

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

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**FINAL ORDER AUTHORIZING THE DEBTORS TO
PAY THE PREPETITION CLAIMS OF CERTAIN FOREIGN VENDORS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”) (a) authorizing the Debtors, in their sole discretion, to remit and pay certain accrued and outstanding Foreign Vendors, (b) scheduling a final hearing to consider approval of the Motion on a final basis, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having held a hearing on May 17, 2022 to consider approval of the Motion on an interim basis; and the Court having entered the *Interim Order Authorizing the Debtors to Pay the Prepetition Claims of Certain Foreign Vendors* on May 18, 2022 [Docket No. 33]; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artillum Group Ltd. (f/k/a Artillum PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artillum N.V.). The Debtors’ corporate headquarters is located at 1185 Avenue of the Americas, 2nd Floor, New York, NY 10036.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.



this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. Within three (3) days of entry of this Final Order, the Debtors shall serve a copy of this Final Order on the parties set forth in the notice provision of the Motion, as well as the Foreign Vendors.
3. The Debtors are authorized, in their discretion, to pay Foreign Vendor Claims in an aggregate amount not to exceed \$972,000. Nothing in this paragraph shall be construed as an acceleration of any obligations or otherwise require the Debtors to make a payment to a particular creditor or claimant.
4. The Debtors must require each recipient of a Foreign Vendor Payment to provide the Debtors with: (a) a continuation of the parties' existing business relationship, including, but not limited to, the acceptance and fulfillment (including the production and delivery of goods) of purchase orders and releases under such purchase orders in all postpetition transactions; (b) other business terms on a postpetition basis consistent with past practices for all postpetition transactions, including the pricing of services, on terms at least as favorable as those extended in the normal course prior to the Petition Date, or on such other terms that are acceptable to the

Debtors; and (c) the release of goods or other assets of the Debtors in the Foreign Vendor's possession (collectively, the "Trade Terms"). The Trade Terms shall be applicable throughout the pendency of the Chapter 11 Cases.

5. The Banks are authorized, when requested by the Debtors, to receive, process, honor, and pay all checks presented for payment of, and to honor all fund transfer requests made by, the Debtors related to the Foreign Vendor Claims, whether such checks were presented or fund transfer requests were submitted prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments. The Banks are authorized to rely on the Debtors' designation of any particular check or funds transfer as approved by this Order.

6. To the extent a Foreign Vendor fails to comply with any applicable Trade Terms, and subject to further Court approval: (a) any Foreign Vendor Payment received by the Foreign Vendor may be deemed by the Debtors as an unauthorized postpetition transfer under section 549 of the Bankruptcy Code that the Debtors are authorized to (i) recover from the Foreign Vendor in cash or (ii) apply the amount of the Foreign Vendor Payment against any outstanding administrative claim held by such Foreign Vendor; and (b) upon recovery of any Foreign Vendor Payment, the corresponding prepetition claim of the Foreign Vendor will be reinstated in the amount recovered by the Debtors. The Debtors reserve all rights to challenge the validity of any such reinstated prepetition claims of any Foreign Vendor.

7. Nothing in the Motion or this Order, nor the Debtors' payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim is of a

type specified or defined hereunder or that any creditor is a Foreign Vendor; or
(e) the assumption of any executory contract or unexpired lease.

8. The requirements of Bankruptcy Rule 6003(b) have been satisfied with respect to the payments authorized by this Order.

9. This Order shall be immediately effective and enforceable upon its entry. To the extent that it may be applicable, the fourteen-day stay imposed by Bankruptcy Rule 6004(h) is hereby waived.

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

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

New York, New York
Dated: June 8th, 2022

/s/ Lisa G. Beckerman
THE HONORABLE LISA G. BECKERMAN
UNITED STATES BANKRUPTCY JUDGE