that Agreement (the “Petitioning Creditors”) filed an involuntary chapter 11 petition against each Debtor. [D.I. 1].

6. On June 27, 2024, this Court entered an order directing joint administration of the Debtors’ cases for procedural purposes. [D.I. 61].

7. On September 16, 2024 (the “Order for Relief Date”), this Court entered an order for relief in the Debtors’ involuntary chapter 11 cases and directed the appointment of a chapter 11 trustee. [D.I. 147].

8. On September 23, 2024, the United States Trustee for Region 3 duly appointed Claudia Z. Springer as chapter 11 trustee of each Debtor’s estate, subject to approval by the Court. [D.I. 152]. On October 7, 2024, this Court entered an order approving the appointment of the Trustee. [D.I. 180].

9. Immediately upon her appointment, the Trustee, with the support of her legal and financial advisors, among other steps, worked to familiarize herself with and stabilize the Debtors’ businesses and operations, secure the Debtors’ assets wherever located around the globe, identify reliable books and records, and assemble the information necessary to provide to this Court and other stakeholders.

B. The Voizzit Defendants’ Failure To Comply With The TRO.

10. On November 18, 2024, the Trustee filed suit against the Voizzit Defendants and Google, seeking, among other relief, a temporary restraining order enjoining the Voizzit Defendants from continuing to assert control and possession over the Debtors’ property. As set forth in the Trustee’s motion for temporary restraining order, the Voizzit Defendants’ actions were causing significant and ongoing harm to the Estates and needed to be stopped immediately.

11. This Court entered the TRO on November 19, 2024. Paragraph 2 of the TRO states:

On or before 5:00 p.m. E.T. on November 22, 2024, Defendants Voizzit Technology Private Ltd, Voizzit Information Technology LLC, Vinay Ravindra, and Rajendran Vellapalath (the “Voizzit Defendants”) shall provide the Trustee and Google with a complete list of all accounts, assets, email extensions, projects, entity names, or other credentials relating in any way to the Google Accounts that were transferred by or to one or more of the Voizzit Defendants or individuals or entities working in concert with them from June 4,

2024 to present, and shall facilitate the transfer of any such email extensions, projects, entity names, or other credentials from the Voizzit Defendants or individuals or entities under their control and to the Trustee.

(TRO, ¶ 3.)

12. Paragraph 5 of the TRO states:

Defendant Voizzit Information Technology LLC is directed to transfer to the Trustee at instructions provided by the Trustee the Debtors' applications, data, project, funds, or any other information or property of the Debtors; given that any such transfer to Voizzit Information Technology LLC was void *ab initio* and a legal nullity, such that the technical return transfer to the Trustee maintains the status quo.

(TRO, ¶ 5.)

13. Before the TRO was entered, the Trustee gave counsel for the Voizzit Defendants the opportunity to comment on the TRO, and their counsel raised no objection to any of the provisions of the TRO, including the deadlines set forth in the draft order.

14. On November 19, 2024, the Trustee caused the TRO to be served on Vinay Ravindra by e-mail and overnight mail and upon counsel for the remaining Voizzit Defendants. *See* D.I. 17.

15. The Voizzit Defendants knew that the TRO required them to take certain actions to rectify their misconduct by November 22, 2024 as evidenced by the fact that at a hearing held on November 21, 2024, counsel for the Voizzit Defendants told this Court: "We also had a conversation [with our clients] about the TRO. *They've also indicated they're planning to comply with the two provisions of the TRO order that required turnover of information to Google by Friday,*" [11/21/24 Tr. at 20 [D.I. 338], attached hereto as **Exhibit C**). Later in that same hearing, in response to concerns raised by the Trustee about the Voizzit Defendants' compliance with the TRO, their counsel reassured the Court that the Voizzit Defendants would comply by the deadline

set by the Court. Counsel stated: “Your Honor, the Court orders, we’ve been told by the client that they’re planning on doing all of those things, *especially with respect to the TRO Order and they’re just trying to get the analysis done on the funds returned.*” *Id.* at 95 (emphasis supplied).

16. Notwithstanding these statements to the Court, the Voizzit Defendants have not complied with the TRO. *See Declaration of Jacob Grall in Support of Chapter 11 Trustee’s Emergency Motion to Hold the Defendants in Contempt of Court for Their Failure to Comply With the Court’s November 19 Order* (the “Grall Decl.”), at ¶ 7, attached hereto as **Exhibit D**. Before seeking relief from this Court, the Trustee met with counsel for the Voizzit Defendants on Monday, November 25, 2024 to discuss the Voizzit Defendants’ failure to comply with the TRO. Counsel stated that they were continuing to “press” their clients to comply but could not state when compliance would be forthcoming. As of the filing of this Motion, the Trustee has not heard anything further from the Voizzit Defendants’ counsel.

17. The Voizzit Defendants’ refusal to comply with the TRO is causing significant harm to the Debtors’ Estates. (*See Grall Decl.*, at ¶¶ 8-10.) As set forth in Mr. Grall’s Declaration, although Google has represented to the Trustee that it is working to restore the various accounts, intellectual property and other data and information that the Voizzit Defendants wrongfully transferred to themselves, Google has also told the Trustee that without the cooperation of the Voizzit Defendants that is mandated by the TRO, it could take *weeks* to unwind these transfers. (*Grall Decl.* ¶ 8.) Every day the Trustee does not have complete control over the Debtors’ businesses harms the estates, not only because of the time and attention she and her counsel and advisors are required to spend addressing the operational and legal harm, but also because the Trustee is bound by tight milestones established by the lenders in the financing order to prepare the Debtors’ businesses for a sale. (*Id.* at ¶¶ 9-10.)

ARGUMENT

18. Section 105(a) grants a bankruptcy court the authority to hold a litigant in contempt of court for violating a court order. *BYJU's Alpha, Inc. v. Camshaft Capital Fund, LP (In re BYJU's Alpha, Inc.)*, 661 B.R. 109, 117 (Bankr. D. Del. 2024). “To hold a party in civil contempt, a court must find that (i) a valid court order existed, (ii) that the party charged with contempt had knowledge of the court order, and (iii) that the party charged with contempt disobeyed the court order. These elements must be proven by clear and convincing evidence, and ambiguities must be resolved in favor of the party charged with contempt.” *In re Wong v. Lubetkin (In re 40 Lake View Drive, LLC)*, 2018 U.S. Dist. LEXIS 58958, at *9 (D. N.J. 2018) (citing *John T. ex rel. Paul T. v. Del. Cty. Intermediate Unit*, 318 F.3d 545, 552 (3d Cir. 2003)); accord *BYJU's Alpha*, 661 B.R. at 117. A court also must give fair warning that certain acts are forbidden before holding a party in civil contempt. *Id.* (citing *U.S. on Behalf of I.R.S. v. Norton*, 717 F.2d 767, 774 (3d Cir. 1983)).

19. Each of these elements is met here by clear and convincing evidence. First, this Court entered the TRO. Second, the Voizzit Defendants were served with notice of the TRO. *See* D.I. 17. And all but Mr. Ravindra were represented by counsel at the hearing at which the TRO was entered. Moreover, as set forth above, the Trustee tendered a draft of the TRO to counsel for the Voizzit Defendants, and the Voizzit Defendants never raised any objection to the terms of the proposed order or their ability to comply with it, and indeed represented to the Court at the November 21, 2024 hearing that they intended to comply with the TRO. [11/21/24 Tr. at 20 [D.I. 338.] Finally, the Voizzit Defendants have not done what the TRO required. Accordingly, a finding of contempt is appropriate.

20. To provide fair warning of a possible contempt finding and to compel compliance with the TRO, the Trustee requests entry of a rule to show cause commanding the Voizzit

Defendants to appear in person in Court to explain why they should not be held in contempt of this Court for their failure to comply with the TRO and advising them that should they fail to purge their contempt, the Court may consider entering sanctions including a daily fine of \$25,000 per day to be assessed until the Voizzit Defendants have filed a certification with this Court attested by the Trustee that they have complied with the TRO, and a civil arrest warrant and body attachment. See *BYJU's Alpha*, 661 B.R. at 117-18 (imposing daily fine to compel compliance).³ Imposition of a fine of this magnitude is warranted given that the Voizzit Defendants have told this Court that “Voizzit is a well-funded startup worth hundreds of millions of dollars in valuation” and that Mr. Vellapalath is an “entrepreneur who has successfully exited his previous travel technology business for a few hundred million dollars.” [D.I. 288 at ¶ 12.] Given the Voizzit Defendants’ stated wealth, only a significant fine is likely to cause them to comply, making a fine of this magnitude justified to secure the Voizzit Defendants compliance with this Court’s TRO.

CONCLUSION

WHEREFORE, the Trustee respectfully requests entry of the Proposed Orders, substantially in the form annexed hereto as **Exhibits A and B**, granting the relief requested herein and such other and further relief as the Court may deem just and equitable.

[intentionally left blank]

³

Unlike a discovery certification which necessarily comes from the party producing its documents and information, here whether the Voizzit Defendants have done what is necessary to transfer the Google accounts and data back to the Estates is something that is within the knowledge of the Trustee making her certification of the Voizzit Defendants’ compliance appropriate.

Wilmington, Delaware
November 26, 2024

PASHMAN STEIN WALDER HAYDEN, P.C.

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Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
EPIC! CREATIONS, INC., <i>et al.</i> , ¹	Case No. 24-11161 (JTD)
Debtors.	(Jointly Administered)
Claudia Z. Springer, Chapter 11 Trustee,	Adv. Pro. No. 24-50233 (JTD)
Plaintiff,	(Jointly Administered)
vs.	
Google LLC, Voizzit Technology Private Ltd., Voizzit Information Technology LLC, Vinay Ravindra, Rajendran Vellapalath,	
Defendants.	

**ORDER GRANTING CHAPTER 11 TRUSTEE’S EMERGENCY MOTION
TO HOLD THE VOIZZIT DEFENDANTS IN CONTEMPT OF COURT FOR
THEIR FAILURE TO COMPLY WITH THE COURT’S NOVEMBER 19 ORDER**

Upon consideration of the *Chapter 11 Trustee’s Emergency Motion to Hold the Defendants in Contempt of Court for Their Failure to Comply With the Court’s November 19 Order* (the “Emergency Motion”) filed by Plaintiff Claudia Z. Springer, Esq., in her capacity as Chapter 11 Trustee (the “Trustee”) of the Estates of Epic! Creations, Inc. (“Epic”); Neuron Fuel, Inc. (“Neuron Fuel”); and Tangible Play, Inc. (“Tangible Play,” together with Epic and Neuron Fuel, the “Debtors”); and the Court having reviewed the Emergency Motion and the Exhibits thereto; and

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).

the Court having held a show cause hearing on December [], 2024 (the “Hearing”); and the Court having considered all evidence and argument presented at the Hearing; the Court finds and concludes that:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334(b).
- B. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(A), (E), and (O).
- C. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409(a).
- D. Notice of the Motion was sufficient under the circumstances.
- E. On November 19, 2024, this Court entered the *Order Granting Chapter 11 Trustee’s Motion for a Temporary Injunction* [Adv. D.I. 14] (the “TRO”). The TRO enjoined Defendants Voizzit Technology Private Ltd., Voizzit Information Technology LLC, Vinay Ravindra, and Rajendran Vellapalath (the “Voizzit Defendants”), *inter alia*, as follows:

On or before 5:00 p.m. E.T. on November 22, 2024, Defendants Voizzit Technology Private Ltd, Voizzit Information Technology LLC, Vinay Ravindra, and Rajendran Vellapalath (the “Voizzit Defendants”) shall provide the Trustee and Google with a complete list of all accounts, assets, email extensions, projects, entity names, or other credentials relating in any way to the Google Accounts that were transferred by or to one or more of the Voizzit Defendants or individuals or entities working in concert with them from June 4, 2024 to present, and shall facilitate the transfer of any such email extensions, projects, entity names, or other credentials from the Voizzit Defendants or individuals or entities under their control and to the Trustee.

[TRO, ¶ 2.]

Defendant Voizzit Information Technology LLC is directed to transfer to the Trustee at instructions provided by the Trustee the Debtors’ applications, data, project, funds, or any other information or property of the Debtors; given that any such transfer to Voizzit Information Technology LLC was void *ab initio* and a legal nullity, such that the technical return transfer to the Trustee maintains the status quo.

[TRO, ¶ 5.]

F. Each of the Voizzit Defendants were served with the TRO and thus had knowledge of the entry of the TRO and its terms. [Adv. D.I. 17] In addition, counsel of record for Defendants Voizzit Technology Private Ltd., Voizzit Information Technology LLC, and Rajendran Vellapalath acknowledged on the record during a hearing held before this Court on November 21, 2024 that: “We also had a conversation [with our clients] about the TRO. They’ve also indicated they’re planning to comply with the two provisions of the TRO order that required turnover of information to Google by Friday.” [11/21/24 Tr. at 20.]

G. As set forth in the testimony of Jacob Grall, none of the Voizzit Defendants complied with the TRO.

H. The Trustee has established by clear and convincing evidence that: (i) a valid court order was entered; (ii) Defendants had knowledge of the TRO; and (iii) Defendants failed to comply with the TRO.

I. Defendants were given fair warning of the possible contempt sanctions through the entry of a rule to show cause commanding their appearance before the Court to explain why they should not be held in civil contempt.

For the reasons stated on the record at the Hearing, it is hereby **ORDERED THAT:**

1. The Voizzit Defendants are found to be in contempt of this Court’s TRO.
2. The Voizzit Defendants are ordered to immediately comply with the TRO.
3. The Defendants shall pay to the Estates a fine of \$25,000 per day, beginning on the date of this Order, until the Defendants have filed a certification with this Court, attested to by the Trustee, that they have complied with the TRO.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order, including whether additional sanctions are warranted in light of the Defendants' failure to comply with the TRO.

Exhibit B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
EPIC! CREATIONS, INC., <i>et al.</i> , ¹	Case No. 24-11161 (JTD)
Debtors.	(Jointly Administered)
Claudia Z. Springer, Chapter 11 Trustee,	Adv. Pro. No. 24-50233 (JTD)
Plaintiff,	(Jointly Administered)
vs.	
Google LLC, Voizzit Technology Private Ltd., Voizzit Information Technology LLC, Vinay Ravindra, Rajendran Vellapalath,	
Defendants.	

ORDER TO SHOW CAUSE

Having considered the *Chapter 11 Trustee's Emergency Motion To Hold The Voizzit Defendants In Contempt Of Court For Their Failure To Comply With The Court's November 19 Order* (the "Emergency Motion") [Adv. D.I. ●] and in light of the failure of the Defendants Voizzit Technology Private Ltd, Voizzit Information Technology LLC, Vinay Ravindra, and Rajendran Vellapalath (the "Voizzit Defendants"), to comply with the Court's temporary restraining order (the "TRO") (Adv. D.I. 14);

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).

IT IS HEREBY ORDERED THAT the Voizzit Defendants shall appear in person on December __, 2024, at __ a.m. in Courtroom 5 of the United States Bankruptcy Court in Wilmington, Delaware, and SHOW CAUSE why they should not be held in civil contempt of Court for their failure to comply with this Court's TRO. The Court shall consider all possible sanctions against the Voizzit Defendants, including imposition of a daily fine and/or placing Defendants Ravindra Vinay or Rajendran Vellapalath in civil confinement until they purge the Voizzit Defendants of such contempt.

Exhibit C

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE: Chapter 11
Case No. 24-11161 (JTD)
EPIC! CREATIONS, INC.,
et al., (Jointly Administered)
Courtroom No. 5
824 Market Street
Debtors. Wilmington, Delaware 19801
Thursday, November 21, 2024
2:00 p.m.

TRANSCRIPT OF HEARING
BEFORE THE HONORABLE JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES:

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transcript produced by transcription service.

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1 (Proceedings commence at 2:32 p.m.)

2 (Call to order of the Court)

3 THE COURT: Good afternoon, everyone. Thank you.
4 Please be seated.

5 MR. BARSALONA: Good afternoon, Your Honor. For
6 the record, Joe Barsalona from Pashman Stein Walder Hayden on
7 behalf of the Chapter 11 Trustee.

8 Your Honor, we're going off of Docket Number 327,
9 the third amended agenda.

10 We only have the stay enforcement matters going
11 forward, Your Honor. And after discussions with Voizzit, we
12 said we would start with their motion to adjourn the hearing
13 and then proceed to the actual motion.

14 THE COURT: Okay.

15 MR. SAMIS: Good afternoon, Your Honor. Chris
16 Samis from Potter Anderson, here today on behalf of the
17 Voizzit entities.

18 Your Honor, just to give you an idea of how things
19 are going to proceed, with Your Honor's ruling at the last
20 hearing that Mr. Vellapalath would have to be present in
21 order to have his declaration considered, we inquired with
22 him as to whether or not that was a possibility. He informed
23 us that his visa status would not allow him to go ahead and
24 do that, so we do not have the benefit of his declaration
25 today, so it does streamline things, I think, a little bit

1 from our perspective. We'll simply be, you know, cross-
2 examining the other witnesses and presenting legal argument,
3 so ...

4 THE COURT: Okay.

5 MR. SAMIS: All right. So, Your Honor, this --
6 we'll start with the adjournment portion.

7 And just to give Your Honor a little bit of the
8 lay of the land, just about two weeks ago, on Tuesday,
9 November 5th, Voizzit was stunned by the receipt of the order
10 to shorten notice and stay violation motion, which Voizzit
11 contends was improperly served. Those documents were served
12 in involuntary bankruptcy pending on the other side of the
13 planet, where Voizzit -- from where Voizzit is located, that
14 Voizzit had no familiarity with and contends that, again,
15 that it had no notice of.

16 Following receipt, after gaining some
17 understanding of the completely alien, extremely expedited
18 legal process and what it meant, Voizzit sprung into action
19 to try to protect its rights by associating with U.S.
20 counsel. Until this time, Voizzit was operating under the
21 assumption that it had owned and controlled both Epic! and
22 Tangible due to the loan purchase and equity conversion
23 transaction described in our motion. Indeed, Voizzit was
24 actively performing maintenance on the applications and
25 software, directing employees of the debtors and -- that they

1 believed were their employees, and otherwise operating the
2 business and supporting the debtors.

3 The ordering shortening notice scheduled a hearing
4 on the stay violation motion for November 12th, the following
5 Tuesday. Unfortunately, but not surprisingly, Voizzit had
6 trouble securing counsel over the intervening days.

7 On November 11th, Potter finally spoke with
8 Voizzit for the first time and we were engaged on an
9 emergency basis the following morning, just three hours
10 before the hearing, to pursue an adjournment.

11 At the hearing, the trustee in GLAS used
12 conspiracies by unrelated parties -- alleged conspiracies by
13 unrelated parties with similar names and selective
14 information to paint Voizzit as an illegitimate shell acting
15 in bad faith. These allegations are discussed in detail in
16 our papers and are refuted, in turn.

17 Counsel attended the hearing for Voizzit and
18 requested an adjournment to give Voizzit adequate time to
19 review, understand, and potentially contest the stay motion
20 and examine vindicating any other rights it may have. The
21 Court denied that request and entered the order on the stay
22 motion.

23 After discussions on the impact of and compliance
24 with the order and next steps, Voizzit decided to do its best
25 to participate in the process while, again, seeking more time

1 to respond on a more fulsome record.

2 That same evening, Tuesday, November 12th, just
3 hours after counsel for Voizzit made its appearance at the
4 initial hearing and described the exigent circumstances in
5 which it found itself, counsel for the trustee served five
6 different discovery demands, including three deposition
7 requests to take place in less than one week after counsel
8 first made its appearance.

9 Unsurprisingly, just a day later, GLAS, acting in
10 tandem with the trustee, joined in the deposition request and
11 served its own document request.

12 Voizzit diligently prepared its responses to the
13 interrogatories and requests for production over the
14 remainder of the week, which they then served to counsel to
15 GLAS and the trustee on Sunday night.

16 While Voizzit did decline to produce a witness for
17 depositions, it did so because it was impossible to prepare a
18 witness for deposition on the proposed time line. It was
19 also impossible to gather the necessary documents to review
20 and prepare in advance of any depositions.

21 As Your Honor knows, the stay motion was
22 bifurcated into a hearing on whether the stay was violated
23 and a hearing on damages and sanctions. To that end, Voizzit
24 now requests an adjournment of the sanctions portion of the
25 hearing for 30 days, to allow Voizzit time to evaluate the

1 sanctions relief in an organized, just fashion and respond to
2 and pursue discovery in connection with same.

3 For certain, Your Honor, Voizzit has been unduly
4 prejudiced by the speed of this proceeding, but it also
5 understands the parties and the Court's concerns, and the
6 seriousness of the allegations that are in play. Voizzit
7 submits an adjournment is in the best interests of the
8 parties for a host of reasons:

9 First, Your Honor, due process has not been
10 satisfied in these circumstances and on these facts. Voizzit
11 was taken completely by surprise on what appears to be
12 defective notice, struggled to find counsel, and then
13 respond, first, on effectively seven days' notice from the
14 stay -- for the stay portion, and now on eight days to the
15 sanctions portion.

16 In the 16 days Voizzit has been in this matter,
17 it's had to respond to the sanctions relief on three days'
18 notice, respond to adversary document requests, its own
19 attorneys' requests, alter its activities to comply with the
20 stay order, and digest the TRO. Voizzit has not had a
21 meaningful opportunity to assess the damages, examine the
22 facts and circumstances to establish Voizzit's lack of
23 knowledge of the stay, and otherwise participate in this
24 litigation.

25 The company is a UAE entity, located halfway

1 around the world and subject to a nine-hour time difference.
2 Working through this volume of information, reviewing and
3 understanding multiple pending preexisting cases that include
4 this bankruptcy, the Indian insolvency proceeding, the New
5 York GLAS litigation in multiple jurisdictions, and
6 responding to other requests and pleadings while trying to
7 collect and review its own records is -- was simply
8 untenable. Not to mention that Voizzit continues to run its
9 own business operations, consisting of multiple business
10 lines and over a hundred employees.

11 There are millions of dollars at issue and a party
12 with little understanding of the U.S. legal system,
13 completely unfamiliar with the discovery process, on an
14 extremely compressed time line, Your Honor, that's what we're
15 dealing with. Even considering weekends and holidays, on
16 these facts, this is a nearly impossible time line to
17 complete discovery.

18 Tellingly, all the depositions were noticed up by
19 the trustee and GLAS, they all violated the local rules
20 because the timing requirements needed to be violated by
21 necessity.

22 Your Honor, similarly, Voizzit has not been
23 afforded a realistic opportunity to take any discovery of the
24 other interested parties, an absolutely critical component of
25 the adversarial system. Voizzit has struggled to drink from

1 a fire hose as it frantically attempts to respond to requests
2 from the trustee and GLAS, surprise filings, and last-minute
3 facts. The winding, confusing, and largely irrelevant Hailer
4 declaration filed yesterday evening is a good example of
5 this.

6 The international element of Voizzit's business
7 has also slowed production and action, as it must consult
8 with its lawyers and advisors in the UAE and India to
9 coordinate strategy and to ensure compliance with the laws of
10 those jurisdictions. Voizzit did not ask for this schedule,
11 Your Honor, but it is currently being forced to live under
12 it, and doing so is hampering its ability to defend itself.

13 While one could pin responsibility on Voizzit for
14 starting the chain of events with its actions, this does seem
15 unwarranted, as it had no knowledge of the stay or the
16 bankruptcy proceeding, especially in light of Voizzit's
17 continued commitment to abide by the stay. Voizzit posits it
18 is more appropriate to blame the petitioning creditors and
19 the trustee for not providing Voizzit proper notice of the
20 proceeding.

21 Second, Your Honor, Voizzit believes it has been
22 in substantial compliance with the Court's stay order since
23 its entry and Voizzit will not seek to take any further
24 action implicating the automatic stay without seeking court
25 approval. Such an agreement alleviates any concerns about

1 interference with the debtors' operations and further -- or
2 further violative transfers. And the only evidence
3 introduced of any further violative transfers was in the
4 context of a TRO hearing that none of the parties had real
5 time to prepare for.

6 To be clear, my client maintains the system
7 breakdowns and residual Voizzit emails -- email address
8 transfers or apparent residual Voizzit email transfers are
9 the result of the need of system maintenance and integration.
10 There is no -- there is no justification for requiring -- for
11 expediting the sanctions relief in these circumstances.

12 Unlike the other parties, we -- third, unlike the
13 other parties that we've seen in recent international
14 bankruptcy litigation, I think it's important to remember
15 that Voizzit did not hide. Voizzit did its best to respond
16 to the motion and has actively been engaged since. It is
17 concerned about its business and its reputation in the
18 marketing process and is ready to work constructively with
19 the trustee and GLAS to find a resolution or to fairly
20 litigate this matter to an appropriate conclusion. Giving
21 Voizzit, a foreign litigant, a full chance -- a full and fair
22 opportunity to be heard encourages faith in the U.S.
23 bankruptcy system internationally, from a policy perspective,
24 and I think that should be something that should influence
25 the Court here.

1 Fourth, Your Honor, the trustee and GLAS have been
2 living with these cases for months and, with respect to GLAS,
3 for years, in related litigation. They're all engaged with
4 teams of lawyers and other advisors who have had substantial
5 time reviewing the facts and circumstances surrounding the
6 parties, their interactions, and the alleged transfers in
7 these cases. Voizzit should be given some modicum of time to
8 evaluate the allegations, elicit a more complete record,
9 assess its position, and level the playing field to ensure
10 proportionality.

11 Your Honor, fifth, Voizzit will commit to make
12 its -- to make its representatives available for depositions,
13 it just needs more time to participate in them with adequate
14 preparation and scheduling. The same goes with taking
15 affirmative discovery from the trustee and others.

16 Sixth, Your Honor, an adjournment will give the
17 parties time to discuss the very serious issue of the
18 trustee's ability to effectively operate the business without
19 Voizzit's maintenance and other software services. And that
20 will allow us to potentially prevent further harm to the
21 estates.

22 As discussed at the last hearing, we understand
23 customer complaints have been pouring into Voizzit regarding
24 the interruption in service over the weekend. My client did,
25 in fact, hear the Tangible website had crashed. As noted,

1 and consistent with my representation to the Court at the TRO
2 hearing, I asked my client and they confirmed that they have
3 not taken action to harm the website. Rather, they again
4 stressed to me that the need for technical oversight and
5 service of these technical platforms was necessary in order
6 to allow the trustee to ensure the proper maintenance of
7 programs and maximization of value of the estate and the
8 avoidance of any continued maintenance issues.

9 At bottom, if there are problems, Your Honor, with
10 the software and the applications that need maintenance from
11 Voizzit to function and that is the cause of the crash, then
12 that's not a willful act of misconduct. Rather, if Voizzit
13 is respecting the stay order and avoiding interference with
14 what has been deemed the debtors' property by the stay order,
15 the trustee and GLAS cannot, at the same time, claim a stay
16 violation for Voizzit's inaction. Indeed, rather than just
17 fighting about the sanctions and damages, we believe that it
18 would be more beneficial for the debtors and the estates to
19 simultaneously work with Voizzit to make sure everything
20 stays functioning properly and assets are protected.

21 More pointedly, Your Honor, if the trustee and
22 GLAS are going to seek further damages from Voizzit every
23 time their system goes down and/or the system is going to
24 continuously crash due to maintenance and software issues
25 (indiscernible) that Voizzit at least tells me is likely to

1 give -- given its operational knowledge, is a likely outcome,
2 it probably, again, makes more sense to talk over the
3 pendency of the adjournment, both while we're pursuing the --
4 you know, the -- actively discuss -- both while we're
5 actively pursuing discovery and working our way to a
6 litigation conclusion, to also talk to make sure that we're
7 continuing to effectively run -- the trustee is continuing to
8 effectively run the business without further unnecessary stay
9 litigation, a waste of resources, and degradation of the
10 debtors' estates.

11 Seventh, Your Honor, more time will all Voizzit to
12 effectively account for the value provided to the estates
13 through the provisions of its services, employees, and
14 support, value which may ultimately offset some of the --
15 some of the damages here, allowing for a full and fair
16 resolution of the matter.

17 Eighth, it will give Voizzit time to satisfy the
18 trustee and GLAS -- or may give Voizzit time to satisfy the
19 trustee and GLAS that it was unaware of the bankruptcy and
20 did not act willfully, potentially eliminating the need for a
21 hearing on sanctions at all.

22 And then, ninth and most critically, Your Honor,
23 if the matter does settle and ultimately -- or does not
24 settle and ultimately goes forward, more time will benefit
25 the Court and these proceedings. The Court was not presented

1 with the loan agreement, the assignment deed, the conversion
2 note, or the Vellapalath declaration to which they're
3 attached. Mr. Vellapalath's absence today, borne of his
4 inability to participate by Zoom, decided at the last
5 hearing, and his inability to attend live by virtue of the
6 aggressive schedule, including his inability to get a visa on
7 such short notice, is preventing consideration of these
8 documents and Mr. Vellapalath's testimony. More time ensures
9 a full record, including as to communication and a fair
10 result.

11 Your Honor, adjourning the sanctions hearing
12 for 30 days would serve the interests of justice by
13 guaranteeing the ability to weigh the new evidence set forth
14 in the -- and attached to the Vellapalath declaration, and
15 the benefit of actual, document-based depositions, and both
16 sides having the opportunity to tell their full story before
17 Your Honor is asked to levy financial damages on a party
18 that, upon learning of the Chapter 11 cases, has attend --
19 has engaged in a good faith attempt to comply with the
20 auto -- has engaged with -- has engaged in good -- in a
21 good -- in good faith compliance with the automatic stay and
22 has tried to open communication.

23 Your Honor, this case has been a hurricane for
24 Voizzit and its counsel. Multiple parties have assailed it
25 from multiple angles with discovery with immediate and

1 unreasonable response deadlines and expedited motion
2 practice. This has put the parties on unfair footing and
3 that advantage has been pressed by our adversaries. They
4 have gone too far and there is reason for the state of
5 play -- and there's no reason for the state of play to get
6 worse now. It's time for everyone to take a deep breath,
7 build out a full record, and figure out what happened here.

8 Your Honor, with that, I would also -- I would
9 also note that, even worse, the narrative in the last-minute
10 Hailer declaration emphasizes how convoluted and confusing
11 the contentions are here, and even suggests that Voizzit
12 could have been defrauded. Voizzit, a potential victim
13 itself, certainly needs time to adequately review the facts
14 and defend itself.

15 Indeed, the fact that we just received document --
16 indeed, I would also note, Your Honor, that we just received
17 further documents from our client right before the hearing,
18 to let Your Honor know that they are continuing to make a
19 good faith attempt to comply. They're simply overwhelmed.

20 THE COURT: Well, let me ask you this question.
21 Has Voizzit returned all of the information and provided the
22 Chapter 11 Trustee with all information and returned control
23 to them of all of the debtor information that they took?

24 MR. SAMIS: So, according to my client, Your
25 Honor, they say they have. What we think we're seeing, or

1 the way that they explained to me, anyway, is some of the
2 evidence that you'll be seeing today is the result of changes
3 that were made and there just being residual data, you know,
4 in the systems that still display things as being, you know,
5 rerouted inappropriately.

6 But they have told me, anyway, that they believe
7 that they are compliant. We had a conversation about the
8 order. We also had a conversation about the TRO. They've
9 also indicated to us they're planning to comply with the two
10 provisions of the TRO order that required turnover of
11 information to Google by Friday.

12 THE COURT: Have they returned all of the funds
13 that they removed or they took from the debtors?

14 MR. SAMIS: Your Honor, I don't believe they've
15 returned funds yet.

16 THE COURT: So they're not in compliance with the
17 order.

18 MR. SAMIS: Well, they've -- Your Honor, they're
19 taking actions to reverse everything. I don't believe
20 they've returned the funds yet.

21 THE COURT: Well, it seems that wouldn't take very
22 long to do. All right. Thank you.

23 MR. SAMIS: Thank you, Your Honor.

24 MS. STEEGE: Good afternoon, Your Honor.

25 Catherine Steege on behalf of the trustee.

1 In response to Your Honor's questions, no, Voizzit
2 has not acted in compliance with the order. They have not
3 done anything to return any of the programs or IP that
4 they've taken. What's happened here is that the trustee has,
5 working with Apple, obtained back control of the accounts.
6 We have not received the funds, they've done nothing in
7 connection with the Google accounts. And as the evidence
8 will show today, and as we previewed for Your Honor at the
9 three emergency hearings that we've had, there are other
10 sites that have been affected, the GitHub site, the
11 Cloudflare site.

12 As we laid out in our response, at Docket 295, to
13 the motion to continue, we do not believe this continuance is
14 necessary, and we think continuing this matter will cause
15 great harm to the estate.

16 Your Honor received a flurry of exhibits very late
17 this morning, and the reason for that is, is that, after the
18 hearing on Tuesday, after Your Honor entered the order on
19 November 12th, Voizzit has continued to violate the automatic
20 stay.

21 On November 15th, the very day that counsel files
22 a response to this motion, Voizzit says in their response:

23 "Voizzit has no intentions of violating the
24 automatic stay and, now that it has obtained its counsel,
25 will look to guidance from the Court before taking any

1 potentially stay-violating actions through the pendency of
2 these Chapter 11 cases."

3 Counsel told you that again this afternoon.

4 But in fact, on November 15th, Voizzit actors
5 infiltrated the Cloudflare system of the Osmo Play account
6 and took over control of that system. On November 17th, they
7 moved that domain out of the Cloudflare system and the
8 Tangible Play control into Voizzit's control.

9 If this hearing continues, you will hear testimony
10 from Mr. Grall, who is now in the system, about the fact that
11 this happened on November 15th, after Your Honor had found
12 they violated the stay, after a hearing in which there was a
13 second violation of the stay brought forward, the Google
14 violation, at a hearing in which Your Honor said you would be
15 very disturbed if you heard that anything had happened after
16 your order.

17 That morning, if you'll remember, we told you that
18 the Osmo Play system had gone down and we were investigating
19 what had happened. The reason why it went down -- we reached
20 out to Cloudflare, and the reason why it went down was
21 because of the taking on November 17th of that system.

22 After that hearing, in conversations with
23 Cloudflare, they agreed to the entry of an order, which we
24 submitted yesterday and Your Honor signed yesterday
25 afternoon, which allowed us to get back control of that

1 system. Mr. Grall became what they call the "super
2 administrator" of that site. As super administrator -- and
3 ironically, when they gave him that super administrator
4 permission, they did so sending it with an email that says
5 "Voizzit.com." It wasn't coming from Voizzit, but it was
6 Cloudflare going in, using the email moniker that was in
7 control of the system and sending it back to the trustee.

8 At that point, Mr. Grall goes in. And there's a
9 series of exhibits that we added to the exhibit list around
10 12:30, one o'clock this afternoon that show all of this. He
11 went back in and saw that, on November 15th is when they
12 infiltrated the system, and November 17th is when they took
13 it. We now have it back and we hope to get the site back up.

14 Counsel says that we should have a continuance
15 because they're doing all of this work for the debtors, and
16 that this is important work to keep the systems going. If we
17 actually get to that issue -- because they won't have any
18 evidence to support that, this is just counsel's statement,
19 at this point -- we would be prepared to show rebuttal
20 evidence that no one here in the U.S. that is working for the
21 debtor ever heard of Voizzit until these motions started
22 being filed as a result of the violation of the automatic
23 stay.

24 Mr. Grall would testify that he's gone through the
25 debtors' email systems. There's no mention of Voizzit

1 anywhere. Your Honor can take judicial notice that, when the
2 involuntary was filed, you received letters from counsel
3 indicating that Think and Learn was the parent corporation,
4 no mention of Voizzit. There's no indications of any
5 payments to Voizzit until they start taking money after the
6 trustee's appointment. Voizzit pops up after the fact, as
7 Mr. Hailer's testimony will show, if the hearing goes
8 forward, because they are working with the debtors' former
9 ultimate principals to take control of these assets and to
10 prevent the trustee from having an orderly sale.

11 If all of that wasn't a reason not to continue
12 this -- because I don't think Your Honor can trust, we
13 certainly don't trust that they aren't going to continue to
14 violate the automatic stay -- we also have a situation where
15 there's -- I don't think you can call it anything other than
16 witness tampering. Mr. Hailer received -- and he will
17 testify to this, and this is the exhibit that the lenders
18 seek to offer -- received a plane ticket for November 20th to
19 go to Dubai. He was encouraged by the respondents here to
20 come to Dubai, so he'd be outside of the country, so he
21 couldn't testify.

22 That's wrongful conduct, Your Honor. They should
23 not be encouraging witnesses not to come here and provide
24 information to this Court. That is a reason also not to
25 continue. That type of misconduct will continue if Your

1 Honor continues this hearing.

2 We believe that this hearing is necessary to send
3 a signal, to the extent that these other orders hadn't, and
4 you would think that they would. Entering sanctions against
5 these parties we hope will let them know that they need to
6 stop, and will let the world know that the trustee is
7 actually in control of these debtors, so that she can
8 commence an orderly sales process and maximize value for the
9 creditors who have been wronged here.

10 And I'd finally say, just on a more mundane level,
11 a continuance here isn't necessary. Counsel has never asked
12 us for a single document during the two and a half weeks that
13 these matters have been pending. Bankruptcy matters proceed
14 at a very fast pace because they need to. This is very
15 important to this debtor. These things that have been taken,
16 these emergency hearings that we have been asking Your Honor
17 to hold are all because the core of this business has been
18 threatened by the actions of Voizzit.

19 Under those circumstances, quick hearings happen
20 all the time in Bankruptcy Court and parties adjust and take
21 discovery. They've never asked for any discovery. I have to
22 assume that means they don't need any discovery. And why
23 would they? The issue that's up before Your Honor isn't
24 whether the stay has been violated; Your Honor has found that
25 already with regard to the Apple accounts. The issue here is

1 whether they knew of the bankruptcy, such that that would
2 mean, under Third Circuit precedent, their conduct was a
3 willful violation of the stay and whether their conduct has
4 been egregious. All of -- both of those pieces of fact are
5 within their knowledge. They have control over that
6 information. If anyone needed discovery, it was us, and they
7 did not answer any of our discovery.

8 Yes, they gave us written responses. The written
9 responses were we object and we will not produce anything.
10 The only thing we have seen are the three pieces of
11 documents, the three loan documents that were attached to the
12 declaration.

13 But we're ready to proceed because this is
14 damaging the estate and it's very important that we go
15 forward, so that a message can be sent to these bad actors
16 that they need to stop and that the world can see that this
17 Court and the trustee are in control over these debtors'
18 businesses, so that we can get them sold for the highest
19 price that's available.

20 THE COURT: Okay. Thank you.

21 MR. SHANKAR: Your Honor, Ravi Shankar from
22 Kirkland & Ellis on behalf of GLAS Trust Company.

23 Your Honor, I don't need nine points; I need two:

24 First, we've seen this movie before, delay being
25 used to frustrate debtors before this Court, Delaware

1 entities; geography being used as an excuse not to perform,
2 to refuse to sit for depositions, to not produce documents.

3 Second, Your Honor, William Hailer. Mr. Hailer is
4 in the courtroom today. He showed up. He did something no
5 one from Voizzit has done. He's here. And over the last 48
6 hours, I cannot imagine the amount of stress Mr. Hailer is
7 under, not to be here today.

8 And he is prepared to introduce into evidence,
9 Your Honor, we have one exhibit. It is a plane ticket that
10 Byju Raveendran sent him on Signal to board a flight to
11 Dubai. He will walk the Court through the conversations that
12 Mr. Raveendran has had with him, so that he does not testify
13 today.

14 Your Honor, Mr. Hailer lives in Nebraska, he is
15 outside a trial subpoena of this Court, he is under no trial
16 subpoena with his presence here today. I cannot guarantee
17 his presence at any future hearing before the Court. He is
18 one of the few people, Your Honor, who's willing to speak
19 truth to a very frustrating and criminal situation and to
20 tell the Court, based on his percipient knowledge, what has
21 happened, to shed answers where there are questions, and to
22 finally give a coherent explanation to why Voizzit suddenly
23 claims to be equity in bankruptcy proceedings that have been
24 ongoing since June.

25 Delay here is not used for preparation, Your

1 Honor; delay here is being used for mischief. And I would
2 ask Your Honor that this hearing continue. Thank you, Your
3 Honor.

4 THE COURT: All right. Thank you.

5 Mr. Samis.

6 MR. SAMIS: Your Honor, just a couple of brief
7 responses.

8 Number one, I would say that the reason that
9 we're -- we've only appeared here now is because we didn't
10 receive adequate notice of the proceedings, so I'd respond in
11 that way initially. And we'll get into a little bit more of
12 how that plays into the sanctions argument, if we get there.

13 But Your Honor, I think that it's important to
14 note, riding off that, that we've been on our back foot since
15 this litigation started. Honestly, you know, it started
16 before that, when we weren't given proper notice of the
17 proceeding. They've been, essentially, operating a business
18 that they believe is theirs, and they didn't know about the
19 proceeding.

20 That is how we've gotten to the point that we are
21 now. That is why they've inserted themselves at this stage
22 of the proceeding, it's because they finally received notice
23 by way of the stay motion. They -- you know, they sprung
24 into action in order to respond to that.

25 It is a -- it is a situation that I think would be

1 difficult for U.S. litigants with sophisticated law firms and
2 advisors to participate in. It's a completely different
3 situation for an entity that's halfway across the world that
4 has no understanding of the proceedings. Just under -- just
5 explaining to them how the -- you know, how the stay
6 functioned and how it applied was -- you know, was
7 challenging.

8 They tell me that they have complied with the
9 order. They -- you know, they tell me that they have
10 complied with the order. They -- you know, they may not have
11 reversed the transactions or -- back yet on the money side,
12 but they say they have -- they've told me they have unlocked
13 all the systems and they were going through and trying to
14 do -- to make progress on all of those fronts. So, in that
15 regard, they've told me that they are substantially compliant
16 with the order.

17 I have not heard from the debtors since, you know,
18 we had communicated previously, that there are any other
19 amounts, money -- monetary amounts that appear that they were
20 transferred out. I mean, I think we might be having access
21 issues. But again, my client has described those as being
22 residual in nature and not something that they're actively
23 doing. They, again, represented that they had actively
24 interfered with the website.

25 I think the point is, Your Honor, is that we have

1 just betting client -- the client has just been getting, you
2 know, kind of just put in a box that it can't get out of by
3 virtue of the time table here. And we're just trying to, you
4 know, maintain status quo for some period, where we can talk
5 to the debtor, try to nail down exactly, you know, what the
6 issues are because I think we're talking to each other -- a
7 lot of this is highly technical.

8 If people are talking to each other and we can
9 actually figure out, you know, in what ways they say we're
10 not complying, I think that that's -- I think that's part of
11 the process. This is going to give that time to play out and
12 it's also going to give my client time to have a full and
13 fair opportunity to be heard.

14 THE COURT: All right. Thank you.

15 MR. SAMIS: Thank you, Your Honor.

16 THE COURT: All right. I'm going to deny the
17 motion for an adjournment. I'm going to go ahead and start
18 the hearing today. I don't know if we're going to finish
19 today, given the hour; it's already three o'clock and it
20 sounds like we have some substantial evidence to go through.

21 And I will take under advisement the question of
22 whether or not I will -- if we do have to go to another day,
23 when that day will be and whether or not I will allow the
24 Voizzit entities to introduce evidence at any subsequent
25 hearing, if we do continue the hearing. And it won't be --

1 if we don't get done today -- and I -- to let you know, I
2 have another emergency hearing I have to have at 4:30, which
3 hopefully won't take too long, but I do have to deal with
4 that, as well. If we don't finish today, there won't be
5 another hearing until sometime in early December, given the
6 holidays and other things that are getting on, both in my
7 chambers and in my personal life, so that's where we are at
8 this point.

9 So we'll go forward with the evidence today and
10 we'll see where we end up.

11 MS. STEEGE: Your Honor, for the first witness,
12 we're going to turn the podium over to Mr. Shankar, who is
13 going to call Mr. Hailer.

14 THE COURT: Okay. Mr. Shankar.

15 MR. SHANKAR: Your Honor, I would call Will Hailer
16 to the stand.

17 THE COURT: Mr. Hailer, please come forward. Please take the
18 stand and remain standing for the oath.

19 MR. SHANKAR: And, Your Honor, with apologies,
20 could I clean up an administrative matter before we proceed?

21 THE COURT: Sure.

22 MR. SHANKAR: Your Honor, we filed the declaration
23 of William Hailer at Docket 314. What I intended to do, Your
24 Honor, is admit that declaration as direct testimony and then
25 highlight and build on a few pieces of that declaration. I

1 have conferred, Your Honor, with the attorneys from Potter
2 Anderson this morning. I understand that they object to the
3 admission of the declaration as part of Mr. Hailer's direct
4 testimony. I understand that they have hearsay objections. If
5 Your Honor indulges me, I'm happy to walk through a few
6 buckets of response at a high appropriate level, Your Honor.

7 THE COURT: On the declaration or on --

8 MR. SHANKAR: On the declaration, Your Honor.

9 THE COURT: What is the position of the --

10 MR. MOZAL: We object, Your Honor, on the basis, I
11 think, of relevance but also hearsay. I think part of our
12 conversation was the blanket introduction of this affidavit.
13 I think a lot of stuff that counsel agreed on is not
14 necessarily relevant here. We were not willing to agree to a
15 blanket introduction.

16 THE COURT: All right. Is there any -- have you
17 discussed the possibility of redacting portions of it or, at
18 least, telling me what portions of it I should not consider
19 in connection with it?

20 MR. MOZAL: The questions, I think, went both ways
21 this morning about what they would like to have introduced
22 and what we objected to.

23 MR. SHANKAR: Your Honor, our position is that the
24 declaration should come in, in full. There are percipient
25 admissions by party opponents as well as coconspirator

1 statements that are admissible under hearsay rules. The
2 balance of the declaration there are some conversations about
3 other transactions in the declaration and other components
4 that Mr. Hailer has observed. To me, Your Honor, those are
5 contacts behind his role within the meetings with Byju
6 Ravindran. They led to the credibility. This declaration is
7 Mr. Hailer's words. It is his context and story and the
8 overall fulsome narrative.

9 Not all of it is being admitted for the truth of
10 the matter. The truth of the matter we are going to go
11 through in the direct, Your Honor, but it is the context by
12 which he is observing a number of conversations and his role
13 within the BYJU's organization and how it is that he came to
14 have these conversations. To that extent, Your Honor, it is
15 all relevant.

16 MR. MOZAL: Your Honor, I think they should
17 elicit testimony they want from the witness and go from
18 there.

19 THE COURT: My general rule is if someone objects
20 to the introduction of a declaration you got to go forward
21 with testimony.

22 MR. SHANKAR: Yes, Your Honor. Your Honor, I
23 interrupted you before you swore in Mr. Hailer.

24 THE CLERK: Please state your full name and spell
25 your last name for the Court record.

1 MR. HAILER: William Hailer, W-I-L-L-I-A-M, H-A-I-
2 L-E-R.

3 WILLIAM HAILER, GLAS TRUST COMPANY'S WITNESS, SWORN

4 DIRECT EXAMINATION

5 BY MR. SHANKAR:

6 Q Mr. Hailer, good afternoon.

7 A Hi.

8 Q What do you presently do for a living?

9 A I am the CEO of Rose Lake Incorporated, it's a public
10 benefit corporation registered here in Delaware.

11 Q And, briefly, what is Rose Lake? What is its business?

12 A We primarily serve as advisory, consulting and
13 management for global operators generally looking to either
14 enter new markets or do partnerships with government
15 entities.

16 Q Give us an overview of your career history, and you
17 don't have to be biblical about, just a sense of what you
18 have done and the highlights.

19 A Before founding Rose Lake I spent almost 20 years
20 working in politics, democratic politics in the United States
21 helping elect individuals from school board and city counsel
22 to the White House. At certain points, two kind of
23 highlights, I served as the executive director of the Texas
24 Democratic Party and then later served as senior advisor to
25 Chairman Tom Perez at the DNC.

1 Q Who are some of the biggest names you have helped get
2 elected?

3 A Some of the proudest elections were Doug Jones, the
4 United States Senator from Alabama, and a slew of firsts:
5 Keith Ellison, Pramila Jayapal, Deb Haaland, and Ilhan Omar,
6 all elected to Congress.

7 Q Before we discuss the substance I want to begin here.
8 Mr. Hailer, I take it you recognize the seriousness of
9 statements you made in your declaration?

10 A I do.

11 Q And speaking of your declaration, who wrote the
12 document?

13 A I did.

14 Q Each one of the 18 pages?

15 A Yes.

16 Q Why did you write 18 pages and agree to testify today?

17 A I felt like it was the right thing to do. I have been
18 over the last several months a party to countless
19 conversations, requests, actions demands, that I believe are
20 not only fraudulent and dishonest but are bad for the
21 ultimate goals that the company has said they are trying to
22 do, which is educate students all across the globe.

23 Q From your shoes, what are the potential risks to you
24 professionally and personally from your decision to testify
25 today?

1 A I think the -- I faced, I think, a grave set of
2 potential exposure and liability to whether its Byju or any
3 of his friends or associates or affiliates. Personally,
4 there is a chance, based upon my disclosure of actions that I
5 have taken in support of in tandem with Byju may make it
6 impossible for me to continue the work that I love doing and
7 may isolate me from people I have worked with in the past
8 that I hope to continue to work with.

9 Q Are you a family man?

10 A I am. I have a wife and two kids. My wife actually
11 works in the public schools, which is how I originally got to
12 know Epic and, sort of, for lack of a better phrase, fell in
13 love with the product and what it can do for students.

14 Q What are the risks of you testifying today on your
15 family?

16 A Deep risks in terms of financial personal stress,
17 family stress. It would have been far easier to hop on a
18 plane to Dubai in terms of compensation, been offered,
19 equity, financial terms. It is because of what I have
20 disclosed in the statement actions that not only Byju have
21 taken, the founders of Voizzit have taken, but actions that I
22 have taken could make it financially impossible for my family
23 based upon what outcomes could happen.

24 Q Who is covering the cost of your travel to attend this
25 hearing?

1 A Myself.

2 Q Is anyone paying you to testify today?

3 A No.

4 Q Did GLAS or the lenders make any promises to you in
5 exchange for your testimony today?

6 A No.

7 Q I want to talk substance. Since July of 2024 have you
8 had any conversations with Byju Ravindran about Rose Lake
9 potentially acquiring Epic!'s assets?

10 A Yes.

11 Q Ballpark the number of those conversations?

12 A Since July probably hundreds of conversations both in
13 person, over multiple meetings and on the phone almost on a
14 daily basis if not multiple times a day.

15 Q At a high level what are the strategies being discussed
16 with respect to Epic!'s assets?

17 A Well, goal number one was always to try and acquire
18 term loan B and that goal was in part done with an attempt or
19 promise to bring investors along from BYJU's network to be
20 able to look at an acquisition of term loan B, but we have
21 discussed multiple alternative scenarios, backups to the
22 blackout. That would include things by which Rose Lake would
23 come in on the trustee process and attempt to bid on the
24 assets in that process. Rose Lake would find other entities
25 to come in and bid on that process. And, you know, there

1 were the backups to the backups included creating documents
2 that showed that Rose Lake already owned the US based assets.

3 Q I want to spin out that last point for a second. Tell
4 us about the discussions with Mr. Ravindran since July of
5 2024 about the backup to the backout and the creating
6 documents?

7 A On numerous occasions, both in person and over the
8 phone, as we sort of walked through the list of action items
9 and what it would take to accomplish the ultimate goal which
10 was for Byju to be in control of the assets again. Several
11 conversations happened where Byju suggested that we backdate
12 documents that would show Rose Lake owns the assets, whether
13 it was through a convertible note, or equity grants, or even
14 if needed to move us some money to show, you know, at some
15 point that we had control. There were, you know, multiple
16 kind of conversations.

17 Q I want to talk about Rajendran Vellapalath. In recent
18 months have you had any meetings with Mr. Vellapalath?

19 A I have.

20 Q Virtual, in person?

21 A In person. I met with him the week of October 12th in
22 Dubai.

23 Q Where in Dubai?

24 A At the home of -- either owned home or rented home of
25 Byju.

1 Q And this meeting you are referencing, the week of
2 October 12th, other than you and Mr. Vellapalath, who else
3 was there?

4 A Byju was there for the majority of the meeting and
5 there was a woman there for the first maybe minute who
6 introduced herself and then left, I believe, with
7 Mr. Vellapalath.

8 Q Who asked you to travel to Dubai?

9 A Byju.

10 Q I want to talk about the substance of that meeting. At
11 the meeting among Byju Ravindran, Mr. Vellapalath and you,
12 what discussion was there about the acquisition of Epic!'s
13 assets?

14 A Deep, you know --

15 MR. MOZAL: Objection on hearsay grounds, Your
16 Honor. I think this is some of the stuff that we have
17 highlighted.

18 MR. SHANKAR: Your Honor, two responses. The
19 first is that one of the respondents to this motion is Think
20 and Learn. Byju Ravindran is the CEO and principal, and the
21 named founder of the BYJU's enterprise. So, its admission
22 against party opponent vis-à-vis Think and Learn. Second,
23 Your Honor, is that these are coconspirator statements vis-à-
24 vis the Voizzit entity.

25 Mr. Hailer will testify regarding the relationship

1 between Byju Ravindran and Rajendran Vellapalath about the
2 closest of ties that those gentlemen have. Mr. Grall will
3 testify with respect to the timeline of events here and other
4 circumstances corroborating that the Byju's organization and
5 the Voizzit organization were acting together to deprive
6 these debtors of assets.

7 THE COURT: The objection is overruled.

8 BY MR. SHANKAR:

9 Q I will re-ask the question.

10 A Thank you.

11 Q At the meeting among Byju Ravindran, Mr. Vellapalath
12 and you, what discussion was there about the acquisition of
13 Epic!'s assets?

14 A I think it's important to note as I walked into the
15 meeting Byju indicated to me that this was our partner. In
16 fact, he started the meeting, all three of us in the room.
17 This is our partner, this is -- I believe he used the term
18 this is my brother about Mr. Vellapalath that they had worked
19 on several business entities before and in the future and
20 that we were all partners so we could have an open and honest
21 conversation about everything that has, sort of, happened.

22 There was an update component where I was supposed to
23 give an update on our efforts to acquire term loan B, the
24 conversation surrounding it. But I think the most important
25 thing during that conversation was a, sort of, disclosure on

1 my side of my personal interest in Epic!, the work that our
2 firm had done back in 2023 to do an acquisition of Epic! and
3 the work that we had done over the last several months to
4 acquire term loan B and what we were hoping to do with Epic!
5 which was additional, sort of, global expansion of the asset
6 into more schools.

7 Q On the topic of Epic! during this meeting what did Mr.
8 Vellapalath say?

9 A Very little which given where we are at today is quite
10 odd. Three business partners were discussing how to acquire
11 the assets. If there was an ownership stake that Voizzit
12 already had in the assets it seemed like that would have been
13 an appropriate time to interject. In fact, given the volume
14 of conversations around actions to take, what we were doing
15 to acquire term loan B and why we had to acquire term loan B
16 that the company was in bankruptcy it would have been a
17 perfect conversation to have and would have expedited the
18 goal of the three individuals there that day to put the
19 assets under Think and Learn.

20 Q I just want to be clear about one piece of that. What
21 did Mr. Vellapalath say, if anything, about Voizzit's
22 ownership of Epic! at that meeting?

23 MR. MOZAL: Objection. Hearsay grounds, Your
24 Honor. If you prefer just request a standing objection, I am
25 happy to do that as opposed to continuing to make the same

1 objections.

2 THE COURT: I will give you a standing objection.
3 Its overruled.

4 MR. MOZAL: Thank you, Your Honor.

5 THE WITNESS: Could you ask it again?

6 BY MR. SHANKAR:

7 Q What did Mr. Vellapalath say at the meeting about
8 Voizzit's ownership of Epic!?

9 A Nothing.

10 Q Once the meeting ended, Mr. Hailer, did you have any
11 more conversations with Byju Ravindran that day about Epic!?

12 A Yes.

13 Q Tell us about those conversations?

14 A The conversation was just Byju and I. We were at the
15 same location, his home office, and, again, the conversation
16 came up of actions that we could take to get the assets. One
17 of those actions, again, creating documents that showed that
18 Rose Lake already owned the assets. Unlike previous times,
19 this time I sort of said it may make sense for us to do that
20 with Osmo and Tinker but not with Epic! because, first, we
21 were part of a process back in 2023 to acquire the asset and,
22 second, when we approached the lenders to acquire term loan B
23 our main justification was around Epic!, so it would feel
24 certainly weird, but fraudulent if were to say, hey, we now
25 own these assets. They are ours. And I believe that is why

1 after that conversation we have seen actions.

2 Q Across all of your conversations with Byju Ravindran
3 since July of 2024 what has he ever told you about Voizzit
4 owning Epic!?

5 A He has never once, in hundreds of conversations,
6 brought up Voizzit.

7 Q In those hundreds of conversations did you ever get the
8 impression that Voizzit owned Epic!?

9 A No.

10 Q Why was that?

11 A Because the rightful owner, according to Byju and the
12 process were Think and Learn and then the debtors in the
13 process. That is why we were looking to acquire term loan B.

14 Q If Voizzit had, in fact, owned Epic! how would that
15 have changed the nature of the conversations you were having
16 with Mr. Ravindran since July?

17 A We would have saved many, many weeks. You know, if they
18 already had a legitimate claim to the assets there would have
19 been no need to attempt to acquire term loan B, there
20 wouldn't have been conversations around other components of
21 the assets of having backups about trying to buy through the
22 trustee process. It would have been a much simpler, cleaner
23 process.

24 Q I want to switch gears with you. Are you aware of a
25 Court hearing in this case last Tuesday?

1 A I am.

2 Q And just generally what did you learn about that
3 hearing?

4 A I learned that Voizzit is making a claim to rightful
5 ownership of the assets.

6 Q This past weekend what conversations did you have with
7 Mr. Ravindran about last week's hearing?

8 A I had multiple conversations with him over the weekend,
9 most strikingly on Friday the 15th and Sunday the 17th.
10 During those conversations the Sunday the 17th conversation
11 he said that the goal was ultimately to decrease the value of
12 the assets to where the trustee would have a harder time
13 selling the assets. That it would be more likely that the
14 lenders would either agree to sell term loan B to Rose Lake
15 or agree to a lower price for the assets. Additionally, he
16 said that this wasn't going to be the first action that
17 Voizzit was going to take.

18 Q What was the next action that Byju Ravindran mentioned?

19 A He claimed that Voizzit would, through a lower Delaware
20 Court, a Chancery Court, I believe, look to continue to
21 muddle the water of the overall bankruptcy hearings and their
22 rightful ownership of the assets.

23 Q What did Byju Ravindran tell you on the calls over the
24 past week regarding new strategies?

25 A You know, probably the most interesting was around the

1 Chancery Court opinion or trying to bring that up in the
2 Chancery Court. The goal still was to attempt to acquire
3 term loan B, but in the conversations around Voizzit at a
4 couple times I tried to play dumb asking I don't know who
5 Voizzit is. And having looked to find out what Voizzit was
6 after the hearing it was, sort of, shocking to me that he
7 never brought up the founder of Voizzit was the gentleman
8 that we spent an hour with at his home in Dubai.

9 Q Based on all of your conversations with Byju Ravindran
10 since July, based on the October 12th week meeting, what is
11 your own understanding of the relationship between Byju
12 Ravindran and Voizzit?

13 A They are incredibly close. That they are strategic and
14 business partners. They have done work together in the past,
15 they will continue to do work. In fact, part of the
16 conversation the week of the 12th was over new travel
17 technology that the two wanted to build using AI tools and
18 that we would have many more opportunities to work and
19 partner together.

20 Q You understand you were disclosed as a witness for
21 today's hearing?

22 A That's right.

23 Q Do you know when in the week you were disclosed?

24 A I believe Tuesday evening, early evening.

25 Q How many times did Byju Ravindran call you on Tuesday

1 after the early evening?

2 A Around the time he normally wakes up I received what
3 felt like four very frantic calls all within three or four
4 minutes of each other. We eventually spoke after that fourth
5 missed call.

6 Q Tell us about -- so you spoke conversation number five,
7 is it?

8 A Yeah, five or six. You know, he had called at least
9 four times before we spoke.

10 Q So tell us about that conversation?

11 A He was very concerned, seeing my name in the filing.
12 He asked if I was intended to be a witness, whether I was
13 being forced to come here, whether I had, in his words, cut a
14 deal with the lenders, if I was volunteering, whether or not
15 I would issue a declaration. At that time suggested that if
16 it made sense, I could go somewhere else, I could come to
17 Dubai until the hearing is over.

18 Q What did Mr. Ravindran say to you about whether you
19 should or should not testify today?

20 A He encouraged me not to testify.

21 Q How so?

22 A Well, the next morning I received a phone call from
23 him, again, concerned about whether or not I was testifying,
24 whether I would give a declaration, the extent to which I
25 would testify. You know, during that conversation, again, I

1 sort of opened up a window for him to talk about who Voizzit
2 was. I said I don't know even know Voizzit and he, again,
3 did not mention the fact that we had sat with our business
4 partner who is the founder of Voizzit.

5 During that conversation though, more importantly he
6 said I should come to Dubai, he would get me a plane ticket.
7 The holidays are coming up, but more importantly then that we
8 could start our work. The salary could start on day one,
9 whether it was an employee or contract money could start. He
10 would work on fulfilling promises he had made previously
11 about moving my family there, setting up a golden visa, and
12 ensuring that we had a great life in Dubai while working on
13 behalf of the company.

14 Q What did you understand about the job you were being
15 offered?

16 A My understanding of the job was I was going to be a
17 partner with him. He had always talked about there were five
18 or six sort of core partners, but I would come in on, sort
19 of, a partnership level. He would -- he offered me several
20 times equity arrangement where I would have 4 percent of
21 equity in anything and everything he has done and will do. I
22 was asked several times to put an agreement together for us
23 to sign to that extent. And I would begin taking the tools
24 that were already built and tools that are in the works to
25 start executing. In fact, part of the -- what he sort of said

1 was the urgency in addition to, oh, you don't have to go to
2 the trial, there is no -- you know, even if they subpoena
3 you, you can -- you don't have to go, you can be here, you
4 can use an excuse. It was also he has been working on, you
5 know, rollout strategies in new countries and needs me to
6 come and take them and we will work on them together.

7 Q This was yesterday?

8 A That's correct.

9 Q Jose, if we can pull up GLAS Exhibit 1.

10 Mr. Hailer, I have a hard copy if you prefer.

11 A This should be fine.

12 Q Mr. Hailer, what is the document you see on the screen?

13 A Actually, it's a little blurry. Oh, perfect. This is
14 a plane ticket for myself departing yesterday evening from
15 Chicago to Dubai.

16 Q Who sent you this plane ticket?

17 A Byju did.

18 MR. SHANKAR: Your Honor, I would move GLAS
19 Exhibit 1 into evidence.

20 THE COURT: Any objection?

21 MR. MOZAL: No, Your Honor.

22 THE COURT: Its admitted without objection.

23 (GLAS Exhibit 1 received into evidence)

24 BY MR. SHANKAR:

25 Q How did Mr. Ravindran send you this ticket?

1 A Through Signal.

2 Q What is Signal?

3 A It's a messaging app where we conducted all of our
4 correspondence.

5 Q So, you have this on your phone right now?

6 A I do.

7 Q If we could flip to the second page, Jose. And if we
8 could blow up the top row.

9 Mr. Hailer, do you see the highlighted total fair?

10 A I do.

11 Q What is the total fair for this ticket to Dubai?

12 A \$10,698.91.

13 Q I take it you didn't board a flight to Dubai yesterday?

14 A I did not.

15 Q Did you spend over \$10,000 for a ticket you did not
16 take?

17 A I did not.

18 Q Jose, we can take down the exhibit.

19 Mr. Hailer, after everything you have been through why
20 did you choose to board a flight yesterday to Philadelphia to
21 come to Delaware and not go to Dubai?

22 A Sometimes it's better to do the right then the easy
23 thing.

24 MR. SHANKAR: Thank you, Mr. Hailer.

25 MR. MOZAL: Good afternoon, Your Honor. Nick

1 Mozal of Potter Anderson & Corroon on behalf of Voizzit.

2 CROSS-EXAMINATION

3 BY MR. MOZAL:

4 Q Good afternoon, Mr. Hailer.

5 A Good afternoon.

6 Q Why did you play dumb about not knowing about Voizzit
7 in your recent conversation?

8 A I was curious to see whether or not Byju would provide
9 any truthful statements about Voizzit.

10 Q Why were you having conversations with Byju last
11 weekend at all?

12 A Yeah, I have been speaking with since July of 2024. So,
13 when I saw the Voizzit information come out, you know, we
14 have still drew many conversations, been looking at avenues
15 around term loan B and attempting to acquire term loan B.
16 Something that would only be possible if Byju (A), I think
17 was clean about business dealings, and (B) if there was a
18 legitimate investor interested.

19 Q So it's fair to say you were interested in doing a deal
20 with Byju through last weekend, is that fair?

21 A I wouldn't say it's fair to say I wanted to do a deal
22 with Byju, that I necessarily was looking to do a deal with
23 Byju, but I do believe that through everything that we have
24 learned through the process that there is just so much that
25 Byju has, sort of, offered to me in conversation that I think

1 would be helpful.

2 Q And that is as of recent you still think it would be
3 helpful, correct?

4 A Certainly, I do not believe I am on speaking terms with
5 Byju and I have zero interest in carrying on conversations.

6 Q Who are Rose Lake's partners?

7 A I have two co-partners that I started the company with,
8 two individuals that I worked with in politics, and then two
9 additional partners who have joined since we founded, and
10 then a handful of advisers and board members.

11 Q Does Rose Lake have assets under management?

12 A Under a legal term of art, I think the answer is no,
13 yeah.

14 Q Does Rose Lake have capital?

15 A Rose Lake has a small set of equity positions in a
16 handful of companies, but nothing that are assets that we
17 control through management.

18 Q What's the approximate total value of those
19 investments?

20 A It would be -- most of them are sort of venturesque
21 in -- so it would be hard to say without sort of fair market
22 value, but I would say de minimis in sort of ownership
23 controls or investments.

24 Q Under one million dollars?

25 A Yeah.

1 Q Under \$500,000?

2 A I couldn't tell you without kind of seeing updated
3 information on companies.

4 Q What's the largest investment that Rose Lake ever made?

5 A Well, we don't -- we haven't made financial investments
6 with our own capital, so the answer would be zero.

7 Q What's the largest deal Rose Lake has ever helped
8 complete?

9 A Less than \$10 million.

10 Q And what was the approximate value of the deals that
11 you were discussing here?

12 A This would be a 150 million term loan. Acquisition was
13 sort of the goal of the investor, but probably not realistic
14 for where term loan B was.

15 Q Are you the CEO or managing member of any other
16 entities other than Rose Lake?

17 A I am -- we have Rose Lake Capital, which is an LLC
18 underneath Rose Lake, Inc. And then I'm a managing member of
19 East Street Crew, which is a wine company that is in the
20 process of being shut down.

21 Q Did Rose Lake conduct diligence during the process that
22 you discussed in your testimony earlier that you worked on
23 with Byju this fall?

24 A We actually started our diligence on the company back
25 in 2023. We learned of the process -- we learned that Epiq!

1 was sort of available for sale, that the term loan B lenders
2 had asked Byju to sell the asset, and so we started doing due
3 diligence on Epiq! back in 2023.

4 Q Did anyone else from Rose Lake participate in those
5 efforts other than yourself?

6 A On numerous conversations, I'm assuming that at least
7 two of my partners were on conversations that Byju or Steven
8 Jewell or Anita Kashur (phonetic) at the company was on.

9 Q Do you have any relationship with GLAS?

10 A I know of GLAS, but I have no relationship with GLAS.

11 Q How do you know of GLAS?

12 A I knew that GLAS was the trustee in the bankruptcy
13 process and earlier this summer we reached out to GLAS, as
14 well as two of the lenders, to look to acquire term loan B.

15 Q Have you communicated with anyone at GLAS?

16 A Yes.

17 Q When was the first time you communicated with somebody
18 at GLAS?

19 A An email, early part of this summer, June or July, I
20 think.

21 Q Who was the person you communicated with?

22 A I think the original email went to Dan, who I think is
23 one of the cofounders, and then we were introduced on that --
24 Dan didn't respond. We communicated then to Irena Goldstein,
25 and who put us in touch with two of the lenders.

1 Q Did you reach out to GLAS first or did they reach out
2 to you?

3 A We reached out to GLAS.

4 Q Did Byju know that you were reaching out to GLAS?

5 A Yes.

6 Q Did you do it at his direction?

7 A Yes.

8 Q What was his direction specifically for you to do?

9 A Well, Byju and I had had in the month of June, as early
10 as June conversations about looking to acquire term loan B.
11 Byju said that he had an investor that was sort of willing to
12 partner with us, that investor was a gentleman named Ranjan
13 Pai (phonetic), that Ranjan was going to be an investor in
14 Rose Lake to acquire the asset, and that Ranjan was a very
15 close friend of Byju. And in that conversation, when Byju
16 talked about Ranjan, he also said, but if you look the guy
17 up, he sued me, but that's sort of a distraction and we're
18 using that to help our case in India, but you should talk to
19 Ranjan and his guy.

20 Q When you contacted GLAS, was your intent to relay back
21 what you heard to Byju?

22 A No, I reached out to GLAS to -- based upon what Byju
23 had said -- and it wasn't just Byju, he had brought an
24 individual named Hori on several calls. Hori was told to me
25 to be sort of the right hand for Ranjan, his chief of staff,

1 and the two said that Ranjan wanted to invest in Rose Lake to
2 acquire term loan B.

3 Q Have you ever signed an agreement with GLAS?

4 A I have not signed an agreement with GLAS.

5 Q So take me through your communications. You mentioned
6 some of them started in June and July?

7 A Yes.

8 Q When was the next time that you communicated with them?

9 A We would have only had communications through July. At
10 one point, there was a conversation where Ranjan Pai had
11 reached -- actually, the way the story was told to me, one of
12 the lenders had reached out to an intermediary of Ranjan Pai
13 to see if Rose Lake had approached the lenders to acquire
14 term loan B. Ranjan Pai, in the first conversation, as
15 reported to me, said I don't know who Rose Lake is, and in
16 the second conversation -- called back and in the second
17 conversation said, oh, yeah, they're working with the
18 company.

19 At that point, our ability to attempt to acquire term
20 loan B, without providing substantial evidence of who the LP
21 would be, would have been eliminated.

22 Q So I just want to clarify one thing. When you say you
23 were working with the company, does that mean that you,
24 Mr. Hailer, were working with Byju, is that what you mean?

25 A Ranjan had -- again, the way that it was referred -- I

1 wasn't a part of that conversation -- the way it was referred
2 to me was that Ranjan was intimating to the lenders that we
3 were doing the work on behalf of Byju.

4 Q And is that something that you communicated to GLAS?

5 A We did not communicate that to GLAS, they -- one of the
6 lenders had approached my counsel about hearing that
7 information.

8 Q Did your counsel communicate with GLAS's counsel?

9 A I don't know.

10 Q So going forward to, say, September, have you had
11 further conversations with anyone at GLAS?

12 A I have not.

13 Q So how about October, did you have any communications
14 with anyone at GLAS?

15 A At some point, whether it was September or October,
16 maybe October, I notified GLAS that I believed Byju was
17 attempting to defraud the term loan B lenders.

18 Q Do you know approximately when that was?

19 A I don't offhand.

20 Q Have you spoken with lawyers for Kirkland & Ellis prior
21 to today?

22 A There was one call when I was talking to the lenders
23 back in June or July that an associate with Kirkland was on,
24 and then I spoke with counsel yesterday when I arrived to
25 Delaware.

1 Q In October, did you communicate -- you had your
2 meetings in Dubai with Byju and others, correct?

3 A Yep, that's correct.

4 Q Did you relay what happened at those meetings and what
5 was discussed at those meetings to anyone at GLAS in October?

6 A I don't know offhand if I relayed in October or
7 November and the extent to what was relayed.

8 Q Would it have been email that you communicated it
9 through?

10 A There was -- there was a -- when I sort of realized the
11 extent by which both Byju was conducting the fraud and asking
12 me to be a part of it, there was a telephone conversation
13 that included an individual from Kirkland & Ellis, one of the
14 lenders, and Irena at GLAS.

15 Q And did you agree in that communication with the
16 attorney and Irena that you would relay back to them future
17 communications that you have with Byju?

18 A No.

19 Q Did you in fact relay your future communications with
20 Byju to the people you had spoken with?

21 A I have since relayed information on conversations with
22 Byju. You know, to the extent that it's been relayed was in
23 the statement that I provided, the declaration.

24 Q You mentioned earlier in your testimony that there was
25 a hearing last Tuesday that you heard about. How did you

1 hear about that hearing?

2 A I have Byju Google alerts that I get on a daily basis
3 and immediately saw Voizzit.

4 Q And who did you reach out to when you saw that alert?

5 A The very first conversation I had was with Byju. I
6 said, what's going on in the U.S., you know, is this
7 something that we should be concerned -- this was even before
8 I googled Voizzit -- I said is this something that we should
9 be concerned about. And Byju said it's no -- nothing to be
10 concerned about, it's all a part of the strategy, he said
11 this is exactly what we've talked about.

12 Q Did you reach out to GLAS after that conversation?

13 A No, I did not talk to GLAS.

14 Q So you have not spoken to anyone at GLAS since last
15 Tuesday, is that your testimony?

16 A Yeah. I think the last time I spoke with someone at
17 GLAS was that conversation that I mentioned that included
18 someone from Kirkland & Ellis, one of the lenders, and Irena
19 at GLAS, just my knowledge of the case. I had reached out to
20 them. I was scared, I was scared of what I had learned, I
21 was scared of what I had been a part of, and I felt like I
22 was sort of stuck in this sort of position where I was being
23 asked to do things that I wasn't entirely comfortable with
24 that I had eventually learned were -- you know, as I got
25 further and further into the trust circle, the pure

1 misinformation, disinformation, and fraud that was being
2 done. And I was scared that I had been a part of this, and I
3 had gone to the term loan B lenders previously and said I was
4 a sort of legitimate actor in this space who, you know,
5 clearly had been lied to.

6 Q So, in the last week, did you communicate with
7 Kirkland & Ellis about offering an affidavit?

8 A When I learned -- when I saw the attempt, when I saw
9 Byju basically doing the thing that he said he would always
10 do, which was the backup to the backup, it drew incredible
11 concerns to me about what he was doing. And when I saw the
12 case, when I saw the information about Voizzit come out, like
13 I said, I did two things: I talked to Byju, and then I
14 started looking to see who Voizzit was. And the fact that
15 Byju didn't bring up that the guy who founded Voizzit was the
16 guy we sat with for an hour in the conversation, that was
17 shocking to me, and then when I went -- I went on my computer
18 to the Apple store and I saw that Voizzit was the name in the
19 Apple store of the owner of this, I knew more than I ever had
20 before that all of the red flags that I had about Byju and
21 what he was doing were a hundred percent true.

22 Q When did you first communicate with Kirkland & Ellis
23 about your affidavit?

24 A Sunday or Monday.

25 Q Is that after your weekend conversation with Byju?

1 A Yes.

2 Q Who did you email directly?

3 A I had -- I don't know if I emailed someone or if I had
4 sent a text message or email to one of the individuals that I
5 spoke with on that previous call that I mentioned with GLAS
6 and with one of the lenders.

7 Q And was that with somebody with GLAS or somebody at the
8 law firm?

9 A No, that was someone at the law firm, it was Mike
10 Gallo.

11 Q Did they revise the affidavit --

12 A No.

13 Q -- that you drafted?

14 A No.

15 Q We've heard Signal mentioned a couple of times that you
16 used that for your communications here; is that right?

17 A Yeah, that's correct.

18 Q Signal has an auto-delete function, doesn't it?

19 A Yes.

20 Q Is that why you use it?

21 A I use it because when I started at the Democratic
22 National Committee they had been hacked by the Russian
23 government, and it was generally used as a way to protect
24 information and ensure that communications were private from
25 hacks. At my company, I've had a business partner who's been

1 attempted to be hacked multiple times. So it was -- I think
2 it's a communication tool a lot of people use and, most
3 importantly, it's the only way Byju communicates.

4 Q It protects it by deleting the information, correct?

5 A I believe that's in part correct, in addition to peer-
6 to-peer encryption.

7 Q And that means it can't be recovered by anyone else,
8 correct?

9 A I'm not a technical expert, I believe the answer is
10 yes, but I don't know for sure.

11 Q How long does it take for your Signal app to auto
12 delete messages?

13 A Byju set a Signal deletion on a daily basis. So any
14 message that I have with Byju deletes on a daily basis.

15 Q So, earlier you testified that the ticket is still on
16 your phone, correct?

17 A Well, the ticket is definitely on my phone because I
18 saved a copy --

19 Q You saved it?

20 A -- of the ticket, yeah. So I have it saved in my Apple
21 files.

22 Q But the Signal apps thought the message had been
23 deleted; is that right?

24 A I'd have to look at my -- I'm assuming it has been
25 because he sent it to me early yesterday morning.

1 Q Did you preserve those Signal messages and turn them
2 over to anyone at any point?

3 A I have taken some screen shots of some of the Signal
4 messages that I had with Byju over time.

5 Q Did you share them with anyone involved in this
6 proceeding?

7 A I have shared them -- I've shared a few Signal messages
8 previously with Kirkland & Ellis.

9 Q When was that?

10 A I don't recall offhand.

11 Q In the last six weeks?

12 A Yes.

13 Q How did you determine that the unnamed man you claim
14 was Rajendran Vellapalath was Rajendran Vellapalath?

15 A Well, I'm not claiming it. Number one, he was
16 introduced to me at the time, I just didn't hear the name
17 correctly -- not correctly, I didn't hear the name in full --
18 and, secondly, when I saw the court case last week that
19 Voizzit was claiming ownership, I was sort of like who -- who
20 is this? I've never heard this name before. As I said, I
21 asked Byju who it was, he didn't say this was the gentleman
22 that we met with, and I did a Google search and found that
23 the founder was in fact the gentleman I spent an hour with in
24 Dubai.

25 Q So you don't recall hearing his name specifically in

1 the meeting, is that your testimony?

2 A When I was in the meeting, I do not recall -- I did not
3 recall walking out of that meeting and knowing this is Mr.
4 Vellapalath, who founded Voizzit. What I knew was he was an
5 entrepreneur in Dubai, Indian heritage, 20-plus years in the
6 tech -- he walked through his entire bio, of which, as you go
7 to LinkedIn and see his name and his photo, it is the
8 gentleman that I sat with for an hour in that room.

9 Q And in that hour you didn't discuss this bankruptcy
10 proceeding at all, correct?

11 A No, we talked about acquiring term loan B; we talked
12 about the fact that the assets were in bankruptcy. We didn't
13 talk about Voizzit's claim in that conversation, and at no
14 point did Mr. Vellapalath say I own a company called Voizzit
15 that I have given money to Byju that has a legitimate claim
16 over the assets. That information would have been incredibly
17 helpful to three people strategizing how to take control over
18 the assets because that would have seemed to be the fastest
19 way rather than trying to buy term loan B and continue to
20 negotiate with the lenders.

21 Q You mentioned a number of red flags a couple minutes
22 ago; do you recall that?

23 A Yes.

24 Q What was the first red flag?

25 (Pause)

1 A There's been so many it's hard to clarify what was sort
2 of the first red flag.

3 Q It was relatively early on, is that fair to say?

4 A Yeah, I would say as, you know, far back as 2023 when
5 we were having conversations around Epiq!. I think to a
6 large extent, though, having met Byju virtually a couple
7 times last year, in 2023, I had a distinct hope that his goal
8 of ultimately educating the masses was truly who he was
9 about.

10 Q Despite those red flags, you communicated with Byju for
11 months about a potential deal, correct?

12 A That's correct.

13 Q And that was because you were interested in making
14 money on that deal, correct?

15 A I certainly was not uninterested in making money on the
16 deal; I also was very interested in the technology. What I
17 was -- the initial conversation that we had about Ranjan Pai
18 coming in was that Ranjan was ultimately using this to take
19 control of a cache. If we were able to acquire term loan B,
20 Rose Lake could then take Epiq! and help it grow in the
21 United States and abroad.

22 Back in 2023, we had put together a full sort of
23 advisory team, a strategy of countries that we would want to
24 enter into in a U.S. B2G distribution strategy. So it
25 certainly was something I was very passionate about.

1 Q You ignored the red flags and went forward with the
2 possibility of doing a deal, correct?

3 A I wouldn't say I ignored the red flags --

4 Q You were comfortable doing the deal despite the red
5 flags, right?

6 A I would say I was always very guarded about Byju, how
7 he operated, what he was looking to do, and very suspicious.

8 Q Why did you fly to the Middle East for a meeting in
9 October if you were that suspicious and there were so many
10 red flags?

11 A Well, the very first meeting was actually in September,
12 it was to meet with Ranjan Pai, who, again, we were sort of
13 told was interested in being the investor. And this was
14 after, you know, sort of the conversation where Ranjan said,
15 no, he's working with the company. So I was interested to
16 see whether or not Ranjan would actually invest in such an
17 acquisition and what the sort of motives behind it would be.

18 Q There was a demonstration of AI at some point in one of
19 these meetings, correct?

20 A Yes, Byju was showing me how to use ChatGPT.

21 Q And one of the ChatGPT searches was something about
22 corporate fraud, correct?

23 A Yeah, he -- there was a -- this was in the moment where
24 Byju was -- within a ten-minute moment where Byju was asking
25 me to rent a truck to go to Mexico to take Osmo inventory and

1 bring it to the U.S. so we could sell it, he was showing me
2 how easy that would be, and on ChatGPT one of the searches
3 that he had was defending against corporate fraud.

4 Q Was that search about defending against corporate fraud
5 have anything to do with you?

6 A I don't -- I have no idea what the -- like why he put
7 that search into it.

8 Q Was he searching whether you had ever been accused of
9 corporate fraud?

10 A Oh, no, it was a ChatGPT prompt asking questions about
11 like responses, what would ChatGPT say.

12 Q If he had asked ChatGPT if Mr. Mailer had ever been
13 accused of corporate fraud, what would ChatGPT have told him?

14 A It's Hailer and --

15 Q I'm sorry, Mr. Hailer, I apologize.

16 A No, totally fine, and it would have said I have been
17 accused of fraud, whether it's corporate fraud or not fraud.

18 Q And those were fraudulent misrepresentations, correct?
19 The accusations were of fraudulent misrepresentations,
20 correct?

21 A Yes, alleged.

22 Q Related to Rose Lake's investment in a CBD company,
23 correct?

24 A It was a separate entity. It was East Street Ventures,
25 which is a company that is dissolved.

1 Q That's the entity that you referenced earlier, correct?

2 A Yep -- no, sorry, separate. I mentioned East Street
3 Crew, which was a wine company that is in the process of
4 being dissolved, East Street Ventures is dissolved, and that
5 was a case brought against us by several investors in a
6 cannabis venture capital investment, which has been dismissed
7 with prejudice.

8 Q And it was dismissed with prejudice because you settled
9 it, correct?

10 A That's correct.

11 Q And that those are public reports that would come up in
12 the search, right?

13 A Yes, yep.

14 Q Did that ever come up in your conversations --

15 A No. Byju never once asked about any other work that we
16 had done before.

17 Q So in the discussions -- or in the searches about
18 fraudulent misrepresentations, you had some understanding of
19 what that was based on your personal experience, is that
20 fair?

21 A Sure.

22 Q Oh, briefly, when we were talking earlier about the
23 discussion in the October meeting, I think it was, about that
24 there was bankruptcy --

25 A Yep.

1 Q -- was that a discussion of the Indian bankruptcy
2 proceeding?

3 A Oh, it was discussion of all, but it mainly focused on
4 the U.S.-based assets because that was directly related both
5 to the attempt to acquire term loan B, as well as Epiq! and
6 Osmo.

7 Q On the ticket that you were shown that was put up on
8 the screen --

9 A Yeah.

10 Q -- you didn't discuss that with anyone at Voizzit,
11 correct?

12 A At Voizzit? No.

13 Q You didn't discuss it with Mr. Vellapalath, right?

14 A No.

15 Q You've testified about a number of conversations or
16 Signal messages sent in the last week, none of those were
17 with Mr. Vellapalath, right?

18 A No, the last conversation that I had with him was that
19 in-person conversation in Dubai.

20 Q You've never had a phone conversation with
21 Mr. Vellapalath, right?

22 A Unless he was on a phone conversation that I was not
23 aware he was on, I think the answer is no, although that was
24 fairly common for Byju to do.

25 Q And you've never emailed anyone at Voizzit, correct?

1 A I don't believe so.

2 Q Meaning you have not emailed them, correct?

3 A Yeah, I -- yes.

4 Q In the declaration that you provided you didn't mention
5 that bankruptcy was discussed in the October conversations,
6 correct?

7 A I don't have it right in front of me, but I think I
8 mentioned that we discussed term loan B and Epiq!, and in
9 those conversations we would have no doubt been talking about
10 bankruptcy.

11 Q But the affidavit doesn't make that connection,
12 correct?

13 A I don't have it right in front of me for clarity. If I
14 could see it, I could answer, but I will take your word that
15 I didn't put the two and two together.

16 MR. MOZAL: No further questions, Your Honor.

17 THE COURT: Thank you.

18 Redirect?

19 REDIRECT EXAMINATION

20 BY MR. SHANKAR:

21 Q Mr. Hailer --

22 A Yes.

23 Q -- at the October 2024 meeting with Byju Ravindran and
24 Mr. Vellapalath, that's in your mind?

25 A Yes.

1 Q What specifically was discussed about the bankruptcy
2 proceeding occurring today in this court?

3 A There was no conversation about the Voizzit claim to
4 the assets at all in that conversation.

5 Q What was the conversation about the Epiq! bankruptcy?

6 A On Epiq!, twofold. Number one, that we were in the
7 process of attempting to acquire term loan B, which would
8 give us access to Epiq!, we were looking to do that at a \$150
9 million valuation, we had arranged potentially multiple
10 investors to do that, and that the sole purpose of that was
11 two things: Number one, Epiq! and Epiq! largely because of
12 the financial returns that Epiq! provides, and number two,
13 Osmo, because Osmo provides a level of IP that Byju needs on
14 new technology.

15 Q Thank you, Mr. Hailer.

16 THE COURT: Thank you, Mr. Hailer. You may step
17 down.

18 THE WITNESS: Thank you.

19 MS. ROOT: Good afternoon, Your Honor.

20 Melissa Root on behalf of the Chapter 11 Trustee.

21 Your Honor, with regard to the trustee's evidence
22 in support of the trustee's sale motion or stay motion, she
23 previously moved and this Court admitted into evidence the
24 declaration of Jacob Grall that's at Docket 256 and Exhibits
25 A through I, thereto, which are Exhibits 1 through 3 and 5

1 through 9, and the declaration incorporates Exhibit 4 on the
2 trustee's witness and exhibit list that she filed, first at
3 Docket 305.

4 And then apologies to Your Honor for the late-
5 breaking events this morning at Docket 324 and 325. Your
6 Honor, I do apologize for the timing of that, but as you'll
7 hear there Mr. Grall, the trustee was only just able to get
8 to the Cloudflare tech platform today around noon and those
9 were the additional exhibits that were offered there.

10 We also filed this morning, the supplemental
11 declaration of Mr. Grall at Docket 318, which incorporates
12 Exhibits 21, 24, 37, and 38 through 42. Mr. Grall is here in
13 the courtroom today and available for cross-examination.

14 The trustee would move his supplemental
15 declaration and those exhibits into evidence.

16 The Voizzit entities indicated this morning that
17 they did not have an objection to that admission, subject to
18 their right to cross Mr. Grall.

19 MR. MOZAL: That's right, Your Honor.

20 And I think, obviously, depending on how they're
21 used, I you may have an objection based on relevance or --
22 because we received them pretty late -- so I'm not exactly
23 sure how they might be brought up in argument, but that's the
24 only correction.

25 THE COURT: Okay. It's admitted, without

1 objection.

2 (Grall Declaration received in evidence)

3 MS. ROOT: And, Your Honor, we also have Mr. Craig
4 Martin, here in the courtroom and available for cross-
5 examination. He submitted the sworn declaration of
6 Mr. Martin as the custodian of records of DLA Piper and
7 that's -- attached to that are Exhibits 13 through 15.

8 In that declaration, Mr. Martin swore that the
9 records that are Exhibits 13 through 15 were made at or near
10 the time of their creation by or from information transmitted
11 by someone with knowledge of the facts or kept by DLA Piper
12 in the course of its regularly conducted activity related to
13 the representation of the companies in the Chapter 11 cases
14 and were made as part of the regular practice of that
15 activity.

16 So the trustee would move both, Mr. Martin's
17 declaration and Exhibits 13 through 16 into evidence;
18 although, as noted in our exhibit list, Exhibits 13 through
19 14 are not admitted for the truth of the matter asserted.

20 Again, I don't think there's any objection here,
21 pending the ability to cross.

22 MR. MOZAL: Exactly, pending the ability to cross.

23 THE COURT: Okay. Thank you.

24 They're admitted, without objection.

25 (Martin Declaration received in evidence)

1 (Trustee's Exhibits 13, 14, 15 and 16 received into
2 evidence)

3 MS. ROOT: And, finally, Your Honor, the trustee
4 would move for the admission of Exhibits 10 through 12, 23,
5 25 through 27, 28 through 37, and 43 through 47 on the
6 exhibit list into evidence, noting that Exhibit 11, as
7 reflected on our list, is not offered for the truth of the
8 matter asserted.

9 Again, I understand that's subject to cross-
10 examination of the witnesses, Voizzit has no objection to
11 this.

12 MR. MOZAL: Agreed, Your Honor.

13 THE COURT: Okay. They're admitted, without
14 objection.

15 (Trustee's Exhibits 10, 11, 12, 23, 25, 26, 27, 28, 29,
16 30, 31, 32, 33, 34, 35, 36, 37, 43, 44, 45, 46, 47 received
17 into evidence)

18 MS. ROOT: All right. Your Honor, and with
19 respect to Mr. Grall's declaration, as we've seen in this
20 case today, there are daily developments. So even after the
21 time that we filed his supplemental declaration this morning,
22 we've identified new evidence relevant to the day's hearing
23 and the trustee would call Mr. Grall to the stand.

24 THE COURT: Okay. Mr. Grall, please come forward.
25 Please take the stand and remain standing for the oath.

1 THE CLERK: Please raise your right hand.

2 Please state your full name and spell your last
3 name for the record.

4 THE WITNESS: Jacob Grall, G-r-a-l-l.

5 JACOB GRALL, TRUSTEE'S WITNESS, SWORN

6 THE WITNESS: I do.

7 THE CLERK: You may be seated.

8 DIRECT EXAMINATION

9 BY MS. ROOT:

10 Q Good afternoon, Mr. Grall.

11 A Good afternoon.

12 Q Who is your employer?

13 A Novo Advisors.

14 Q And, Mr. Grall, what does Novo Advisors do?

15 A Novo Advisors is a turnaround and restructuring
16 consulting practice.

17 Q What is your title at Novo Advisors, Mr. Grall?

18 A Managing director.

19 Q And could you provide just a brief overview of our
20 educational background?

21 A Yes, I have a bachelor's in accounting from the
22 University of Illinois and I'm a registered CPA in the state
23 of Illinois.

24 Q Mr. Grall, is Novo Advisors providing services to the
25 Chapter 11 Trustee in this case?

1 A Yes, we serve as financial advisor to the trustee.

2 Q And as managing director of Novo Advisors, are you, Mr.
3 Grall, providing services to the Chapter 11 Trustee in this
4 case?

5 A Yes, I am serving as lead financial advisor.

6 Q Do you -- are you responsible for overseeing the
7 operations of the businesses?

8 A Yes.

9 Q Are you responsible for overseeing the financials for
10 the business?

11 A Yes.

12 Q Mr. Grall, are you familiar with a business called
13 Cloudflare?

14 A Yes.

15 Q What is the?

16 A Cloudflare is a content delivery service and domain
17 network system.

18 Q Does Cloudflare provide services to the debtors, do you
19 know?

20 A Yes, they do.

21 Q Okay. What does Cloudflare do for the debtors'
22 business?

23 A It essentially allows the debtors to host their
24 websites and deliver that content to internet browsers and
25 mobile devices.

1 Q And do each of the debtors, and by that I mean Epic!,
2 Neuron Fuel, and Tangible Play, have accounts at Cloudflare?

3 A Yes.

4 Q Are all of the debtors' domains, and by that, again, I
5 mean the domains for Epic!, Neuron Fuel, and Tangible Play,
6 presently in the debtors' respective accounts at Cloudflare?

7 A No, Tangible Play's domain is not.

8 Q When, Mr. Grall, did you first learn that the Tangible
9 Play domain was not in the Tangible Play account at
10 Cloudflare?

11 A That was on this Tuesday.

12 Q This Tuesday, November --

13 A November 19th, yes.

14 Q Okay. And how did you learn that, Mr. Grall?

15 A When recognizing that the website was down, I went to
16 the desk chat at Cloudflare and they advised that the domain
17 had been moved.

18 Q And on November 19th, when you learned that the
19 Tangible Play domain had been moved out of the Tangible Play
20 account at Cloudflare, did you know who transferred the
21 domain?

22 A No.

23 Q Did you know where it was transferred to?

24 A No.

25 Q Sitting here today on November 21st, do you know who

1 transferred the Tangible Play domain?

2 A Yes.

3 Q Who?

4 A It was a user by the name of Kavitha@IndiaFirst.com.

5 Q And do you know where the Tangible Play domain was
6 transferred to?

7 A Yes.

8 Q Where?

9 A It is in a Cloudflare account that goes by the name of
10 Kavitha@Voizzit.com.

11 Q And when did your first learn that the Tangible Play
12 domain has been transferred to Kavitha@Voizzit.com?

13 A Today around 12:30 p.m.

14 Q How were you able to discover that, Mr. Grall?

15 A Cloudflare granted myself and the trustee super-
16 administrator privileges over the debtors' accounts, as well
17 as the account for Kavitha@Voizzit.com.

18 Q So, Mr. Grall, you would now have access to the
19 debtors' accounts, including the Tangible Play and the
20 Kavitha@Voizzit.com account at Cloudflare?

21 A That's correct.

22 Q And are you able to look at historical records and
23 transactions?

24 A That's correct.

25 Q And you testified that the Tangible Play domain was

1 transferred to Kavitha@Voizzit.com on November 17th; is that
2 correct?

3 A Correct.

4 Q How were you able to confirm that?

5 A By reviewing audit logs of both the Kavitha@Voizzit.com
6 Cloudflare account and the Tangible Play Cloudflare account.

7 Q All right. Let's look at some documents.

8 THE COURT: I'm sorry, can I -- what was the date?
9 I missed the date of the transfer.

10 THE WITNESS: November 17th.

11 THE COURT: Okay. Thank you.

12 BY MS. ROOT:

13 Q Let's look at some documents, Mr. Grall.

14 I'm going to first show Trustee's Exhibit 44. There's
15 a binder in front of you, but I think it'll be on the screen
16 in front of you, too. Tell me when you have that in from
17 you.

18 A I'm ready.

19 Q What is this document, do you know?

20 A This is the account homepage of the Cloudflare account
21 for Kavitha@Voizzit.com.

22 Q And, Mr. Grall, how did you obtain this?

23 A Through my access as super admin to this account.

24 Q And when did you obtain this?

25 A Around 12:30 this afternoon.

1 Q Okay. And just to be clear, this is the
2 Kavitha@Voizzit.com account, right?

3 A Correct.

4 Q This isn't the Tangible Play account, correct?

5 A That's correct.

6 Q What does this show, Mr. Grall?

7 A It shows that the domain, PlayOsmo.com, which is the
8 main website for Tangible Play, is active within the
9 Kavitha@Voizzit.com account.

10 Q Mr. Grall, could you turn to Exhibit 45, please.

11 A Yes.

12 Q What is this document, do you know?

13 A This is the last record of the audit log for
14 Kavitha@Voizzit.com's account and it shows that on
15 November 17th, the account was created by a user,
16 Kavitha@Voizzit.com.

17 Q Okay. So let's break this down.

18 First of all, how did you obtain this document?

19 A Through my super admin privileges access to the site.

20 Q And when, Mr. Grall, were you first able to access that
21 and see this document?

22 A Around 12:30 today.

23 Q Okay. So if I'm looking at the top line of this
24 document where it says, "November 17th, 2024. Action:
25 Create user Kavitha@Voizzit.com," what does that mean?

1 A I believe that shows that that's when this account was
2 created.

3 Q Mr. Grall, I'm going to ask you to turn to Trustee's
4 Exhibit 43.

5 A Yes.

6 Q What is this document, do you know, Mr. Grall?

7 A This is a screenshot of an audit log for the Tangible
8 Play account, which is titled as "Osmo," as you can see in
9 the upper-corner. And it shows that on November 17th, the
10 zone was moved. Zone is how Cloudflare calls the contents,
11 or the domain contents of the Cloudflare account.

12 Q Okay. I know we're moving quickly, Mr. Grall, so I
13 just want to make sure I understand this.

14 The first exhibits we looked at were for the
15 Kavitha@Voizzit.com account; is that right?

16 A That's correct.

17 Q And we're now looking, for the first time, at the
18 Tangible Play Cloudflare account documents, correct?

19 A That's correct.

20 Q And we're now looking, for the first time, at the
21 Tangible Play Cloudflare account documents, correct?

22 A That's correct.

23 Q And they're showing on November 17th, that there was a
24 transfer out of the Tangible Play Cloudflare account; is that
25 your testimony?

1 A That's correct.

2 Q Mr. Grall, were you able to determine today when you
3 logged in who the users were of the Tangible Play account?

4 A Yes, they included numerous users with email extensions
5 at Byjus.com. Two notable individuals were at
6 Vinay@Byjus.com and JennyFittle@Byjus.com (phonetic).

7 Q Well, those are some familiar names, Mr. Grall.
8 Have you been able to remove them as users?

9 A Yes.

10 Q Mr. Grall, I'm going to ask you now to look at
11 Trustee's Exhibit 47.

12 What is this document, do you know, Mr. Grall?

13 A This is another image of the audit log for the Tangible
14 Play account, titled "Osmo" on the upper-left corner. It
15 shows that on November 15th, a user, Vinay@Byjus.com, added a
16 user, Kavitha@IndiaFirst.com.

17 Q And how did you obtain this document, Mr. Grall?

18 A Through my access as super admin.

19 Q And was that, again, today, around noon?

20 A Yes.

21 Q Mr. Grall, do you know what IndiaFirst is?

22 A IndiaFirst is a Voizzit entity.

23 Q And how do you know that?

24 A An internet search of the words IndiaFirst and Voizzit
25 show that Rajendran Vellapalath was the founder of IndiaFirst

1 and IndiaFirst is also listed on Voizzit's homepage.

2 Q So I just want to, again, make sure I'm understanding
3 this correctly.

4 This document shows that on October 15th, Vinay
5 Ravindra made Kavitha@IndiaFirst a user with authority to
6 make transfers out of the Tangible Play account; is that
7 right?

8 A No. A correction on November 15th.

9 Q November 15th, thank you.

10 Mr. Grall, do you recall the date on which this Court
11 entered the stay order?

12 A On Tuesday, November 12th.

13 Q Okay. And then just one more time, what was the date
14 on which Vinay Ravindra made Kavitha@IndiaFirst.com, a user
15 who was authorized to transfer this out of the debtors'
16 account?

17 A On November 15th.

18 Q And what was the date on which Kavitha@IndiaFirst
19 transferred the Tangible Play out of Tangible Play, out of
20 the debtors' account to Kavitha@Voizzit.com?

21 A November 17th.

22 MS. ROOT: I have no further questions for you,
23 Mr. Grall.

24 THE WITNESS: Thank you.

25 THE COURT: Any other direct?

1 UNIDENTIFIED SPEAKER: No, Your Honor.

2 THE COURT: Cross?

3 CROSS-EXAMINATION

4 BY MR. MOZAL:

5 Q Good afternoon, Your Honor.

6 Mr. Grall, when was the first time you heard of
7 Voizzit?

8 A On October 8th.

9 Q What were the circumstances?

10 A We had been informed by an employee that the Stripe
11 account was renamed to Voizzit and money had left that
12 account.

13 Q Do you know whether, before October 8th, anybody had
14 reached out to anyone at Voizzit to give them notice of this
15 bankruptcy proceeding?

16 A We were not aware of Voizzit prior to that date.

17 THE COURT: Can you both keep your voices up? I'm
18 having sort of a difficulty hearing.

19 THE WITNESS: Yes, apologies, Your Honor.

20 Okay. We were not aware of Voizzit prior to
21 October 8th.

22 BY MR. MOZAL:

23 Q And on October 8th when that was discovered, did
24 anybody say, Hey, we should reach out to Voizzit and ask them
25 about this?

1 A We had no contact information for the people at
2 Voizzit.

3 Q You had no email addresses whatsoever?

4 A No.

5 Q So, to be clear, you didn't give anyone at Voizzit, at
6 that time in early October, you didn't give anybody at
7 Voizzit notice of these proceedings, correct?

8 A Correct.

9 Q And you're not aware of anybody else doing so, correct?

10 A Correct.

11 MR. MOZAL: No further questions, Your Honor.

12 THE COURT: Okay. Any redirect?

13 MS. ROOT: We have nothing further for Mr. Grall,
14 Your Honor.

15 THE COURT: Okay. Thank you.

16 Thank you, Mr. Grall. You can step down.

17 THE WITNESS: Thank you.

18 (Witness excused)

19 MS. ROOT: Your Honor, you have admitted into
20 evidence Mr. Martin's certification and declaration. I just
21 had a few questions for him. He is in the courtroom, so the
22 trustee would call Mr. Martin to the stand.

23 THE COURT: All right. Mr. Martin, please come
24 forward.

25 Mr. Martin is a member of the Delaware Bar, so I

1 don't see a need to issue the oath to him. I know he is --
2 understands his obligation to testify truthfully to this
3 Court.

4 MR. MARTIN: Yes, I will confirm that, Your Honor.

5 I intend to have candor with the tribunal in
6 accordance with the Delaware Rules of Professional
7 Responsibility.

8 THE COURT: Thank you.

9 MS. ROOT: Thank you, Your Honor.

10 And thank you, Mr. Martin.

11 R. CRAIG MARTIN, TRUSTEE'S WITNESS, PREVIOUSLY SWORN

12 DIRECT EXAMINATION

13 BY MS. ROOT:

14 Q For the record, could you please state your employer?

15 A DLA Piper, LLP (US).

16 Q And Mr. Martin, what is your job title?

17 A I'm a partner and I'm also the office managing partner
18 of the Delaware office and the global co-chair of our
19 restructuring practice.

20 Q And Mr. Martin, you offered the declaration of document
21 custodian that was previously admitted into evidence today;
22 is that correct?

23 A Yes.

24 Q Mr. Martin, I'm going to direct your attention, please,
25 to Exhibit 15. There's a book there, but I think we can put

1 it up on the screen. And I'll represent to you, Mr. Martin,
2 and to the Court that Exhibit 15 is a document that was
3 attached to your certification of records.

4 A Yes, I'm familiar with it.

5 Q All right. What is this document, Mr. Martin?

6 A It's the engagement letter with the, at the time,
7 putative debtors that were subject of an involuntary
8 proceeding to engage our firm to provide legal services in
9 that matter.

10 Q And who were the prospective clients, Mr. Martin?

11 A The clients were Epic! Creations, Tangible Play, and
12 Neuron Technologies.

13 Q And do you know if those clients ultimately retained
14 DLA Piper, Mr. Martin?

15 A Yes.

16 Q And did you work on that matter?

17 A I did.

18 Q Mr. Martin, I would direct your attention to the first
19 paragraph of Exhibit 15, in which it states that the
20 representation is, and I quote:

21 "In connection with involuntary Chapter 11
22 proceedings in the United States Bankruptcy Court for the
23 District of Delaware."

24 Do you see that?

25 A Yes.

1 Q Is that an accurate description of the matter?

2 A Yes.

3 Q Who was this letter sent to, Mr. Martin?

4 A Vinay Ravindra.

5 Q And turning to page 6, do you see Mr. Ravindra's
6 signature on page 6?

7 A I see a DocuSign signature for Vinay, chief content
8 officer.

9 Q And did you understand that Vinay Ravindra was signing
10 this engagement letter on behalf of the clients?

11 A I take that to be the case, since he signed the
12 engagement letter. I was not the attorney specifically
13 involved in soliciting that signature.

14 Q Okay. I see next to the signature a date that's listed
15 12/06/2024.

16 Do you understand that Mr. Ravindra signed this on or
17 around June 6th, 2024?

18 A Yes, people outside the United States frequently put
19 the date before the month and then a different convention
20 that we use. So that's the way I read it, yes.

21 Q All right. Thank you, Mr. Martin.

22 MS. ROOT: The trustee has no further questions.

23 THE WITNESS: Thank you, Ms. Root.

24 THE COURT: Cross?

25 //

1 CROSS-EXAMINATION

2 BY MR. MOZAL:

3 Q Good afternoon, Mr. Martin.

4 The engagement letter we were just looking at, was that
5 labeled privileged or confidential?

6 A Yes, attorney-client privilege.

7 Q And when was the first time you heard of Voizzit?

8 A I'm not sure of the exact first time, but it would have
9 been in a phone call with Ms. Root in the last week or two.

10 Q Voizzit was not one of the clients within the attorney-
11 client privilege referenced on the engagement letter,
12 correct?

13 A Correct.

14 Q You had no communications with Voizzit about the
15 bankruptcy proceedings in this court, correct?

16 A Correct.

17 Q And you didn't give anyone at Voizzit notice of these
18 proceedings, correct?

19 A I don't know that I had any obligation to do so, but I
20 did not on behalf of these three clients, no.

21 Q Fair enough.

22 You looked at your previous communications and provided
23 some of them in your declaration, correct?

24 A Correct.

25 Q Did you look for communications with anyone at Voizzit;

1 was that something that you did?

2 A I did not.

3 When the trustee was appointed, we received a request
4 to turn over all of our records to the trustee. Someone in
5 my office and General Counsel's Office worked to accomplish
6 that task.

7 Q So this -- the documents weren't necessarily hand-
8 selected; they were turned over and used by the trustee.

9 Is that what happened?

10 A We have someone in our General Counsel's Office that
11 handles any requests for information from the firm, and that
12 person handled searching our systems and making sure that the
13 client file was turned over to the trustee.

14 Q Do you know whether that person looked for anything
15 relating to Voizzit in that search?

16 A I don't know for certain, no.

17 Q You would agree with me that you did not provide any
18 communications as part of your declaration that indicates
19 anything was communicated to Voizzit, correct?

20 A I have -- it's been represented to me that Mr. Vinay
21 Ravindra has some association with Voizzit, so I hesitate to
22 say "no" to that question because to the extent that that's
23 accurate, then this communication would reflect communication
24 with someone at Voizzit, but I don't know that fact to be
25 true, so I can't really answer that question yes or no.

1 MR. MOZAL: No further questions, Your Honor.

2 Thank you, Mr. Martin.

3 THE COURT: Thank you.

4 Redirect?

5 MS. ROOT: Nothing, Your Honor.

6 THE COURT: Thank you, Mr. Martin.

7 You can step down.

8 THE WITNESS: Thank you, Judge Dorsey.

9 (Witness excused)

10 MR. MARTIN: Your Honor, I was under subpoena to
11 be here today. I assume I'm released from that?

12 THE COURT: Yes, you're excused. Thank you.

13 MR. MARTIN: Thank you.

14 MS. STEEGE: Your Honor, we have no further
15 witnesses.

16 THE COURT: Okay. Any other documentary evidence?

17 MS. STEEGE: No, Your Honor. I think all of our
18 exhibits have been admitted that we seek to submit.

19 THE COURT: Okay. Any evidence from the
20 Defendants?

21 MR. MOZAL: Your Honor, Mr. Samis raised the point
22 earlier about our affidavit and the proposed exhibits, and
23 I'm not trying to re-argue it, but I was just noting that
24 that was the evidence that we had offered that we understand
25 is not being accepted today.

1 THE COURT: Okay. All right.

2 Well, I only have 10 minutes before I have this
3 4:30 hearing, so let's take a break before we do argument.
4 And I do want to consider the question of whether or not I'm
5 going to allow Voizzit the opportunity to come back and
6 present its own evidence in the case.

7 So let's take a recess for now. I don't know
8 how -- I'm hoping this hearing doesn't take more than 20
9 or 30 minutes, but we shall see.

10 Mr. Fox?

11 MR. FOX: Good afternoon, Your Honor.

12 May I please the Court? I was just going to ask
13 the Court's indulgence to remain in the courtroom for the
14 purposes of the 4:30 hearing so I don't have to go and join
15 Zoom to then be on that hearing, as well.

16 THE COURT: That's fine, thank you.

17 MR. FOX: Thank you, Your Honor.

18 THE COURT: And everybody else is, you're welcome
19 to sit in the courtroom; it's a public hearing. I imagine
20 you'll probably be bored to death --

21 (Laughter)

22 THE COURT: -- but you can either stay here or go.
23 I'm trying to figure out when I should tell you to come back
24 if you want to leave.

25 Let's try to come back at 10 till 5:00, how about

1 that, and we'll see where we are.

2 Recess until 10 till 5:00.

3 (Recess taken at 4:20 p.m.)

4 (Proceedings resumed at 5:31 p.m.)

5 THE CLERK: All rise.

6 Thank you, be seated.

7 Well, obviously, that other hearing took longer
8 than I expected. We're now at 5:30 and I thought about the
9 issues regarding additional evidence to be allowed by the
10 Defendants.

11 So I am going to continue the hearing at this
12 point, but I will say on the record that I am gravely
13 disturbed by the testimony that I heard today both, about
14 witness tampering and about actions being taken to take
15 assets from these debtors after I entered my order saying
16 that that should not happen. I think I am to a point where I
17 am going to have to make a reference to the U.S. Attorney's
18 Office, especially about the witness tampering. That's a
19 major issue.

20 But I will give Voizzit and any other Defendants
21 who want the opportunity, to put on what evidence they think
22 they have that contradicts what the debtors put on today.
23 I'm going to leave the record open so if the debtors have any
24 additional evidence that they want to put on after them --
25 I'm sure there'll be some discovery in between here -- any

1 additional evidence, I'll leave the record open so that the
2 debtors can put on evidence, as well, and then we'll do
3 closings.

4 I don't know when this hearing is going to happen.
5 Next week is not possible. The week after, December 5th,
6 might be a possibility if that works for the parties, and
7 December 6th.

8 Witnesses have to be live, if you're going to have
9 someone testify. So if anyone from Voizzit wants to come
10 testify, they're going to have to be here in court.

11 Anything else I'm missing? Any questions?
12 Concerns? Comments?

13 MS. SLEEGER: Your Honor, the preliminary
14 injunction hearing you set for December 3rd.

15 THE COURT: Oh, that's one of the things on my
16 list. Why don't we continue this hearing then, we'll just do
17 December 3rd.

18 MS. SLEEGER: Yeah, that might make sense, since
19 we'd be here on December 3rd anyway --

20 THE COURT: Yeah.

21 MS. SLEEGER: -- if there's time for it?

22 THE COURT: Yeah. So I have three other hearings
23 that day, but maybe some of those will come off, or we can
24 try to move some of those. One of them I can't, because I've
25 already moved it once, so I need to -- I have a 1 o'clock

1 hearing that I can't move. Some of the others we'll see.

2 One of them, I know I could move.

3 So, we'll start -- I think we're starting at 9:00,
4 right, on the 3rd?

5 THE CLERK: Correct.

6 THE COURT: So we'll start at 9:00. This will
7 continue at that time and we'll go from there.

8 MS. SLEEGER: Your Honor, the other thing is we did
9 serve discovery and we never got any answers to of it and we
10 did ask for depositions. If counsel is actually going to put
11 on and bring some witnesses here, we would ask that they
12 respond to our discovery and not say, Well, we don't have
13 time, so we're not going to do it.

14 THE COURT: Mr. Samis?

15 MR. SAMIS: Your Honor, we'll confer with the
16 clients, but our discussions with them to date was that they
17 were willing to commit to sit for depositions, they just
18 wanted to do it on a time frame that they didn't think would,
19 like, was completely jamming them.

20 So, with what we've got now, we'll re-double our
21 efforts and we'll try to make that happen.

22 THE COURT: Well, if they don't cooperate in the
23 discovery process -- I mean, this is bankruptcy: things move
24 fast. I've tried billion-dollar cases in practice on three
25 weeks' notice. So you need to move it along and get the

1 discovery done.

2 If it's not done, there'll be consequences.

3 MR. SAMIS: We do understand, Your Honor. We'll
4 be in contact. Thank you.

5 THE COURT: Okay.

6 MR. SAMIS: And thank you for your time.

7 THE COURT: Ms. Sleege?

8 MS. SLEEGER: The other point that we were going to
9 make, Your Honor, was --

10 THE COURT: I don't think a mic might not be
11 picking you up. You might want to stand at the podium.

12 MS. SLEEGER: Sorry.

13 The other point we were going to make is that by
14 tomorrow, close of business, they are supposed to do certain
15 things under the TRO you entered on Tuesday and there's been
16 no effort to do any of those things. And I think that they
17 haven't returned the funds that were supposed to be returned
18 under the prior order, I would think that a prerequisite to
19 putting on evidence might be that they comply with the two
20 prior orders in advance of the hearing on December 3rd. That
21 would be the other thing that we would request.

22 MR. SAMIS: Your Honor, the Court orders, we've
23 been told by the client that they're planning on doing all of
24 those things, especially with respect to the TRO order and
25 they're just trying to get the analysis done on the funds

1 returned.

2 I don't know exactly where that sits. We did send
3 another email advising them that the deadlines were, you
4 know, approaching, and they are aware of them.

5 So, some -- two of the deadlines haven't passed
6 yet. One of them is set to pass today, but we're rushing
7 them to be compliant.

8 THE COURT: Okay. Well, there are consequences if
9 they don't comply with the order.

10 MR. SAMIS: I do understand.

11 THE COURT: Okay.

12 MR. SAMIS: Thank you.

13 THE COURT: All right. Anything else?

14 MS. SLEEGER: That's it from us, Your Honor.

15 THE COURT: All right. Anything from
16 (indiscernible)?

17 MR. SAMIS: Nothing else, Your Honor.

18 THE COURT: Okay. All right.

19 Well, then, I guess I'll see everybody on
20 December 3rd. Thank you all very much. Have a happy
21 holiday, Thanksgiving; hopefully, you can enjoy some time
22 with your family. I know you all are going to have a lot of
23 work to do, but hopefully, you'll get to spend some time with
24 your family.

25 Thank you.

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COUNSEL: Thank you, Your Honor.
(Proceedings concluded at 5:37 p.m.)

CERTIFICATION

We certify that the foregoing is a correct transcript from the electronic sound recording of the proceedings in the above-entitled matter to the best of our knowledge and ability.

/s/ William J. Garling

November 22, 2024

William J. Garling, CET-543
Certified Court Transcriptionist
For Reliable

/s/ Tracey J. Williams

November 22, 2024

Tracey J. Williams, CET-914
Certified Court Transcriptionist
For Reliable

/s/ Mary Zajackowski

November 22, 2024

Mary Zajackowski, CET-531
Certified Court Transcriptionist
For Reliable

/s/ Coleen Rand

November 22, 2024

Coleen Rand, CET-341
Certified Court Transcriptionist
For Reliable

Exhibit D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
EPIC! CREATIONS, INC., <i>et al.</i> , ¹	Case No. 24-11161 (JTD)
Debtors.	(Jointly Administered)
Claudia Z. Springer, Chapter 11 Trustee,	Adv. Pro. No. 24-50233 (JTD)
Plaintiff,	(Jointly Administered)
vs.	
Google LLC, Voizzit Technology Private Ltd., Voizzit Information Technology LLC, Vinay Ravindra, Rajendran Vellapalath,	
Defendants.	

**DECLARATION OF JACOB GRALL IN SUPPORT OF THE CHAPTER 11
TRUSTEE'S EMERGENCY MOTION TO HOLD THE VOIZZIT DEFENDANTS
IN CONTEMPT OF COURT FOR THEIR FAILURE TO COMPLY
WITH THE COURT'S NOVEMBER 19 ORDER**

I, Jacob Grall, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information, and belief:

1. I am a Managing Director in the Chicago office of Novo Advisors, a restructuring-focused consulting firm. My areas of expertise include liquidity and working capital management, financial planning, financial process improvement, and project management. With an expertise

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).

grounded in accounting, financial modeling, and corporate finance, I have helped numerous businesses achieve their operational and financial goals. I hold a B.S. of Accounting from the University of Illinois and am a certified public accountant in Illinois and an active member of the local chapter of the Turnaround Management Association and Secured Finance Network.

2. Since September 23, 2024, Novo Advisors has served as the financial advisor to Claudia Z. Springer, in her capacity as the duly appointed Chapter 11 Trustee (the “Trustee”) of the estates (the “Estates”) of Epic! Creations, Inc. (“Epic”), Neuron Fuel, Inc. (“Neuron Fuel”), and Tangible Play, Inc. (“Tangible Play,” together with Epic and Neuron Fuel, collectively the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”). I personally have been the primary person (under the direction of the Trustee) responsible for overseeing the finances and operations of the Estates. Since the Trustee’s appointment, I have been focused on working to stabilize the businesses, construct the Debtors’ books and records, and locate and secure the Debtors’ assets.

3. I am duly authorized to make this supplemental declaration in support of the *Chapter 11 Trustee’s Emergency Motion to Hold the Voizzit Defendants in Contempt of Court for Their Failure to Comply With the Court’s November 19 Order*.

4. On November 19, 2024, the Trustee obtained a temporary injunction (the “TRO”) against Voizzit Information Technology LLC, Voizzit Technology Private Ltd., Rajendran Vellapalath, Vinay Ravindra (collectively, the “Voizzit Defendants”), and Google LLC (“Google”) in connection with the Voizzit Defendants’ post-order for relief attempts to take over control of the Debtors’ Google Workspace, Google Cloud, and Google Play Store accounts. In particular, the Debtors’ Google Cloud accounts hosts the Debtors’ corporate records, emails, data, and software code, including code that directs the payments from the Debtors’ websites and

applications to various payment processors. Thus, by virtue of their control over the code contained in the Debtors' Google Cloud accounts, the Voizzit Defendants may have the ability to redirect payments made through the Debtors' websites to different payment processor accounts beyond the Trustee's reach.

5. The TRO directs the Voizzit Defendants to do the following:

On or before 5:00 p.m. E.T. on November 22, 2024, Defendants Voizzit Technology Private Ltd, Voizzit Information Technology LLC, Vinay Ravindra, and Rajendran Vellapalath (the "Voizzit Defendants") shall provide the Trustee and Google with a complete list of all accounts, assets, email extensions, projects, entity names, or other credentials relating in any way to the Google Accounts that were transferred by or to one or more of the Voizzit Defendants or individuals or entities working in concert with them from June 4, 2024 to present, and shall facilitate the transfer of any such email extensions, projects, entity names, or other credentials from the Voizzit Defendants or individuals or entities under their control and to the Trustee.

(TRO, ¶ 3.)

Paragraph 5 of the TRO states:

Defendant Voizzit Information Technology LLC is directed to transfer to the Trustee at instructions provided by the Trustee the Debtors' applications, data, project, funds, or any other information or property of the Debtors; given that any such transfer to Voizzit Information Technology LLC was void *ab initio* and a legal nullity, such that the technical return transfer to the Trustee maintains the status quo.

(TRO, ¶ 5.)

6. Following the entry of the TRO, along with counsel, I immediately engaged in discussions with Google regarding the steps necessary for Google to take (in addition to the steps the TRO ordered the Voizzit Defendants to take) to comply with the TRO.

7. The Voizzit Defendants, however, have not done any of things they were required to do by ordering paragraphs 3 and 5 of the TRO.

8. Although Google, through its counsel, has represented to me that it is working to restore the various intellectual property and other information that the Voizzit Defendants wrongfully transferred, Google has advised that—without the cooperation of the Voizzit Defendants that is mandated by the TRO—it could take several *weeks* to do so.

9. As a result of the actions of the Voizzit Defendants, my team and I have been required to spend a considerable amount of time working to resolve the issues with the many Google platforms. I estimate that I personally spent over sixty (60) hours over the last nearly eight weeks on Voizzit-related matters.

10. Every day the Trustee does not have complete control over the Debtors' businesses harms the estates, not only because of the time and attention she and her counsel and advisors are required to spend addressing the operational and legal harm (including the business disruption caused by lack of access to emails and key company data), but also because the Trustee is bound by tight milestones established by the lenders in the financing order to prepare the Debtors' businesses for a sale.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct.

Dated: November 26, 2024

/s/ Jacob Grall
Jacob Grall