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

	`
In re:	) Chapter 11
AVAYA INC.,	) Case No. 23-90088 (DRJ)
Debtor.	)
Tax I.D. No. 22-3713430	) )
In re:	) Chapter 11
AVAYA CALA INC.,	) Case No. 23-90089
Debtor.	) )
Tax I.D. No. 52-2229365	) )
In re:	) Chapter 11
AVAYA CLOUD INC.,	) Case No. 23-90090
Debtor.	) )
Tax I.D. No. 61-1677229	) )
In re:	) Chapter 11
AVAYA EMEA LTD.,	) Case No. 23-90091
Debtor.	) )
Tax I.D. No. 52-2229361	) )
In re:	) Chapter 11
AVAYA FEDERAL SOLUTIONS, INC.,	) Case No. 23-90093
Debtor.	) )
Tax I.D. No. 20-8174392	)

In re:	Chapter 11
AVAYA HOLDINGS CORP.,	Case No. 23-90094
Debtor.	
Tax I.D. No. 26-1119726	
In re:	Chapter 11
AVAYA HOLDINGS LLC,	Case No. 23-90095
Debtor.	
Tax I.D. No. 20-3766959	
In re:	Chapter 11
AVAYA INTEGRATED CABINET SOLUTIONS LLC,	Case No. 23-90096
Debtor.	
Tax I.D. No. 77-0029449	
In re:	Chapter 11
AVAYA MANAGEMENT L.P.,	Case No. 23-90101
Debtor. )	
Tax I.D. No. 83-2293944 )	
In re:	Chapter 11
AVAYA MANAGEMENT SERVICES INC., )	Case No. 23-90103
Debtor.	
Tax I.D. No. 52-2229358	

In re:	Chapter 11
AVAYA WORLD SERVICES INC.,	Case No. 23-90104
Debtor.	
Tax I.D. No. 52-2229364	
In re:	Chapter 11
CAAS TECHNOLOGIES, LLC,	Case No. 23-90105
Debtor.	
Tax I.D. No. N/A	
In re:	Chapter 11
CTINTEGRATIONS, LLC,	Case No. 23-90087
Debtor.	
Tax I.D. No. 26-1364015	
In re:	Chapter 11
HYPERQUALITY, INC,	Case No. 23-90106
Debtor.	 
Tax I.D. No. 47-0952924	
In re:	Chapter 11
)	Case No. 23-90107
HYPERQUALITY II, LLC,  Debtor.	Case 110. 23-9010/
)	) 
Tax I.D. No. N/A	

In re:	Chapter 11
INTELLISIST, INC.,	Case No. 23-90092
Debtor.	
Tax I.D. No. 20-3550029	
In re:	Chapter 11
KNOAHSOFT, INC.,	Case No. 23-90097
Debtor.	
Tax I.D. No. 51-0618177	
In re:	Chapter 11
SIERRA ASIA PACIFIC INC.,	Case No. 23-90098
Debtor.	
Tax I.D. No. 52-2229362	
In re:	Chapter 11
SIERRA COMMUNICATION ) INTERNATIONAL LLC, )	Case No. 23-90099
Debtor.	
Tax I.D. No. 52-2229828	
In re:	Chapter 11
UBIQUITY SOFTWARE CORPORATION, )	Case No. 23-90100
Debtor.	
Tax I.D. No. 94-3396232	

	_	
In re:	)	Chapter 11
VPNET TECHNOLOGIES, INC.,	)	Case No. 23-90102
Debtor.	)	
Tax I.D. No. 77-0411193	)	

# DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF

Emergency relief has been requested. Relief is requested not later than 9:00 a.m. (prevailing Central Time) on February 15, 2023.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on February 15, 2023, at 9:00 a.m. (prevailing Central Time) in Courtroom 400, 4th floor, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Jones's conference room number is 205691. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Jones's homepage. The meeting code is "JudgeJones." Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Jones's homepage. Select the case name, complete the required fields and click "Submit" to complete your appearance.

The above-captioned debtors and debtors in possession (collectively, the "<u>Debtors</u>") state the following in support of this motion (this "<u>Motion</u>"):<sup>1</sup>

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The Debtors, together with their non-Debtor affiliates (collectively, "<u>Avaya</u>" or the "<u>Company</u>"), are a leading provider of mission-critical, real-time communication applications. The facts and circumstances supporting this Motion are set forth in the *Declaration of Eric Koza, Chief Restructuring Officer of Avaya Holdings Corp. and Certain of Its Affiliates and Subsidiaries, in Support of the Debtors' Chapter 11 Petitions and First Day Motions* (the "<u>First Day Declaration</u>"), filed contemporaneously with the filing of this Motion and incorporated by reference herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

### **Relief Requested**

1. The Debtors seek entry of an order, substantially in the attached form (the "Order"), (a) directing procedural consolidation and joint administration of these Chapter 11 Cases; and (b) granting related relief. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern District of Texas (the "Court") maintain one file and one docket for all of the jointly administered cases under the case of Avaya Inc., *et al.*, Case No. 23-90088, and that the cases be administered under a consolidated caption, as follows:

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

•		_ )	C1
In re:		)	Chapter 11
AVAYA INC., et al., <sup>1</sup>		)	Case No. 23-90088 (DRJ)
	Debtors.	)	(Jointly Administered)

- 2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code (the "Bankruptcy Code").
- 3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than Avaya Inc., to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: Avaya Inc., Case No. 23-90088; Avaya CALA Inc., Case No. 23-90089; Avaya Cloud Inc.,

A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <a href="http://www.kccllc.net/avaya">http://www.kccllc.net/avaya</a>. The location of Debtor Avaya Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 350 Mount Kemble Avenue, Morristown, New Jersey 07960.

Case No. 23-90090; Avaya EMEA Ltd., Case No. 23-90091; Avaya Federal Solutions, Inc., Case No. 23-90093; Avaya Holdings Corp., Case No. 23-90094; Avaya Holdings LLC, Case No. 23-90095; Avaya Integrated Cabinet Solutions LLC, Case No. 23-90096; Avaya Management L.P., Case No. 23-90101; Avaya Management Services Inc., Case No. 23-90103; Avaya World Services Inc., No. 23-90104; CAAS Technologies, LLC, Case No. 23-90105; CTIntegrations, LLC, Case No. 23-90087; HyperQuality, Inc., Case No. 23-90106; HyperQuality II, LLC, Case No. 23-90107; Intellisist, Inc., Case No. 23-90092; KnoahSoft, Inc., Case No. 23-90097; Sierra Asia Pacific Inc., Case No. 23-90098; Sierra Communication International LLC, Case No. 23-90099; Ubiquity Software Corporation, No. 23-90100; Technologies, Case and **VPNet** Case No. 23-90102. The docket in Case No. 23-90088 (DRJ) should be consulted for all matters affecting this case. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 23-90088 (DRJ)

#### **Jurisdiction and Venue**

- 4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court.
  - 5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
- 6. The bases for the relief requested herein are sections 105(a) and 342(c) of the Bankruptcy Code, rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "Bankruptcy Local Rules").

#### **Background**

- 7. On the date hereof (the "<u>Petition Date</u>"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.
- 8. The Debtors have filed this Motion requesting joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of

the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no official committees have been appointed or designated.

### **Basis for Relief**

- 9. Bankruptcy Rule 1015(b) provides, in pertinent part, that "[i]f ... two or more petitions are pending in the same court by or against ... a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015. The Debtor entities that commenced these chapter 11 cases are "affiliates," as that term is defined in section 101(2) of the Bankruptcy Code. CTIntegrations, LLC, the first entity to file a petition in these chapter 11 cases, was formed in Texas in 2007 and has maintained a registered office in Texas since its formation. The Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 also provides for the joint administration of related chapter 11 cases.
- 10. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the Southern District of Texas (the "<u>U.S. Trustee</u>") and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.
- 11. Joint administration will not adversely affect the Debtors' respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these Chapter 11 Cases.

Accordingly, the joint administration of these Chapter 11 Cases is in the best interests of the Debtors' estates, their creditors, and all other parties in interest.

#### **Emergency Consideration**

12. The Debtors request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first twenty-one days after the commencement of a chapter 11 case "to the extent that relief is necessary to avoid immediate and irreparable harm." An immediate and orderly transition into chapter 11 is critical to the viability of the Debtors' operations. Failure to receive the requested relief during the first twenty-one days of these Chapter 11 Cases would imperil the Debtors' restructuring and cause irreparable harm. The Debtors have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 and request that the Court approve the relief requested in this Motion on an emergency basis.

#### **Notice**

13. The Debtors have provided notice of this Motion to the following parties or their respective counsel: (a) the U.S. Trustee; (b) the holders of the thirty largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Akin Ad Hoc Group; (d) counsel to the PW Ad Hoc Group; (e) the Prepetition ABL Agent and counsel thereto; (f) the Prepetition Term Loan Agent and counsel thereto; (g) the 6.125% Senior Secured First Lien Notes Trustee and counsel thereto; (h) the 8.00% Exchangeable Senior Secured Notes Trustee and counsel thereto; (i) the 2.25% Convertible Notes Trustee and counsel thereto; (j) the DIP Term Loan Agent and counsel thereto; (k) the proposed DIP ABL Agent and counsel thereto; (l) the Office of the United States Attorney for the Southern District of Texas; (m) the state attorneys general for states in which the Debtors conduct business; (n) the Internal Revenue Service; (o) the Securities and Exchange Commission; (p) the Environmental Protection Agency; (q) other governmental

agencies having a regulatory or statutory interest in these cases; and (r) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice is required.

The Debtors request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Houston, Texas

Dated: February 14, 2023

#### /s/ Matthew D. Cavenaugh

### JACKSON WALKER LLP

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-and-

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Email: patrick.nash@kirkland.com

Proposed Co-Counsel to the Debtors and Debtors in Possession

Proposed Co-Counsel to the Debtors and Debtors in Possession

# **Certificate of Accuracy**

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Matthew D. Cavenaugh

Matthew D. Cavenaugh

# **Certificate of Service**

I certify that on February 14, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavenaugh
Matthew D. Cavenaugh

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

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In re:	) Chapter 11
AVAYA INC.,	) Case No. 23-90088 (DRJ)
Debtor.	)
Tax I.D. No. 22-3713430	) _)
In re:	) Chapter 11
AVAYA CALA INC.,	) Case No. 23-90089
Debtor.	)
Tax I.D. No. 52-2229365	) _)
In re:	) Chapter 11
AVAYA CLOUD INC.,	) Case No. 23-90090
Debtor.	)
Tax I.D. No. 61-1677229	) _)
In re:	) Chapter 11
AVAYA EMEA LTD.,	) Case No. 23-90091
Debtor.	)
Tax I.D. No. 52-2229361	) _)
In re:	) Chapter 11
AVAYA FEDERAL SOLUTIONS, INC.,	) Case No. 23-90093
Debtor.	)
Tax I.D. No. 20-8174392	)

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In re:	Chapter 11
AVAYA HOLDINGS CORP.,	Case No. 23-90094
Debtor.	) )
Tax I.D. No. 26-1119726	) )
In re:	) Chapter 11
AVAYA HOLDINGS LLC,	Case No. 23-90095
Debtor.	) )
Tax I.D. No. 20-3766959	) )
In re:	) Chapter 11
AVAYA INTEGRATED CABINET SOLUTIONS LLC,	Case No. 23-90096
Debtor.	) )
Tax I.D. No. 77-0029449	) )
In re:	) Chapter 11
AVAYA MANAGEMENT L.P.,	) Case No. 23-90101
Debtor.	) )
Tax I.D. No. 83-2293944	) )
In re:	) Chapter 11
AVAYA MANAGEMENT SERVICES INC.,	) Case No. 23-90103
Debtor.	) )
Tax I.D. No. 52-2229358	<i>)</i> )

In re:	Chapter 11
AVAYA WORLD SERVICES INC.,	Case No. 23-90104
Debtor.	
Tax I.D. No. 52-2229364	
In re:	Chapter 11
CAAS TECHNOLOGIES, LLC,	Case No. 23-90105
Debtor.	
Tax I.D. No. N/A	
In re:	Chapter 11
CTINTEGRATIONS, LLC,	Case No. 23-90087
Debtor.	
Tax I.D. No. 26-1364015	
In re:	Chapter 11
HYPERQUALITY, INC,	Case No. 23-90106
Debtor.	 
Tax I.D. No. 47-0952924	
In re:	Chapter 11
)	Case No. 23-90107
HYPERQUALITY II, LLC,  Debtor.	Case 110. 23-9010/
)	) 
Tax I.D. No. N/A	

In re:	Chapter 11
INTELLISIST, INC.,	Case No. 23-90092
Debtor.	
Tax I.D. No. 20-3550029	
In re:	Chapter 11
KNOAHSOFT, INC.,	Case No. 23-90097
Debtor.	
Tax I.D. No. 51-0618177	
In re:	Chapter 11
SIERRA ASIA PACIFIC INC.,	Case No. 23-90098
Debtor.	
Tax I.D. No. 52-2229362	
In re:	Chapter 11
SIERRA COMMUNICATION ) INTERNATIONAL LLC, )	Case No. 23-90099
Debtor.	
Tax I.D. No. 52-2229828	
In re:	Chapter 11
UBIQUITY SOFTWARE CORPORATION, )	Case No. 23-90100
Debtor.	
Tax I.D. No. 94-3396232	

In re:	) Chapter 11
VPNET TECHNOLOGIES, INC.,	) Case No. 23-90102
Debtor.	) )
Tax I.D. No. 77-0411193	)

# ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF

Upon the emergency motion (the "Motion")1 of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it 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 this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; 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 before this Court, if any (the "Hearing"); and this Court having determined that the legal and factual bases set forth in

<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

support of the Motion 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 above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 23-90088 (DRJ).
  - 2. Additionally, the following checked items are ordered:
    - a. 

      One disclosure statement and plan of reorganization may be filed for all of the cases by any plan proponent.
    - b. Exact Parties may request joint hearings on matters pending in any of the jointly administered cases.
    - c. 🗷 Other: See below.
  - 3. The caption of the jointly administered cases will read as follows:

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

In re:		)	Chapter 11
AVAYA INC., et al.,1		)	Case No. 23-90088 (DRJ)
	Debtors.	) _)	(Jointly Administered)

- 4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.
- 5. A docket entry, substantially similar to the following, shall be entered on the dockets of each of the Debtors, other than Avaya Inc., to reflect the joint administration of these chapter 11 cases:

A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <a href="http://www.kccllc.net/avaya">http://www.kccllc.net/avaya</a>. The location of Debtor Avaya Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 350 Mount Kemble Avenue, Morristown, New Jersey 07960.

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: Avaya Inc., Case No. 23-90088; Avaya CALA Inc., Case No. 23-90089; Avaya Cloud Inc., Case No. 23-90090; Avaya EMEA Ltd., Case No. 23-90091; Avaya Federal Solutions, Inc., Case No. 23-90093; Avaya Holdings Corp., Case No. 23-90094; Avaya Holdings LLC, Case No. 23-90095; Avaya Integrated Cabinet Solutions LLC, Case No. 23-90096; Avaya Management L.P., Case No. 23-90101; Avaya Management Services Inc., Case No. 23-90103; Avaya World Services Inc., No. 23-90104; CAAS Technologies, Case LLC, Case No. 23-90105; CTIntegrations, LLC, Case No. 23-90087; HyperQuality, Inc., Case No. 23-90106; HyperQuality II, LLC, Case No. 23-90107; Intellisist, Inc., Case No. 23-90092; KnoahSoft, Inc., Case No. 23-90097; Sierra Asia Pacific Inc., Case No. 23-90098; Sierra Communication International LLC, Case No. 23-90099; Ubiquity Software Corporation, Case No. 23-90100; and **VPNet** Technologies, Case No. 23-90102. The docket in Case No. 23-90088 (DRJ) should be consulted for all matters affecting this case. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 23-90088 (DRJ).

- 6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.
- 7. Any party in interest may request joint hearings on matters pending in any of these chapter 11 cases.
- 8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.
- 9. Notice of the Motion as set forth therein shall be deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules are satisfied by such notice.

- 10. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.
- 11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.
- 12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated:	, 2023	
		UNITED STATES BANKRUPTCY JUDGE