

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

In re

PARETEUM CORPORATION, *et al.*,

Debtors.

Chapter 11

Case. No.: 22-10615 (LGB)

(Jointly Administered)

Related to Docket Nos. 53 and 501

Hearing Date: August 10, 2023 at 10:00 a.m.

Objection Date: August 3, 2023 at 4:00 p.m.

**DECLARATION OF MAURA I. RUSSELL IN FURTHER SUPPORT OF
MOTION FOR ENTRY OF AN ORDER, PURSUANT TO LOCAL
BANKRUPTCY RULE 2090-1(e), TO WITHDRAW AS ATTORNEYS OF RECORD**

MAURA I. RUSSELL, an attorney at law duly admitted to practice before the courts of the State of New York and this Court, being duly sworn, hereby affirms under the penalty of perjury as follows:

1. I am a partner at Montgomery McCracken Walker & Rhoads LLP (“MMWR”), attorneys for Channel Venture Group, LLC and its designated affiliates (collectively, “Client”) in the chapter 11 cases of the above captioned debtors and debtors-in-possession (collectively, the “Debtors”).

2. I am familiar with the facts set forth herein on the basis of my personal knowledge and review of the documents pertaining to this instant action.

3. I make this Declaration in further support of MMWR’s motion for entry of an order, pursuant to local Rule 2090-1(e) to withdraw as attorneys of record to the Debtors’ chapter 11 cases (the “Motion”).

4. MMWR was retained by Client to serve as its counsel in connection with Client’s acquisition in the above-captioned bankruptcy cases of substantially all of the assets of the Debtors’ “Non-MVNE” business line (the “Non-MVNE Sale”).

5. I, along with my former partner David Banker, had primary responsibility in representing Client in connection with the Non-MVNE Sale.

6. On June 30, 2022, the Bankruptcy Court entered an *Order (I) Approving Asset Purchase Agreement Among Sellers And Buyer; (II) Authorizing Sale Of Certain Of The Debtors' Assets Free And Clear Of Liens, Claims, Interests, And Encumbrances; (III) Authorizing Assumption And Assignment Of Certain Executory Contracts And Leases In Connection Therewith; And (IV) Granting Related Relief* [Dkt. No. 167] (the "Sale Order"), pursuant to which the Bankruptcy Court approved that certain asset purchase agreement attached thereto (the "APA") and the sale of the Non-MVNE Assets to CVG (or its assignee). The Non-MVNE Sale closed on July 11, 2022.

7. On October 7, 2022, the Bankruptcy Court entered its *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* [Dkt. No. 374], which (among other things) confirmed the Debtors' plan of liquidation (the "Plan") that called for the creation of the TEUM Liquidating Trust.

8. On or about January 30, 2023 the Client and the Liquidation Trustee entered into a final settlement agreement resolving all remaining issues between the Debtors' estates (including matters being handled by the Wind Down Officer appointed at or about the time of the closing of the Non-MVNE Sale and the TEUM Liquidating Trustee (the "Final Settlement"). At the time of the Final Settlement, other than the issues resolved thereunder, there were two unresolved cure amount and related contract assumption and assignment issues that had not been resolved, namely as they related to Amazon Web Services, Inc. ("Amazon Web") and Telx-Santa Clara LLC ("Telx").

9. Effective as of February 1, 2023, the Client advised MMWR that it would handle the resolution of the Amazon Web and the Telx matters, and any other issue that may arise, and that MMWR's services were no longer needed in these cases. As a result of such instruction, MMWR's representation of the Client in these Case concluded on February 1, 2023.

10. Prior to the filing of the Motion, MMWR inquired of the Client as to the status of discussions with Amazon Web and Telx and was advised that the matter with Amazon Web had been resolved and that they continue to work with Telx to try to resolve the issues with Telx. MMWR has not been involved in any of the negotiations with Telx.

11. In addition, prior to the filing of the Motion, MMWR advised the Client of its intention to do so, and further advised, to the extent the relief requested in the Motion was granted, MMWR would no longer represent or appear on behalf of the Client in these cases. Finally, MMWR reminded the client that the adjourned hearing on the Telx matter is scheduled for October 3, 2023 and that to the extent to the extent that the matter with Telx is not resolved prior to that date, the Client would have to arrange for new counsel to appear on their behalf.

12. The Client has consented to the relief requested in this Motion.

13. The undersigned respectfully requests this Court to enter an Order pursuant to S.D.N.Y. LBR 2090-1(e) permitting Montgomery McCracken Walker & Rhoads LLP to withdraw as counsel to Channel Ventures Group, LLC and its designated affiliates counsel in these Cases, and granting such other and further relief this Court may deem just and proper.

Executed on August 7, 2023

/s/ Maura I. Russell
Maura I. Russell, Esq.
**MONTGOMERY McCracken Walker
& Rhoads LLP**