

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

In re: MOBILEUM, INC., <i>et al.</i>, Debtors.¹	§ § § § § § § § §	Chapter 11 Case No. 24-90414 (CML) (Jointly Administered)
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**DECLARATION OF
CRAIG E. JOHNSON OF KROLL RESTRUCTURING
ADMINISTRATION LLC REGARDING THE SOLICITATION
OF VOTES AND TABULATION OF BALLOTS CAST ON THE JOINT
CHAPTER 11 PLAN OF MOBILEUM, INC. AND ITS AFFILIATED DEBTORS**

I, Craig E. Johnson, pursuant to 28 U.S.C. § 1746, hereby declare under the penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a Senior Director of Restructuring Administration and Issuer Services at Kroll Restructuring Administration LLC (“**Kroll**”), located at 55 East 52nd Street, 17th Floor, New York, New York 10055. I am over the age of eighteen and not a party to the above-captioned chapter 11 cases.

2. I submit this declaration (the “**Declaration**”) with respect to the solicitation of votes and the tabulation of Ballots cast on the *Joint Chapter 11 Plan of Mobileum, Inc. and its Affiliated Debtors*, dated July 23, 2024 (Docket No. 14) (as amended by that certain *First Amended*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Mobileum, Inc. (7417); Matrix Intermediate, Inc. (7287); Matrix Holdco, LLC (0039); Matrix Parent, Inc. (9085); Mobile Acquisition Corp. (9591); SIGOS LLC (1763); UnwiredSoft, Inc. (2064); We Do Technologies Americas, Inc. (9338); Convene Networks LLC (2820); Developing Solutions Inc. (6177); and Phase 3 Innovations Holdings, Inc. (1899). The Debtors’ mailing address is 20813 Stevens Creek Boulevard, Suite 200, Cupertino, CA 95014.

Joint Chapter 11 Plan of Mobileum, Inc. and its Affiliated Debtors, dated September 9, 2024 (Docket No. 175), and as may be further amended, modified, supplemented, or restated, the “**Plan**”).² Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision or from the Debtors, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Kroll. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Kroll’s retention as the claims and noticing agent to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) pursuant to the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Claims, Noticing, and Solicitation Agent*, dated July 24, 2024 (Docket No. 41) (the “**Retention Order**”). The Retention Order authorizes Kroll to assist the Debtors with, among other things, (i) service of solicitation materials to the parties entitled to vote to accept or reject the Plan and (ii) tabulation of votes cast with respect thereto. Kroll and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. The procedures (collectively, the “**Solicitation Procedures**”) adhered to by Kroll for the solicitation and tabulation of votes are outlined in the *Disclosure Statement for Joint Chapter 11 Plan of Mobileum, Inc. and its Affiliated Debtors*, dated July 23, 2024 (Docket No. 16), the Ballots distributed to parties entitled to vote on the Plan, and the *Order (I) Scheduling Combined Hearing on (A) Adequacy of Disclosure Statement and (B) Confirmation of Plan, (II) Approving Solicitation Procedures and Form and Manner of Notice of Commencement*,

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan or Solicitation Procedures Order (each as defined herein), as applicable.

Combined Hearing, and Objection Deadline, (III) Fixing Deadline to Object to Disclosure Statement and Plan, (IV) Approving Notice and Objection Procedures for Assumption of Executory Contracts and Unexpired Leases, (V) Conditionally (A) Directing the United States Trustee Not to Convene Section 341 Meeting of Creditors and (B) Waiving Requirement to File Statements of Financial Affairs and Schedules of Assets and Liabilities, and (VI) Granting Related Relief, dated July 26, 2024 (Docket No. 82) (the “**Solicitation Procedures Order**”). Kroll adhered to the Solicitation Procedures and distributed (or caused to be distributed) Solicitation Packages (including Ballots) to parties entitled to vote on the Plan. I supervised the solicitation and tabulation services performed by Kroll’s employees.

5. The Solicitation Procedures Order established July 19, 2024, as the record date for determining which holders of Claims were entitled to vote on the Plan (the “**Voting Record Date**”). Pursuant to the Plan and the Solicitation Procedures, only Holders of Claims as of the Voting Record Date in the following Classes were entitled to vote to accept or reject the Plan (collectively, the “**Voting Classes**”):

Plan Class	Class Description
3	First Lien Claims
4	Second Lien Debt Claims

Because the Plan does not contemplate substantive consolidation for voting purposes, the voting results for each of the Voting Classes are reported as separate subclasses for each of the applicable Debtors (each a “**Voting Subclass**”). No other Classes were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Kroll worked closely with the Debtors and their advisors to identify the Holders of Claims entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of Solicitation Packages to these Holders of Claims. A detailed description of Kroll’s distribution of Solicitation Packages is set

forth in Kroll's *Affidavit of Service of Solicitation Materials*, filed July 23, 2024 (Docket No. 30), and *Affidavit of Service*, filed August 8, 2024 (Docket No. 129).

7. Further, in accordance with the Solicitation Procedures, Kroll received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. Each Ballot submitted to Kroll was date-stamped, scanned (if submitted on paper), assigned a ballot number, entered into Kroll's voting database, and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant Holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Kroll via an approved method of delivery set forth in the Solicitation Procedures, and (d) received by Kroll by 5:00 p.m. (Central Time) on August 23, 2024 (the "**Voting Deadline**").

8. All valid Ballots cast by Holders entitled to vote in the Voting Classes and received by Kroll on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

9. The final tabulation of votes cast by timely and properly completed Ballots received by Kroll is attached hereto as **Exhibit A**.

10. A report of all Ballots excluded from the final tabulation prepared by Kroll, and the reason(s) for the exclusion of such Ballots, is attached hereto as **Exhibit B**.

11. Ballots distributed to Holders of Claims against the Debtors entitled to vote included instructions regarding how to "opt-out" of the third-party releases set forth in Section 10.6(b) of the Plan (the "**Third-Party Releases**") if those Holders voted to reject the Plan or abstained from voting to accept or reject the Plan. Additionally, the Notice of Non-Voting Status included instructions for Non-Voting Holders on how to "opt-out" of the Third-Party Releases. As of the Voting Deadline, thirty-three (33) holders of Claims (including holders of Claims in

Non-Voting Classes) checked the relevant box to elect to “opt-out” of the Third-Party Releases on a Ballot or Notice of Non-Voting Status that was received before the Voting Deadline and not superseded by a later Ballot or Notice of Non-Voting Status.³ For the avoidance of doubt, this Declaration does not certify the validity or enforceability of any “opt-out” election, as applicable, received by Kroll either via a Ballot or Notice of Non-Voting Status, and Kroll provides this information for reporting and informational purposes only.

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³ Kroll received one (1) Notice of Non-Voting Status after the Voting Deadline with the opt-out box checked, one (1) Notice of Non-Voting Status with the opt-out box checked that was superseded by a later received Notice of Non-Voting Status, and six (6) Ballots that voted to accept the Plan with the opt-out box checked that were superseded by later, valid Ballots.

To the best of my knowledge, information, and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true and correct.

Dated: September 9, 2024
New York, New York

/s/ Craig E. Johnson

Craig E. Johnson
Senior Director, Restructuring Admin. and Issuer
Svcs. Kroll Restructuring Administration LLC

Exhibit A

Final Tabulation

Mobileum, Inc., et al.
Exhibit A - Final Voting Tabulation Summary

Debtor Name	Class	Class Description	Number Accepting	Number Rejecting	Amount Accepting	Amount Rejecting	Class Voting Result	
			%	%	%	%		
Mobileum, Inc.	3	First Lien Claims	163	1	\$436,713,642.16	\$6,514,462.50	Accept	
			99.39%	0.61%	98.53%	1.47%		
			16	0	\$156,060,000.00	\$0.00		
	4	Second Lien Debt Claims	100%	0%	100%	0%	Accept	
			163	1	\$436,713,642.16	\$6,514,462.50		
			99.39%	0.61%	98.53%	1.47%		
Convene Networks LLC	3	First Lien Claims	16	0	\$156,060,000.00	\$0.00	Accept	
			100%	0%	100%	0%		
			163	1	\$436,713,642.16	\$6,514,462.50		
	4	Second Lien Debt Claims	99.39%	0.61%	98.53%	1.47%	Accept	
			16	0	\$156,060,000.00	\$0.00		
			100%	0%	100%	0%		
Developing Solutions Inc.	3	First Lien Claims	163	1	\$436,713,642.16	\$6,514,462.50	Accept	
			99.39%	0.61%	98.53%	1.47%		
			16	0	\$156,060,000.00	\$0.00		
	4	Second Lien Debt Claims	100%	0%	100%	0%	Accept	
			No creditors in this Class were entitled to vote on the Plan.					
			As a result, per Article 3.5 of the Plan of Reorganization, this Class is eliminated from the Plan for voting purposes.					
Matrix Intermediate, Inc.	4	Second Lien Debt Claims	No creditors in this Class were entitled to vote on the Plan.					
			As a result, per Article 3.5 of the Plan of Reorganization, this Class is eliminated from the Plan for voting purposes.					
Matrix Holdco, LLC	3	First Lien Claims	163	1	\$436,713,642.16	\$6,514,462.50	Accept	
			99.39%	0.61%	98.53%	1.47%		
			16	0	\$156,060,000.00	\$0.00		
	4	Second Lien Debt Claims	100%	0%	100%	0%	Accept	
			163	1	\$436,713,642.16	\$6,514,462.50		
			99.39%	0.61%	98.53%	1.47%		
Matrix Parent, Inc.	3	First Lien Claims	16	0	\$156,060,000.00	\$0.00	Accept	
			100%	0%	100%	0%		
			163	1	\$436,713,642.16	\$6,514,462.50		
	4	Second Lien Debt Claims	99.39%	0.61%	98.53%	1.47%	Accept	
			16	0	\$156,060,000.00	\$0.00		
			100%	0%	100%	0%		
Mobile Acquisition Corp.	3	First Lien Claims	163	1	\$436,713,642.16	\$6,514,462.50	Accept	
			99.39%	0.61%	98.53%	1.47%		
			16	0	\$156,060,000.00	\$0.00		
	4	Second Lien Debt Claims	100%	0%	100%	0%	Accept	
			163	1	\$436,713,642.16	\$6,514,462.50		
			99.39%	0.61%	98.53%	1.47%		
SIGOS LLC	3	First Lien Claims	16	0	\$156,060,000.00	\$0.00	Accept	
			100%	0%	100%	0%		
			163	1	\$436,713,642.16	\$6,514,462.50		
	4	Second Lien Debt Claims	99.39%	0.61%	98.53%	1.47%	Accept	
			16	0	\$156,060,000.00	\$0.00		
			100%	0%	100%	0%		
UnwiredSoft, Inc.	3	First Lien Claims	163	1	\$436,713,642.16	\$6,514,462.50	Accept	
			99.39%	0.61%	98.53%	1.47%		
			16	0	\$156,060,000.00	\$0.00		
	4	Second Lien Debt Claims	100%	0%	100%	0%	Accept	
			163	1	\$436,713,642.16	\$6,514,462.50		
			99.39%	0.61%	98.53%	1.47%		
We Do Technologies Americas, Inc.	3	First Lien Claims	16	0	\$156,060,000.00	\$0.00	Accept	
			100%	0%	100%	0%		
			163	1	\$436,713,642.16	\$6,514,462.50		
	4	Second Lien Debt Claims	99.39%	0.61%	98.53%	1.47%	Accept	
			16	0	\$156,060,000.00	\$0.00		
			100%	0%	100%	0%		
Phase 3 Innovations Holdings, Inc.	3	First Lien Claims	163	1	\$436,713,642.16	\$6,514,462.50	Accept	
			99.39%	0.61%	98.53%	1.47%		
			16	0	\$156,060,000.00	\$0.00		
	4	Second Lien Debt Claims	100%	0%	100%	0%	Accept	

Exhibit B

Report of Ballots Excluded from the Final Tabulation

Mobileum, Inc., et al.
Exhibit B - Report of Ballots Excluded from Final Tabulation

Plan Class	Plan Class Description	Name	Voting Amount	Accept / Reject	Reason(s) for Exclusion
3	First Lien Claims	Battalion CLO X Ltd.	\$1,312,914.75	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
3	First Lien Claims	Battalion CLO XI Ltd.	\$2,044,539.00	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
3	First Lien Claims	Bronco Trading, LLC	\$3,006,675.00	Accept	Not a Record Date Holder
3	First Lien Claims	FedEx Corporation Employees' Pension Trust	\$4,192,985.55	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
3	First Lien Claims	Future Directions Credit Opportunities Fund	\$1,528,211.85	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
3	First Lien Claims	ICG Rhinebeck CLO 2021-4, Ltd.	\$1,535,323.38	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
3	First Lien Claims	JPMC Retirement Plan Brigade Bank Loan	\$846,842.15	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
4	Second Lien Debt Claims	North Haven Priv Inc Fnd Ms	\$10,880,000.01	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
4	Second Lien Debt Claims	Whitehorse Prin Lend 2022-1	\$10,205,100.00	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
4	Second Lien Debt Claims	Whpl Spv I Offshore, LLC	\$5,282,486.69	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation
4	Second Lien Debt Claims	Whpl Spv I, LLC	\$4,912,413.31	Accept	Superseded By Later Received Valid Ballot Included In Final Tabulation