

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

Hearing Date: October 6, 2022 at 11:00 a.m. (ET)

*Counsel to the Debtors
and Debtors in Possession*

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

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**NOTICE OF FILING OF PROPOSED FINDINGS OF FACT, CONCLUSIONS OF
LAW, AND ORDER APPROVING MODIFIED DISCLOSURE STATEMENT
AND CONFIRMING MODIFIED CHAPTER 11 PLAN OF LIQUIDATION
FOR PARETEUM CORPORATION AND CERTAIN OF ITS AFFILIATES**

PLEASE TAKE NOTICE that on August 22, 2022 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered the *Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors' Plan, Including Scheduling a Combined Hearing to Consider Approval of Debtors' Disclosure Statement and Plan; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors' Disclosure Statement on a Provisional Basis; and (IV) Approving (A) Procedures for Solicitation; (B) Forms of Ballots and Notices; (C) Procedures for Tabulation of Votes; and (D) Procedures for Objections; and (V) Establishing a Bar Date for Filing Administrative Claims Arising From the Petition Date Through and Including August 31, 2022* [Docket No. 296].

PLEASE TAKE FURTHER NOTICE that on August 22, 2022, the Debtors filed the solicitation versions of the *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of Its Affiliates* [Docket No. 299-1] (as it may be amended, modified, and/or supplemented at [Docket No. 364, Ex. A] and from time to time, the "Plan")² and the *Modified Disclosure Statement for the Chapter 11 Plan of Liquidation for*

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artidium Group Ltd. (f/k/a Artidium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artidium N.V.). The mailing address of the Debtors, solely for the purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, 27 Crimson King Drive, Bear, DE 19701.

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



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Pareteum Corporation and Certain of Its Affiliates [Docket No. 300-1] (as it may be amended, modified, and /or supplemented at [Docket No. 365, Ex. A] and from time to time, the "Disclosure Statement").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Disclosure Statement on a final basis and confirmation of the Plan (the "Combined Hearing") will be held before the Honorable Lisa G. Beckerman, United States Bankruptcy Judge for the Southern District of New York, in the Bankruptcy Court, One Bowling Green, Room 601, New York, New York 10004, on **October 6, 2022 at 11:00 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that on October 4, 2022, the Debtors filed a notice [Docket No. 364] (the "Confirmation Plan Notice") disclosing certain modifications to the solicitation version of the Plan set forth in the confirmation version of the Plan, a copy of which was attached to the Confirmation Plan Notice as Exhibit A.

PLEASE TAKE FURTHER NOTICE that at the Combined Hearing, the Debtors will request that the Court enter a proposed order, substantially in the form attached hereto as Exhibit 1, confirming the confirmation version of the Plan and approving the confirmation version of the Disclosure Statement on a final basis.

PLEASE TAKE FURTHER NOTICE that copies of the confirmation versions of the Plan and the Disclosure Statement, as well as the exhibits thereto, and any pleading filed in these Chapter 11 Cases can be obtained free of charge (a) at the Debtors' case website at <http://www.kccllc.net/pareteum>; (b) upon request in writing at Pareteum c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) by calling the Voting Agent at (888) 201-2205 or (310) 751-1839 (International); or (d) via email at pareteuminfo@kccllc.com. In addition, copies of all pleadings filed in these Chapter 11 Cases are on file with the Office of the Clerk of the Court (One Bowling Green, New York, NY 10004) for review during normal business hours. Parties may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.nysb.uscourts.gov>. **PLEASE NOTE: Neither the staff of the Clerk's Office nor the Debtors' counsel can give you legal advice.**

Dated: October 4, 2022
New York, New York

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

/s/ Brian F. Moore
FRANK A. OSWALD
BRIAN F. MOORE
One Penn Plaza, Suite 3335
New York, New York 10119
Tel: (212) 594-5000
Facsimile: (212) 967-4258

EXHIBIT "1"

**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)

**[PROPOSED]
FINDINGS OF FACT, CONCLUSIONS OF LAW,
AND ORDER APPROVING MODIFIED DISCLOSURE STATEMENT
AND CONFIRMING MODIFIED CHAPTER 11 PLAN OF LIQUIDATION
FOR PARETEUM CORPORATION AND CERTAIN OF ITS AFFILIATES**

WHEREAS, Pareteum Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases (the “Chapter 11 Cases”), as “proponents of the plan” within the meaning of section 1129 of title 11 of the United States Code (the “Bankruptcy Code”), filed the solicitation versions of the *Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of Its Affiliates*, dated August 22, 2022 [Docket No. 299-1] (as it may be amended, modified, and/or supplemented at [Docket No. 364, Ex. A] and from time to time, the “Plan”)² and the *Modified Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of Its Affiliates*, dated August 22, 2022 [Docket No. 300-1] (as it may be amended, modified, and/or supplemented at [Docket No. 365, Ex. A] and from time to time, the “Disclosure Statement”);

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artilium Group Ltd. (f/k/a Artilium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artilium N.V.). The mailing address of the Debtors, solely for purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, 27 Crimson King Drive, Bear, DE 19701.

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

WHEREAS, on August 22, 2022, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered the *Order (I) Approving Certain Key Dates Relating to Confirmation of the Debtors' Plan, Including Scheduling a Combined Hearing to Consider Approval of Debtors' Disclosure Statement and Plan; (II) Approving the Form and Manner of Combined Hearing Notice; (III) Approving Debtors' Disclosure Statement on a Provisional Basis; and (IV) Approving (A) Procedures for Solicitation; (B) Forms of Ballots and Notices; (C) Procedures for Tabulation of Votes; and (D) Procedures for Objections; and (V) Establishing a Bar Date for Filing Administrative Claims Arising From the Petition Date Through and Including August 31, 2022* [Docket No. 296] (the "Solicitation Procedures Order"), which, among other things: (a) approved the Disclosure Statement on a provisional basis, subject to final approval at the Combined Hearing (as defined below); (b) scheduled a combined hearing to consider approval of the Disclosure Statement on a final basis and confirmation of the Plan (the "Combined Hearing") for October 6, 2022 at 11:00 a.m. (prevailing Eastern Time); (c) approved certain procedures for solicitation and tabulation of votes to accept or reject the Plan (the "Solicitation Procedures"); and (d) approved the Ballot (as defined in the Solicitation Procedures Order) and the other materials distributed by the Debtors in connection with Confirmation of the Plan (collectively, the "Solicitation Materials");

WHEREAS, pursuant to the Solicitation Procedures Order, the Court established September 27, 2022 at 5:00 p.m. (prevailing Eastern Time) as the deadline to submit votes on the Plan (the "Voting Deadline") and September 29, 2022 at 4:00 p.m. (prevailing Eastern Time) as the deadline to file any objection to the Plan or the Disclosure Statement (the "Objection Deadline");

WHEREAS, as set forth in the *Certificate of Service*, filed on September 7, 2022 [Docket No. 326] (the "Solicitation Declaration"), the Debtors caused copies of the Solicitation Materials to be served in accordance with the Solicitation Procedures Order;

WHEREAS, on September 16, 2022, the Debtors filed the *Plan Supplement in Connection with the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of Its Affiliates* [Docket No. 338] (as it may be amended, modified, or supplemented from time to time, the "Plan Supplement");

WHEREAS, on September 29, 2022, the Debtors filed the *Certification of Leanne V. Rehder Scott With Respect to the Tabulation of Votes on the Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of Its Affiliates* [Docket No. 358] (the "Voting Declaration") attesting and certifying the method and results of the tabulation for Allowed Claims in Class 4 (General Unsecured Claims) entitled to vote to accept or reject the Plan;

WHEREAS, on October 4, 2022, the Debtors filed the *Declaration of Anthony M. Saccullo in Support of Confirmation of the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of Its Affiliates* [Docket No. ____] (the "Saccullo Declaration") and, together with the Solicitation Declaration and the Voting Declaration, the "Declarations"); and

WHEREAS, the Combined Hearing was held on October [6], 2022.

NOW, THEREFORE, based on the Declarations, the record of the Combined Hearing, including the arguments of counsel made at the Combined Hearing, and the entire record of the Chapter 11 Cases; and after due deliberation thereon and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

FINDINGS OF FACT AND CONCLUSIONS OF LAW³

A. Exclusive Jurisdiction; Venue; Core Proceeding (28 U.S.C. §§ 157(b)(2), 1334(a)).

1. The Court has jurisdiction over the Chapter 11 Cases pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

Confirmation of the Plan is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(L), and the Court has exclusive jurisdiction to determine whether the Plan complies with the applicable provisions of the Bankruptcy Code and should be confirmed.

B. Adequacy of Disclosure Statement.

2. The Disclosure Statement (a) contains sufficient information of a kind necessary to satisfy the disclosure requirements of all applicable nonbankruptcy rules, laws, and regulations, including the Securities Act, and (b) contains “adequate information” (as such term is defined in section 1125(a) of the Bankruptcy Code and used in section 1126(b)(2) of the Bankruptcy Code) with respect to the Debtors, the Plan, and the transactions contemplated thereunder.

C. Notice and Transmittal of Solicitation Materials; Adequacy of Solicitation Notices.

3. The Plan, the Disclosure Statement, the Combined Hearing Notice, the Solicitation Procedures Order, and the Solicitation Materials (including the Ballots) were transmitted and served in good faith and in compliance with the Solicitation Procedures Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy

³ The findings and conclusions set forth herein, together with the findings of fact and conclusions of law set forth in the record of the Combined Hearing, constitute the Court’s findings of fact and conclusions of law pursuant to Rule 7052 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

Rules for the Southern District of New York (the “Local Bankruptcy Rules”), and any other applicable rules, laws, and regulations. Such transmittal and service were timely, adequate, and sufficient based upon the circumstances of the Chapter 11 Cases, all parties in interest had the opportunity to appear and be heard at the Combined Hearing, and no other or further notice is or shall be required. All persons who solicited votes on the Plan solicited such votes in good faith, in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and all other applicable rules, laws, and regulations, and are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code and the exculpation provisions in Section 10.2 of the Plan. Votes to accept or reject the Plan have been tabulated fairly, in good faith, and in a manner consistent with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Solicitation Procedures Order.

D. Judicial Notice.

4. The Court takes judicial notice of the docket of the Chapter 11 Cases maintained by the Clerk of the Court and/or its duly-appointed agent, including, without limitation, all pleadings and other documents filed, all orders entered, and the evidence and arguments made, proffered, or adduced at the hearings held before the Court during the pendency of the Chapter 11 Cases, including, but not limited to, the Combined Hearing.

E. Burden of Proof.

5. The Debtors, as the proponents of the Plan, have satisfied their burden of proving by a preponderance of the evidence that the Plan satisfies the requirements of section 1129(a) and (b) of the Bankruptcy Code.

F. Plan Supplement.

6. The filing and notice of the Plan Supplement were proper and in accordance with the Plan, the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Solicitation Procedures Order, and no other or further notice is or shall be required.

Compliance with the Requirements of Section 1129 of the Bankruptcy Code

G. Plan Compliance with Bankruptcy Code – 11 U.S.C. § 1129(a)(1).

7. The Plan complies with all applicable provisions of the Bankruptcy Code, thereby satisfying section 1129(a)(1) of the Bankruptcy Code. In addition, the Plan is dated and identifies the Debtors as the plan proponents, thereby satisfying Bankruptcy Rule 3016(a).

H. Proper Classification – 11 U.S.C. §§ 1122(a), 1123(a)(1).

8. As required by section 1123(a)(1) of the Bankruptcy Code, in addition to the Administrative Claims (including Professional Fee Claims and U.S. Trustee Fees) and Priority Tax Claims, which need not be classified, the Plan designates the five Classes of Claims and Interests. As required by section 1122(a) of the Bankruptcy Code, the Claims and Interests placed in each Class are substantially similar to other Claims and Interests, as applicable, in each such Class. Valid business, factual, and legal reasons exist for separately classifying the various Classes of Claims and Interests created under the Plan, and such classification does not unfairly discriminate between Holders of Claims and Interests. Accordingly, the Plan satisfies sections 1122(a) and 1123(a)(1) of the Bankruptcy Code.

I. Specified Unimpaired Classes – 11 U.S.C. § 1123(a)(2).

9. Article III of the Plan specifies that Classes 1 (Secured Tax Claims), 2 (Other Secured Claims), and 3 (Other Priority Claims) are Unimpaired under the Plan, thereby satisfying section 1123(a)(2) of the Bankruptcy Code.

J. Specified Treatment of Impaired Classes – 11 U.S.C. § 1123(a)(3).

10. Article III of the Plan designates Classes 4 (General Unsecured Claims) and 5 (Interests) as Impaired and specifies the treatment of Claims and Interests in such Classes, thereby satisfying section 1123(a)(3) of the Bankruptcy Code.

K. No Discrimination – 11 U.S.C. § 1123(a)(4).

11. The Plan provides for the same treatment of each Claim in each respective Class unless the Holder of a particular Claim has agreed to a less favorable treatment of its Claim or Interest, thereby satisfying section 1123(a)(4) of the Bankruptcy Code.

L. Implementation of Plan – 11 U.S.C. § 1123(a)(5).

12. The Plan and the various documents and agreements referred to therein or set forth in the Plan Supplement provide adequate and proper means for the Plan's implementation, thereby satisfying section 1123(a)(5) of the Bankruptcy Code.

M. Nonvoting Equity Securities – 11 U.S.C. § 1123(a)(6).

13. The Plan is a liquidating plan and does not provide for the issuance of equity or other securities by the Debtors. Accordingly, section 1123(a)(6) of the Bankruptcy Code is inapplicable to the Plan.

N. Selection of Officers, Directors, or Trustees – 11 U.S.C. § 1123(a)(7).

14. On the Effective Date, the Debtors will not have directors and officers. The Debtors have disclosed the identity of the Liquidating Trustee pursuant to

the Liquidating Trustee Disclosure, which is consistent with the interest of the creditors and with public policy, thereby satisfying section 1123(a)(7) of the Bankruptcy Code.

O. Postpetition Person Service Payments – 11 U.S.C. § 1123(a)(8).

15. The Debtors are not “individuals” (as that term is defined in the Bankruptcy Code). Accordingly, section 1123(a)(8) of the Bankruptcy Code is inapplicable to the Plan.

P. Impairment / Unimpairment of Classes of Claims and Equity Interests – 11 U.S.C. § 1123(b)(1).

16. As contemplated by section 1123(b)(1) of the Bankruptcy Code, Article III of the Plan impairs or leaves Unimpaired each class of Claims and Interests.

Q. Assumption and Rejection of Executory Contracts – 11 U.S.C. § 1123(b)(2).

17. Article VIII of the Plan governing the assumption and rejection of Executory Contracts satisfies the requirements of section 365(b) of the Bankruptcy Code and, accordingly, the requirements of section 1123(b)(2) of the Bankruptcy Code.

R. Settlement of Claims and Causes of Action – 11 U.S.C. § 1123(b)(3).

18. Jurisdiction. The Court has jurisdiction under sections 1334(a) and (b) of title 28 of the United States Code to approve the compromises, settlements, exculpations, and injunctions set forth in Article X of the Plan. Sections 105(a) and 1123(b) of the Bankruptcy Code permit the issuance of the injunctions and approval of the exculpations set forth in Article X of the Plan.

19. Exculpation. The exculpation provisions set forth in Section 10.2 of the Plan were proposed in good faith and are essential to the Plan. The record in the Chapter 11 Cases and at the Combined Hearing fully supports the exculpation provisions, and such provisions are appropriately tailored to protect the Exculpated Parties from inappropriate litigation while excluding actions determined by Final Order

to have constituted actual fraud, gross negligence, or willful misconduct (including fraud).

20. Injunction. The injunction provisions set forth herein and in Section 10.4 of the Plan are (a) essential to the Plan, (b) necessary to preserve and enforce the provisions and consummate the implementation of the Plan, and (c) are appropriately tailored to achieve those purposes.

21. Retained Causes of Action. In accordance and compliance with section 1123(b)(3)(B) of the Bankruptcy Code, Sections 1.111 and 5.4 of the Plan appropriately provide for the preservation of Retained Causes of Actions in the Liquidating Trust. The provisions regarding the Retained Causes Actions in the Plan are appropriate and are in the best interests of the Debtors and the Liquidating Trust.

S. Sale of Substantially All Assets – 11 U.S.C. § 1123(b)(4).

22. The Plan provides for the distribution to creditors of the proceeds of the sale of substantially all of the Debtors' assets to the Purchasers pursuant to the Purchase Agreement. Thus, the Plan complies with section 1123(b)(4) of the Bankruptcy Code.

T. Modification of Rights – 11 U.S.C. § 1123(b)(5).

23. In accordance and compliance with section 1123(b)(5) of the Bankruptcy Code, the Plan properly modifies the rights of Holders of Claims and Interests in Classes 4 (General Unsecured Claims) and 5 (Interests). The Plan also leaves unaffected the rights of Holders of Claims in Classes 1 (Secured Tax Claims), 2 (Other Secured Claims), and 3 (Other Priority Claims).

U. Additional Plan Provisions – 11 U.S.C. § 1123(b)(6).

24. The provisions of the Plan are appropriate and consistent with the applicable provisions of the Bankruptcy Code, thereby satisfying section 1123(b)(6) of

the Bankruptcy Code. The failure to specifically address a provision of the Bankruptcy Code in this Confirmation Order shall not diminish or impair the effectiveness of this Confirmation Order.

V. The Debtors Are Not Individuals – 11 U.S.C. § 1123(c).

25. The Debtors are not individuals and, accordingly, section 1123(c) of the Bankruptcy Code is inapplicable to the Plan.

W. Cure of Defaults – 11 U.S.C. § 1123(d).

26. The Plan does not provide for the assumption of any Executory Contracts, except to the extent set forth in the Schedule of Assumed and Assigned Executory Contracts, and as such, the Debtors do not propose to cure any defaults by the Debtors. Thus, section 1123(d) of the Bankruptcy Code is inapplicable to the Plan.

X. The Debtors' Compliance with Bankruptcy Code – 11 U.S.C. § 1129(a)(2).

27. The Debtors have complied with the applicable provisions of the Bankruptcy Code, thereby satisfying section 1129(a)(2) of the Bankruptcy Code.

Specifically, the Debtors:

- a. are proper debtors under section 109 of the Bankruptcy Code and are proper proponents of the Plan under section 1121(a) of the Bankruptcy Code;
- b. have complied with applicable provisions of the Bankruptcy Code, except as otherwise provided or permitted by orders of this Court; and
- c. have complied with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Solicitation Procedures Order in transmitting the Solicitation Materials and related notices and in soliciting and tabulating votes on the Plan.

Y. Plan Proposed in Good Faith – 11 U.S.C. § 1129(a)(3).

28. The Debtors have proposed the Plan and all other agreements, documents, and instruments necessary to effectuate the Plan in good faith and not by

any means forbidden by law, thereby satisfying section 1129(a)(3) of the Bankruptcy Code. The Debtors' good faith is evident from the facts and record of these Chapter 11 Cases, the Disclosure Statement, and the record of the Combined Hearing. The Plan and other agreements and documents contemplated thereby or set forth in the Plan Supplement are based upon extensive, arms'-length, good faith negotiations between and among the Debtors, the Creditors' Committee, and the Purchasers. The Plan was proposed with the legitimate and honest purpose of maximizing the value of the Debtors' Estates and effectuating an orderly liquidation of the Debtors. Further, the Plan's classification, exculpation, injunction, and settlement provisions, including, without limitation, Article X of the Plan, have been negotiated in good faith and at arms'-length, consistent with sections 105, 1123(b)(3)(A), 1123(b)(6), 1129, and 1142 of the Bankruptcy Code.

Z. Payments for Services or Costs and Expenses – 11 U.S.C. § 1129(a)(4).

29. Any payment made or to be made by the Debtors for services or for costs and expenses incurred prior to the Effective Date in connection with these Chapter 11 Cases, or in connection with the Plan and incidental to these Chapter 11 Cases, has been approved by, or is subject to the approval of, the Court as reasonable, thereby satisfying section 1129(a)(4) of the Bankruptcy Code.

AA. Directors, Officers, and Insiders – 11 U.S.C. § 1129(a)(5).

30. Upon the Effective Date, the Debtors will not have continuing directors and officers. The Debtors have disclosed the identity of the Liquidating Trustee pursuant to the Liquidating Trustee Disclosure, which is consistent with the interests of the creditors and with public policy. Accordingly, the Debtors have complied with section 1129(a)(5) of the Bankruptcy Code.

BB. No Rate Changes – 11 U.S.C. § 1129(a)(6).

31. The Debtors are not charging rates that are the subject of any regulatory commission jurisdiction. Thus, section 1129(a)(6) of the Bankruptcy Code is inapplicable to the Plan.

CC. Best Interests of Creditors – 11 U.S.C. § 1129(a)(7).

32. Due to, among other things, the Global Settlement embodied in the Plan and the Debtors' and Purchasers' substantial contributions to the Liquidating Trust, Holders of General Unsecured Claims would receive less in a chapter 7 liquidation than they stand to receive under the Plan. For these reasons, and based upon the other evidence related thereto in support of the Plan, each Holder of a General Unsecured Claim that is entitled to vote on the Plan either has accepted the Plan or will receive or retain under the Plan, on account of such Claim, property of a value, as of the Effective Date, that is not less than the amount such Holder would receive or retain if the Debtors were liquidated under chapter 7 of the Bankruptcy Code on such date. Such evidence is both persuasive and credible and based upon reasonable and sound assumptions. Therefore, the Plan satisfies section 1129(a)(7) of the Bankruptcy Code.

DD. Acceptance by Certain Classes – 11 U.S.C. § 1129(a)(8).

33. Classes 1 (Secured Tax Claims), 2 (Other Secured Claims), and 3 (Other Priority Claims) are Unimpaired under the Plan and are deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code. Class 4 (General Unsecured Claims) is Impaired under the Plan and has voted to accept the Plan in accordance with section 1126(c) of the Bankruptcy Code.

EE. Treatment of Administrative Claims (Including Professional Fee Claims and U.S. Trustee Fees), Priority Tax Claims, and Other Priority Claims – 11 U.S.C. § 1129(a)(9).

34. The treatment of Administrative Claims and U.S. Trustee Fees, Priority Tax Claims, and Other Priority Claims pursuant to Article II and III of the Plan satisfies the requirements of section 1129(a)(9) of the Bankruptcy Code. The treatment of Other Priority Claims pursuant to Section 3.4(c) of the Plan satisfies the requirements of section 1129(a)(9)(B) of the Bankruptcy Code. Based on the information currently reflected in the Debtors' books and records, on the Effective Date the Debtors will have sufficient Cash to pay Administrative Claims, Priority Tax Claims, and Other Priority Claims, and to fund the Professional Fee Escrow and the Plan Reserve Account.

FF. Acceptance by Impaired Class – 11 U.S.C. § 1129(a)(10).

35. Class 4 (General Unsecured Claims) is Impaired and voted to accept the Plan by the requisite majorities, determined without including any acceptance of the Plan by any insider, thereby satisfying the requirements of section 1129(a)(10) of the Bankruptcy Code.

GG. Feasibility – 11 U.S.C. § 1129(a)(11).

36. The Plan is feasible and provides adequate and appropriate means for its implementation and an orderly wind down of the Debtors' Estates. Such evidence is persuasive and credible, based on reasonable assumptions, and has not been controverted by other evidence.

HH. Payment of Statutory Fees – 11 U.S.C. § 1129(a)(12).

37. Pursuant to Section 12.1 of the Plan, all fees payable under section 1930 of chapter 123 of title 28 of the United States Code will be paid as required. Thus, the Plan satisfies the requirements of section 1129(a)(12) of the Bankruptcy Code.

II. Benefit Plans – 11 U.S.C. § 1129(a)(13).

38. The Debtors do not have retiree benefit obligations within the meaning of section 1129(a)(13) of the Bankruptcy Code. Thus, section 1129(a)(13) of the Bankruptcy Code is inapplicable to the Plan.

JJ. Non-Applicability of Certain Sections – 11 U.S.C. §§ 1129(a)(14), (15), and (16).

39. The Debtors do not owe domestic support obligations, are not individuals, and are not moneyed, business, or commercial corporations or trusts. Thus, sections 1129(a)(14), 1129(a)(15), and 1129(a)(16) of the Bankruptcy Code are inapplicable to the Plan.

KK. Confirmation Over Nonacceptance of an Impaired Class – 11 U.S.C. § 1129(b).

40. Class 5 (Interests) is Impaired under the Plan and is deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. Notwithstanding the fact that Class 5 (Interests) have not accepted the Plan, the Plan may be confirmed pursuant to section 1129(b)(1) of the Bankruptcy Code because: (a) an Impaired class voted to accept the Plan; and (b) the Plan does not discriminate unfairly and is fair and equitable with respect to the Interests in the class not accepting the Plan. As a result, the Plan satisfies the requirements of section 1129(b) of the Bankruptcy Code. Thus, the Plan may be confirmed even though section 1129(a)(8) of the Bankruptcy Code is not satisfied with respect to Class 5 (Interests). After entry of this Confirmation Order, and upon the occurrence of the Effective Date, the Plan shall be binding upon all Holders of Claims and Interests, including the members of the class not accepting the Plan.

LL. Only One Plan – 11 U.S.C. § 1129(c).

41. Because the Plan is the only chapter 11 plan filed in these Chapter 11 Cases, the Plan satisfies section 1129(c) of the Bankruptcy Code.

MM. Principal Purpose of the Plan – 11 U.S.C. § 1129(d).

42. Because the principal purpose of the Plan is not the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act of 1933, the Plan satisfies section 1129(d) of the Bankruptcy Code.

NN. Not Small Business Cases – 11 U.S.C. § 1129(e).

43. These Chapter 11 Cases are not “small business cases” (as that term is defined in the Bankruptcy Code), and accordingly, section 1129(e) of the Bankruptcy Code is inapplicable to the Plan.

OO. Implementation.

44. All documents necessary to implement the Plan, including those contained in the Plan Supplement, and all other relevant and necessary documents have been negotiated in good faith and at arms’ length, and shall, upon completion of documentation and execution, be valid, binding, and enforceable and not in conflict with any federal or state law.

PP. Executory Contracts.

45. The Debtors have exercised reasonable business judgment in determining whether to assume or reject Executory Contracts pursuant to Section 8.1 of the Plan. Each rejection of an Executory Contract pursuant to Section 8.1 of the Plan shall be legal, valid, and binding upon the Debtors and their assignees to such Executory Contract, as if such rejection had been effectuated pursuant to an order of the Court under section 365 of the Bankruptcy Code entered before entry of this Confirmation Order.

QQ. Waiver of Stay.

46. Sufficient cause has been shown to waive any stay to the immediate effectiveness of this Confirmation Order.

RR. Satisfaction of Confirmation Requirements.

47. The Plan satisfies the requirements for confirmation set forth in section 1129 of the Bankruptcy Code.

SS. Retention of Jurisdiction.

48. The Court may, and upon the Effective Date, shall, retain exclusive jurisdiction over all matters arising out of, and related to, the Chapter 11 Cases, including the matters set forth in Section 11.1 of the Plan and section 1142 of the Bankruptcy Code.

ACCORDINGLY, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

I. Disclosure Statement Approved.

49. The Disclosure Statement is approved in all respects on a final basis.

II. Confirmation.

50. The Plan attached hereto as Exhibit A and each of its provisions are hereby approved and **CONFIRMED** under section 1129 of the Bankruptcy Code. Any objections that have not been consensually resolved or withdrawn are overruled on the merits pursuant to this Confirmation Order.

III. Plan Supplement.

51. The documents contained in the Plan Supplement and any amendments, modifications, and supplements thereto, and all documents and agreements introduced into evidence by the Debtors at the Combined Hearing (including all exhibits and attachments thereto and documents referred to therein), and the execution, delivery, and performance thereof by the Debtors, are authorized and approved.

IV. Plan Implementation Authorization.

52. The formation of the Liquidating Trust pursuant to Section 5.4 of the Plan and the Liquidating Trust Agreement is approved. The Liquidating Trustee shall have authority and right to carry out and implement all provisions of the Plan as the successor in interest of the Debtors, as provided in Section 5.4 of the Plan and the Liquidating Trust Agreement.

53. The Debtors, the Wind Down Officer, and the Liquidating Trustee shall be authorized and empowered to execute, deliver, file, or record such contracts, instruments, releases, and other agreements or documents and take such actions as are necessary to consummate the Plan. All actions contemplated by the Plan are hereby authorized and approved in all respects (subject to the provisions of the Plan and this Confirmation Order). The Debtors or the Liquidating Trustee, as applicable, are hereby authorized to make Distributions and other payments in accordance with the Plan and Liquidating Trust Agreement.

V. Vesting of Assets.

54. On the Effective Date, pursuant to Section 5.2 of the Plan and sections 1141(b) and (c) of the Bankruptcy Code, the Retained Assets will vest in the Liquidating Trust free and clear of all claims, liens, encumbrances, charges, and other interests, except as may be provided pursuant to the Plan or this Confirmation Order. On and after the Effective Date, the transfer of the Liquidating Trust Assets from the Estates to the Liquidating Trust will be deemed final and irrevocable and Distributions may be made from the Liquidating Trust. In connection with the foregoing: (a) on the Effective Date, the appointment of the Liquidating Trustee shall become effective and the Liquidating Trustee shall begin to administer the Liquidating Trust pursuant to the terms of the Liquidating Trust Agreement and the Plan, and may use, acquire, and

dispose of the Liquidating Trust Assets free of any restrictions imposed under the Bankruptcy Code; (b) the Liquidating Trustee has express and sole authority to convey, transfer, and assign any and all of the Liquidating Trust Assets and to take all actions necessary to effectuate the same and to prosecute any and all Retained Causes of Action; (c) as of the Effective Date, the Liquidating Trust Assets will be free and clear of all liens, claims, and interests, except as may be otherwise provided in the Plan.

VI. Dissolution of the Debtors.

55. Upon the entry of final decrees in these Chapter 11 Cases pursuant to section 350 of the Bankruptcy Code, the Debtors shall be deemed dissolved without any further notice, action, or order.

VII. Executory Contracts.

56. In accordance with Section 8.1 of the Plan, on the Effective Date, each Executory Contract shall be deemed automatically rejected on the Effective Date pursuant to sections 365 and 1123 of the Bankruptcy Code, unless such Executory Contract is set forth on the Schedule of Assumed and Assigned Executory Contracts; provided, however, notwithstanding the provisions of the Plan or elsewhere in this Order to the contrary, the Debtors' Executory Contracts with (i) Amazon Web Services, Inc., (ii) AT&T Corp. Master Resale Agreement, (iii) Telx Entity – Master Terms and Conditions and (iv) Crowdstrike, Inc., shall not be rejected as of the Effective Date unless and until CVG as one of the Purchasers under the Purchase Agreement designates such Contracts as Assumed Contracts or Rejected Contracts pursuant to the Fifth Amendment to the Purchase Agreement. Any claims arising from the rejection of an Executory Contract must be filed no later than the applicable Bar Date.

VIII. Certain Securities Law Matters.

57. The Liquidating Trust Interests shall not be “securities” under federal and state securities laws, or to the extent they are “securities,” their issuance shall be exempt from the registration requirements of section 5 of the Securities Act and any other applicable United States laws requiring registration prior to the offering, issuance, distribution, or sale of securities in accordance with, and pursuant to, section 1145 of the Bankruptcy Code. To the extent that the Liquidating Trust Interests are “securities,” the Liquidating Trust Interests will not be required to be registered under Section 12(g) of the Exchange Act.

IX. Exemption from Certain Transfer Taxes.

58. To the maximum extent permitted by section 1146(a) of the Bankruptcy Code, any post-Confirmation sale by the Debtors or the Liquidating Trust or any transfer from any Entity pursuant to, in contemplation of, or in connection with the Plan shall not be subject to any of the taxes listed in Section 5.6 of the Plan, and this Confirmation Order hereby directs and is deemed to direct the appropriate state or local governmental officials or agents to forgo the collection of any such tax or governmental assessment and to accept for filing and recordation instruments or other documents pursuant to such transfers of property without the payment of any such tax or governmental assessment, as more fully set forth therein.

X. Federal Income Tax Treatment of the Liquidating Trust.

59. The federal income tax treatment of the Liquidating Trust pursuant to Section 5.4 of the Plan is approved.

XI. Exculpation and Injunction Provisions.

60. The injunctions, exculpations, and related provisions set forth in Article X of the Plan are incorporated herein in their entirety, are hereby approved and

authorized in all respects, are so ordered, and shall be immediately effective on the Effective Date without further notice to or order or action on the part of this Court or any other party.

61. Upon entry of this Confirmation Order, all Holders of Claims and Interests and other parties in interest, along with their respective present or former employees, agents, officers, directors, principals, and affiliates, shall be enjoined from taking any actions to interfere with the implementation or consummation of the Plan, including the making of Distributions and payments contemplated under the Plan.

62. Unless otherwise provided in the Plan or in this Confirmation Order, all injunctions or stays arising under or entered during the Chapter 11 Cases under section 105 or 362 of the Bankruptcy Code, or otherwise, and in existence on the Confirmation Date, shall remain in full force and effect until the Effective Date.

XII. Waiver of Stay.

63. Notwithstanding any provision of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, or applicable nonbankruptcy law, this Confirmation Order is effective immediately and not subject to any stay.

XIII. Notice of Entry of Confirmation Order.

64. On or before the fourteenth (14th) day following the date of entry of this Confirmation Order, the Debtors shall serve notice of entry of this Confirmation Order pursuant to Bankruptcy Rules 2002(f)(7), 2002(k), and 3020(c) on all creditors and interest holders, the U.S. Trustee, and other parties in interest, by causing notice of entry of this Confirmation Order, in the form at **Exhibit B** (the "Notice of Confirmation"), to be delivered to such parties by first-class mail, postage prepaid. The notice described herein is adequate under the circumstances, and no other or further notice is necessary.

XIV. Notice of Effective Date.

65. As soon as practicable after the occurrence of the Effective Date, the Liquidating Trustee shall serve notice of the occurrence of the Effective Date on all creditors and interest holders, and parties in interest on the Debtors' creditor matrix, by causing notice of the Effective Date in the form annexed hereto as **Exhibit C** ("Notice of Effective Date") to be delivered to such parties by first-class mail, postage prepaid. The Liquidating Trustee shall also post the Notice of Effective Date on the Chapter 11 Cases website at <https://www.kccllc.net/pareteum>. The Notice of Effective Date shall include notice of the deadline for filing (a) Proofs of Claim arising out of rejection of Executory Contracts upon the Effective Date, (b) Administrative Claims, and (c) Professional Fee Claims.

XV. Entities to Receive Notice.

66. Upon the Effective Date of the Plan, notice of the proceedings (other than the Notice of Effective Date) shall be limited to those parties entitled to notice under Rule 2002 who have requested service by email, the U.S. Trustee, and only those parties asserting an interest in the subject matter of the proposed action or order or who otherwise would be affected by the proposed action or order.

XVI. Retention of Jurisdiction.

67. Pursuant to sections 105(a) and 1142 of the Bankruptcy Code, this Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the Chapter 11 Cases, the Plan, and the implementation of this Confirmation Order, including, without limitation, all Retained Causes of Action by or on behalf of the Debtors or the Liquidating Trust.

XVII. Payment of Statutory Fees.

68. On the Effective Date, the Debtors shall pay all accrued and outstanding U.S. Trustee Fees, if any. All U.S. Trustee Fees payable after the Effective Date, if any, shall be paid by the Liquidating Trust until the earlier of the conversion, dismissal, or closure of the Chapter 11 Cases.

XVIII. Preservation of Insurance.

69. Unless otherwise provided in the Plan or the Confirmation Order, nothing shall impair or diminish the enforceability of any insurance policy, including the D&O Policies that may cover claims against the Debtors, or any additional insureds, including the directors and officers thereof (including the Wind Down Officer).

XIX. Payment of Professionals After the Effective Date.

70. The Liquidating Trust is authorized to pay compensation for services rendered or reimbursement of expenses incurred after the Effective Date in the ordinary course without the need for Bankruptcy Court approval. Based on the information currently reflected in the Debtors' books and records, on the Effective Date the Debtors shall establish and fund the Professional Fee Escrow with Cash equal to the Professional Fee Escrow Amount in accordance with Section 2.3 of the Plan. Allowed Professional Fee Claims shall be paid in Cash to such Professionals from the funds held in the Professional Fee Escrow when such Claims are Allowed by an order of the Bankruptcy Court; provided, that to the extent there are insufficient funds in the Professional Fee Escrow to pay all Allowed Professional Fee Claims in full, each Holder of a Professional Fee Claim shall receive its pro rata share of the remaining funds in the Professional Fee Escrow or as otherwise agreed; provided further, that no Professional shall receive payment from the Liquidating Trust of any Allowed Professional Fee Claim in excess of the amount reserved for such Professional in the Professional Fee

Escrow unless the Liquidating Trustee, in consultation with the Trust Advisory Committee or as determined by the Bankruptcy Court, agrees to pay some or all of any unpaid Allowed Professional Fee Claims and the Liquidating Trust has sufficient Cash available to pay Allowed Professional Fees or as otherwise agreed.

XX. Activities in Anticipation of the Effective Date.

71. The Debtors and the Wind Down Officer are hereby authorized and empowered to take all necessary steps, and pay all related expenses, in anticipation of the Effective Date, including, without limitation, effectuating the transactions contemplated by the Plan and this Confirmation Order.

XXI. Substantial Consummation.

72. On the Effective Date, the Plan shall be deemed to be substantially consummated pursuant to sections 1101 and 1127(b) of the Bankruptcy Code.

XXII. Severability.

73. This Confirmation Order shall constitute a judicial determination that, and shall provide that each term and provision of the Plan, as it may be amended in accordance with Section 12.3 of the Plan, is, (a) valid and enforceable pursuant to its terms, (b) integral to the Plan and may not be deleted or amended other than in accordance with Sections 12.3 and 12.5 of the Plan, and (c) non-severable and mutually dependent.

XXIII. Immediate Binding Effect.

74. Pursuant to section 1141 and the other applicable provisions of the Bankruptcy Code, on or after entry of this Confirmation Order and subject to the occurrence of the Effective Date, the terms of the Plan (including all documents and agreements executed pursuant thereto or in connection therewith), the Plan Supplement, and this Confirmation Order shall be immediately effective and

enforceable and shall bind the Debtors, the Liquidating Trust, the Exculpated Parties, all Holders of Claims and Interests (irrespective of whether such Claims or Interests are Impaired under the Plan or whether the Holders of such Claims accepted or are deemed to have accepted the Plan), any other person giving, acquiring, or receiving property under the Plan, any and all non-Debtor parties to Executory Contracts with the Debtors, and any other party in interest in these Chapter 11 Cases, and the respective heirs, executors, administrators, successors, or assigns, if any, of any of the foregoing. On the Effective Date, all waivers, discharges, exculpations, and injunctions set forth in the Plan shall be effective and binding on Persons who may have had standing to assert any settled, compromised, waived, discharged, exculpated, or enjoined Causes of Action after the Effective Date.

XXIV. Conflicts Between Confirmation Order and the Plan.

75. To the extent of any inconsistency between the provisions of the Plan and this Confirmation Order, the terms and provisions contained in this Confirmation Order shall govern. The provisions of this Confirmation Order are integrated with each other and are non-severable and mutually dependent unless expressly stated by further order of this Court.

XXV. Modifications and Amendments.

76. The Plan may be amended, modified, or supplemented by the Debtors in accordance with Section 12.3 of the Plan.

XXVI. Final Order.

77. This Confirmation Order is a Final Order and the period in which an appeal must be filed shall commence upon the entry hereof.

XXVII. Post-Confirmation Reporting.

78. The Liquidating Trust shall file post-confirmation quarterly reports until the Chapter 11 Cases are converted, dismissed, or closed by entry of final decrees.

Dated: October [__], 2022
New York, New York

THE HONORABLE LISA G. BECKERMAN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

**Modified Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of Its
Affiliates**

"Filed Separately"

Exhibit B

Notice of Confirmation

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

*Counsel to the Debtors
and Debtors in Possession*

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

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

**NOTICE OF ENTRY OF ORDER CONFIRMING
MODIFIED CHAPTER 11 PLAN OF LIQUIDATION
FOR PARETEUM CORPORATION AND CERTAIN OF ITS AFFILIATES**

PLEASE TAKE NOTICE that an order [Docket No. ___] (the “Confirmation Order”) confirming the *Modified Chapter 11 Plan of Liquidation for Pareteum and Certain of its Affiliates*, dated as of October 4, 2022, attached to the Confirmation Order as Exhibit A (the “Plan”)² for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), was signed by the Lisa G. Beckerman and entered by the Clerk of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on October [___], 2022.

PLEASE TAKE FURTHER NOTICE that the Confirmation Order also approved on a final basis the *Modified Disclosure Statement for the Chapter 11 Plan of Liquidation for Pareteum Corporation and Certain of its Affiliates*, dated October 4, 2022 [Docket No. ___-1] (the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that copies of the Confirmation Order, the Plan, the Disclosure Statement, the related documents, and all pleadings filed

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artilium Group Ltd. (f/k/a Artilium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artilium N.V.). The mailing address of the Debtors, solely for the purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, 27 Crimson King Drive, Bear, DE 19701.

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

in the above-captioned Chapter 11 cases are available free of charge (a) at the Debtors' case website at <http://www.kccllc.net/pareteum>; (b) upon request in writing at Pareteum c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) by calling the Voting Agent at (888) 201-2205 or (310) 751-1839 (International); or (d) via email at pareteuminfo@kccllc.com. In addition, copies of all pleadings filed in these Chapter 11 Cases are on file with the Office of the Clerk of the Court (One Bowling Green, New York, NY 10004) for review during normal business hours. Parties may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.nysb.uscourts.gov>. **PLEASE NOTE: Neither the staff of the Clerk's Office nor the Debtors' counsel can give you legal advice.**

Dated: October [__], 2022
New York, New York

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

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

Exhibit C

Notice of Effective Date

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

*Counsel to the Debtors
and Debtors in Possession*

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

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

NOTICE OF EFFECTIVE DATE

PLEASE TAKE NOTICE that on [October] [___], 2022, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order [Docket No. ___] (the "Confirmation Order") confirming the *Modified Chapter 11 Plan of Liquidation for Pareteum and Certain of its Affiliates* [Docket No. ___] (as may be further amended, modified, and/or supplemented from time to time in accordance with the terms thereof and the Confirmation Order, the "Plan") (attached as Exhibit A to the Confirmation Order).²

PLEASE TAKE FURTHER NOTICE that the effective date of the Plan occurred on [_____] [___], 2022 (the "Effective Date").

PLEASE TAKE FURTHER NOTICE that pursuant to the Confirmation Order, the injunction, exculpation and discharge provisions in Article X of the Amended Plan are now in full force and effect.

PLEASE TAKE FURTHER NOTICE that pursuant to Section 8.2 of the Plan, all Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Bankruptcy Court by the applicable Bar Date (*i.e.*, [_____] [___], 2022). Any Proofs of Claim arising from the

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artidium Group Ltd. (f/k/a Artidium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artidium N.V.). The mailing address of the Debtors, solely for the purposes of notices and communications, is c/o Saccullo Business Consulting, LLC, 27 Crimson King Drive, Bear, DE 19701.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

rejection of Executory Contracts or Unexpired Leases that are not timely filed by the applicable Bar Date, as set forth in the Plan, shall be Disallowed automatically, forever barred from assertion, and shall not be enforceable against the Debtors or the Liquidating Trust without the need for any objection by any Person or Entity or further notice to or action, order, or approval of the Bankruptcy Court, and any Claim arising out of the rejection of such Executory Contract or Unexpired Lease shall be deemed fully satisfied, released, and discharged, notwithstanding anything in the Schedules or a Proof of Claim to the contrary.

PLEASE TAKE FURTHER NOTICE that except as otherwise provided by the Plan, the Confirmation Order, or any other applicable order of the Bankruptcy Court, all requests for payment of Administrative Claims arising after August 31, 2022, must be filed with the Bankruptcy Court and served on the Debtors' counsel, the Liquidating Trustee, the Creditors' Committee and the U.S. Trustee no later than 5:00 p.m. (ET) on the Administrative Claims Bar Date (*i.e.*, [_____] [__], 2022). Holders of Administrative Claims that fail to file and serve such proof of Administrative Claim timely and properly shall have their Administrative Claim forever barred and released and the Holder thereof shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset, or recover such Administrative Claim.

PLEASE TAKE FURTHER NOTICE that the Plan and its provisions, including the Plan Supplement, are binding on the Debtors, the Liquidating Trust, and any Holder of a Claim against or Interest in, the Debtors and such Holder's respective successors and assigns.

[Remainder of page left blank intentionally]

PLEASE TAKE FURTHER NOTICE that copies of the Confirmation Order, the Plan, and all other documents filed in the Debtors' Chapter 11 Cases are available free of charge (a) at the Debtors' case website at <http://www.kccllc.net/pareteum>; (b) upon request in writing at Pareteum c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) by calling the Voting Agent at (888) 201-2205 or (310) 751-1839 (International); or (d) via email at pareteuminfo@kccllc.com. In addition, copies of all pleadings filed in these Chapter 11 Cases are on file with the Office of the Clerk of the Court (One Bowling Green, New York, NY 10004) for review during normal business hours. Parties may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.nysb.uscourts.gov>. **PLEASE NOTE: Neither the staff of the Clerk's Office nor the Debtor's counsel can give you legal advice.**

Dated: [October] [__], 2022
New York, New York

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

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BRIAN F. MOORE
One Penn Plaza, Suite 3335
New York, New York 10119
Tel: (212) 594-5000
Facsimile: (212) 967-4258
Email: frankoswald@teamtogut.com
bmoore@teamtogut.com