



ENTERED
04/27/2020

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

| | | |
|--|--------------------------------------|--|
| <p>In re:</p> <p>SPEEDCAST INTERNATIONAL LIMITED, et al.,</p> <p style="padding-left: 40px;">Debtors.¹</p> | § § § § § § § § | <p>Chapter 11</p> <p>Case No. 20-32243 (MI)</p> <p>(Jointly Administered)</p> <p>Re: Docket No. 20</p> |
|--|--------------------------------------|--|

ORDER (I) AUTHORIZING DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, AND OTHER COMPENSATION AND (B) MAINTAIN EMPLOYEE BENEFIT PROGRAMS AND PAY RELATED OBLIGATIONS; AND (II) GRANTING RELATED RELIEF

Upon the motion, dated April 23, 2020 (the “**Motion**”)² of SpeedCast International Limited and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order, pursuant to sections 105(a), 363(b), and 507(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, (i) authorizing the Debtors to (a) pay Employee Compensation Obligations and Employee Benefit Obligations, related expenses, and fees and costs incident to the foregoing, including amounts owed to third-party service providers and administrators and tax authorities, and (b) maintain, continue to honor, and pay amounts with respect to the Debtors’ business practices, programs, and policies for their employees as such were in effect as of the Petition Date and as such may be modified or supplemented from time to time in the ordinary course of business and (ii) granting related relief, each as more fully set forth in the Motion; and upon consideration of the Healy Declaration; and this Court having jurisdiction to consider the Motion and the relief

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/speedcast>. The Debtors’ service address for purposes of these chapter 11 cases is 4400 S. Sam Houston Parkway East, Houston, Texas 77048.

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



requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion have been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 and is in the best interests of the Debtors and their respective estates and creditors; 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 Debtors are authorized, but not directed, pursuant to sections 105(a), 363(b), and 507(a) of the Bankruptcy Code to (i) pay the prepetition Employee Obligations and Contractor Obligations, *provided*, that the Debtors shall not pay any prepetition Employee Obligations or Contractor Obligations to any individual to the extent they exceed the amounts set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code, and (ii) maintain and continue to honor and pay the postpetition Employee Obligations, Contractor Obligations, and Employee Benefit Programs as such were in effect as of the commencement of these chapter 11 cases and as such may be modified or supplemented from time to time in the ordinary course of business, *provided*, the Debtors will provide notice to the U.S. Trustee and any statutory committee of any

material changes to the Employee Benefit Programs or of any new programs, policies, and benefits; in each case, subject in all respects to the terms of the DIP Order and the DIP Documents (both as defined below); *provided, further*, that all payments of prepetition Employee Compensation Obligations and Employee Benefit Obligations pursuant to this Order shall not exceed \$1,140,000 in the aggregate; *provided, further*, that all payments of prepetition Contractor Obligations pursuant to this Order shall not exceed \$200,000 in the aggregate.

2. Notwithstanding any other provision of this Order, nothing in this Order shall authorize the Debtors to grant or issue additional awards under the Long-Term Incentive Program or make any payments under any discretionary cash bonus programs during these chapter 11 cases, including awards or payments under section 503(c) of the Bankruptcy Code to or on behalf of any “insider” as defined by section 101(31) of the Bankruptcy Code or violate or permit a violation of section 503(c) of the Bankruptcy Code; *provided, that* the Debtors are authorized to seek approval of any awards to any “insider” under any bonus, incentive, retention, or severance plan by separate motion.

3. The Banks are authorized to receive, process, honor, and pay any and all checks issued, or to be issued, and electronic funds transfers requested, or to be requested, by the Debtors relating to such obligations, to the extent that sufficient funds are on deposit in available funds in the applicable bank accounts to cover such payments. The Banks are authorized to accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

4. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Order.

5. Notwithstanding anything to the contrary herein, any payment to be made by the Debtors pursuant to the authority granted herein shall be subject to and in compliance with any orders entered by the Court approving the Debtors' (1) entry into any postpetition debtor in possession financing facility, including any budget and the terms of any definitive documentation in connection therewith (the "**DIP Documents**"), and/or (2) authorizing the Debtor's use of cash collateral and/or any budget in connection therewith (in either case, the "**DIP Order**"). To the extent there is any inconsistency between the terms of the DIP Order or any DIP Documents, on the one hand, and any action taken or proposed to be taken hereunder, on the other hand, the terms of the DIP Order or such DIP Document, as applicable, shall control.

6. Nothing contained in the Motion or this Order or any payment made pursuant to the authority granted by this Order is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (iv) an agreement or obligation to pay any claims, (v) a waiver of any claims or causes of action which may exist against any creditor or interest holder, (vi) an admission as to the validity of any liens satisfied pursuant to this Motion, or (vii) an approval, assumption,

adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

7. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

8. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

9. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: April 27, 2020

A handwritten signature in black ink, appearing to read 'M Isgur', is written over a horizontal line. The signature is stylized with a large 'M' and a cursive 'Isgur'.

Marvin Isgur
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of TexasIn re:
SpeedCast International Limited
SpeedCast Communications, Inc.
DebtorsCase No. 20-32243-mi
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: TylerLaws
Form ID: pdf002Page 1 of 4
Total Noticed: 36

Date Rcvd: Apr 27, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on
Apr 29, 2020.

db +CCI Services Corp., 4400 S. Sam Houston Parkway E., Houston, TX 77048-5902

db CapRock Communications (Australia) Pty Ltd, 44 Clavering Road, Bayswater, WA 6053,
AUSTRALIA

db CapRock Communications Pte. Ltd., 5A Toh Guan Road East #0601 CWT, Jurong East Logistics Ce,
SINGAPORE

db CapRock Comunicacoes do Brasil Ltda., Av Prefeito Aristeu Ferreira da Silva,
2600, Granja dos Cavaleiros, Maca, RJ, 27.930070, BRAZIL

db CapRock Participacoes do Brasil Ltda., Av Presidente Wilson, 321, 27,
Andar Sala 2704 Parte, Centro, 20.030021, Rio de Janeiro, RJ, BRAZIL

db CapRock UK Limited, Caprock Building, Denmore Road, Bridge of Don Aberdeen,
UNITED KINGDOM

db +Cosmos Holdings Acquisition Corp., 45 Oser Avenue, Hauppauge, NY 11788-3808

db +Evolution Communications Group Limited, 45 Oser Avenue, Hauppauge, NY 11788-3808

db Globecom Europe B.V., Plantweg 52, 8256 SH Biddinghuizen, THE NETHERLANDS

db +Globecom Network Services Corporation, 45 Oser Avenue, Hauppauge, NY 11788-3808

db +HCT Acquisition, LLC, 45 Oser Avenue, Hauppauge, ny 11788-3808

db Hermes Datacommunications International Limited, Hermes House Holsworth Park,
Oxon Business Park, Bitcon Heath, SY3 5HJ, Shrewsbury Shropshire, UNITED KINGDOM

db +Maritime Communication Services, Inc., 4400 S. Sam Houston Parkway E.,
Houston, TX 77048-5902

db +NewCom International, Inc., 15590 NW 15th Avenue, Miami, FL 33169-5645

db Oceanic Broadband Solutions Pty Ltd, Unit 4F Level 1, 12 Lord Street, Botany, NSW 2019,
AUSTRALIA

db Satellite Communications Australia Pty Ltd, Unit 5, 21 Flinders Parade,
North Lakes QLD 4509, AUSTRALIA

db +SpaceLink Systems II, LLC, 4400 S. Sam Houston Parkway E., Houston, TX 77048-5902

db +SpaceLink Systems, LLC, 4400 S. Sam Houston Parkway E., Houston, TX 77048-5902

db +SpeedCast Americas, Inc., 4400 S. Sam Houston Parkway E., Houston, TX 77048-5902

db SpeedCast Australia Pty Limited, 49 Port Road, Thebarton, SA 5031, AUSTRALIA

db +SpeedCast Communications, Inc., 4400 S. Sam Houston Parkway E., Houston, TX 77048-5902

db SpeedCast France SAS, 38 Rue Breguet, Paris, 75011, FRANCE

db SpeedCast Group Holdings Pty Ltd, Lakes Business Park, Unit 4F Level 1,
12 Lord Street, Botany, NSW 2019 AUSTRALIA

db SpeedCast International Limited, Unit 4F, Level 1, 12 Lord Street, Botany NSW 2019,
AUSTRALIA

db SpeedCast Limited, 2401 & 0811 Dorset House, Quarry Bay, Taikoo Place, 979 Kings,
HONG KONG

db SpeedCast Managed Services Pty Limited, Level 8, 432 St Kilda Road, Melbourne, VIC 3004,
AUSTRALIA

db SpeedCast Norway AS, Roynebergsetta 29, 4033 Stavanger, NORWAY

db SpeedCast Singapore Pte. Ltd., 5A Toh Guan Road, East #0601 CWT,
Jurong East Logistics Centre, Singapore 608830, SINGAPORE

db SpeedCast UK Holdings Limited, First Floor Templeback 10, Temple Back Bristol BS1,
UNITED KINGDOM

db Speedcast Canada Limited, Suite 2600, Three Bentall Centre, 595 Burrard Street,
P.O. Box 49314, Vancouver BC V7X 1L3, CANADA

db Speedcast Cyprus Ltd., 86 Fragklinou Rousvelt, Petra Business, 4th Floor, 3031 Limassol,
CYPRUS

db Speedcast Netherlands B.V., 1/F Coolsingel 6, 3011 AD Rotterdam, THE NETHERLANDS

db #+Telaurus Communications LLC, 210 Malapardis Road, Suite 202, Knolls, NJ 07927-1121

cr +Bexar County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Intelstat US LLC, Matthew D. Cavanaugh, Jackson Walker LLP, 1401 McKinney Street,
Suite 1900, Houston, TX 77010-1900

cr Texas Comptroller of Public Accounts, Christopher S. Murphy, P.O. Box 12548,
Austin, TX 78711-2548

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

intp Ad Hoc Group of Secured Lenders

cr Credit Agricole Corporate and Investment Bank

cr Credit Suisse AG, Cayman Islands Branch

cr Inmarsat Global Limited

op Kurtzman Carson Consultants LLC

TOTALS: 5, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

District/off: 0541-4

User: TylerLaws
Form ID: pdf002Page 2 of 4
Total Noticed: 36

Date Rcvd: Apr 27, 2020

***** BYPASSED RECIPIENTS (continued) *****

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 29, 2020

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 27, 2020 at the address(es) listed below:

Alfredo R Perez on behalf of Debtor Evolution Communications Group Limited
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User: TylerLaws
Form ID: pdf002Page 3 of 4
Total Noticed: 36

Date Rcvd: Apr 27, 2020

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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Brenda Lynn Funk on behalf of Debtor SpeedCast Group Holdings Pty Ltd brenda.funk@weil.com

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Brenda Lynn Funk on behalf of Debtor Cosmos Holdings Acquisition Corp. brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor Globecom Network Services Corporation
brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor Globecom Europe B.V. brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor SpeedCast France SAS brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor HCT Acquisition, LLC brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor Oceanic Broadband Solutions Pty Ltd brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor SpeedCast Limited brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor SpeedCast Norway AS brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor Hermes Datacommunications International Limited
brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor Satellite Communications Australia Pty Ltd
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Brenda Lynn Funk on behalf of Debtor CCI Services Corp. brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor CapRock UK Limited brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor CapRock Communications Pte. Ltd. brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor Speedcast Canada Limited brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor Telaurus Communications LLC brenda.funk@weil.com

Brenda Lynn Funk on behalf of Debtor SpaceLink Systems II, LLC brenda.funk@weil.com

District/off: 0541-4

User: TylerLaws
Form ID: pdf002Page 4 of 4
Total Noticed: 36

Date Rcvd: Apr 27, 2020

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Brenda Lynn Funk on behalf of Debtor SpeedCast Singapore Pte. Ltd. brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor Speedcast Cyprus Ltd. brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor CapRock Participacoes do Brasil Ltda.
 brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor Evolution Communications Group Limited
 brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor SpaceLink Systems, LLC brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor SpeedCast Americas, Inc. brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor SpeedCast Managed Services Pty Limited
 brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor NewCom International, Inc. brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor SpeedCast Communications, Inc. brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor SpeedCast UK Holdings Limited brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor Speedcast Netherlands B.V. brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor Maritime Communication Services, Inc.
 brenda.funk@weil.com
 Brenda Lynn Funk on behalf of Debtor CapRock Comunicacoes do Brasil Ltda. brenda.funk@weil.com
 Charles A Beckham, Jr on behalf of Creditor Credit Agricole Corporate and Investment Bank
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 Christopher S Murphy on behalf of Creditor Texas Comptroller of Public Accounts
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 Don Stecker on behalf of Creditor Bexar County sanantonio.bankruptcy@lgbs.com
 Evan Gershbein on behalf of Other Prof. Kurtzman Carson Consultants LLC
 ECFpleadings@kccllc.com, ecfpleadings@kccllc.com
 Hector Duran, Jr on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov
 Henry Flores on behalf of Interested Party Ad Hoc Group of Secured Lenders
 hflores@rappandkrock.com, kmartin@rappandkrock.com
 Matthew D Cavanaugh on behalf of Creditor Intelstat US LLC mcavenaugh@jw.com,
 kgradney@jw.com;dtrevino@jw.com
 Noelle M Reed on behalf of Creditor Credit Suisse AG, Cayman Islands Branch
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 Robert Bernard Bruner on behalf of Creditor Inmarsat Global Limited
 bob.bruner@nortonrosefulbright.com
 Stephen Douglas Statham on behalf of U.S. Trustee US Trustee stephen.statham@usdoj.gov
 US Trustee USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 76