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and Foreign Representative of Peraso Technologies Inc.*

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

In re:

PERASO TECHNOLOGIES INC.,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 20-____ (____)

**MOTION FOR ORDER SPECIFYING FORM AND MANNER OF
SERVICE OF NOTICE AND SCHEDULING RECOGNITION HEARING**

Ernst & Young Inc. is the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of Peraso Technologies Inc. (“**Peraso**”) in a proceeding (the “**Canadian Proceeding**”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, (as amended, the “**CCAA**”), pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”).

The Monitor has commenced this chapter 15 case ancillary to the Canadian Proceeding by filing an official form petition and *Verified Petition for Recognition of Foreign*

¹ The last four digits of the United States Tax Identification Number, or similar foreign identification number, as applicable, for Peraso Technologies Inc. are 8747.

Proceeding and Related Relief (collectively, the “**Chapter 15 Petition**”), with accompanying documentation, pursuant to sections 1504 and 1515 of title 11 of the United States Code (the “**Bankruptcy Code**”) seeking the entry of an order: (i) recognizing the Canadian Proceeding as a “foreign main proceeding” under section 1517 of the Bankruptcy Code; and (ii) giving full force and effect in the United States to the Initial Order of the Ontario Court dated June 3, 2020 (together with any extensions or amendments thereof authorized by the Ontario Court, the “**Initial Order**”).²

The Monitor has also filed: (i) a *Memorandum of Law in Support of Verified Petition for Recognition of Foreign Proceeding and Related Relief* setting forth the legal argument for the relief sought in the Chapter 15 Petition (the “**Memorandum of Law**”); (ii) an *Emergency Motion for Provisional Relief* seeking entry of an order giving effect to the Initial Order in the United States pending final disposition of the Chapter 15 Petition; and (iii) a *Motion for Order Shortening Notice Period for Hearing on (I) Emergency Motion for Provisional Relief and (II) Motion for Order Specifying Form and Manner of Service of Notice and Scheduling Recognition Hearing*.

The Monitor makes this motion (the “**Motion**”) pursuant to sections 105(a) and 1514 of the Bankruptcy Code and Rules 1012, 2002, and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) for an order substantially in the form annexed hereto as Exhibit A (the “**Proposed Order**”): (i) approving a notice in the form annexed to the Proposed Order as Exhibit 1 (the “**Notice**”) of the Chapter 15 Petition and the Memorandum of Law (collectively, with the Notice, the “**Service Documents**”); (ii) specifying the manner of service of

² Capitalized terms used but otherwise not defined herein have the meanings ascribed to such terms in the Chapter 15 Petition.

the Service Documents; and (iii) scheduling a hearing to consider, and setting a relevant objection deadline for, the relief sought in the Chapter 15 Petition.

In support of the Motion, the Monitor respectfully represents as follows:

JURISDICTION AND VENUE

This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, section 1501 of the Bankruptcy Code, and the *Amended Standing Order of Reference of the United States District Court for the Southern District of New York*, dated January 31, 2012, Reference M-431. *See In re Standing Order of Reference Re: Title 11, 12 Misc. 00032* (S.D.N.Y. Jan. 31, 2012) (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). Venue is proper in this District pursuant to 28 U.S.C. § 1410. The statutory predicates for the relief requested herein are sections 105(a) and 1514 of the Bankruptcy Code and Bankruptcy Rules 1012, 2002, and 9007.

BACKGROUND

1. The Court is respectfully referred to the Chapter 15 Petition for a description of the Canadian Proceeding and Peraso's activities, business, corporate organization, capital structure, and circumstances leading to the filing of the Canadian Proceeding.

RELIEF REQUESTED

2. Bankruptcy Rule 2002(q)(1) provides that, unless the court sets a shorter notice period, 21 days' notice of a hearing on a petition for recognition of a foreign proceeding must be given to "the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all entities against whom provisional relief is being sought under §1519 of the [Bankruptcy] Code, all parties to litigation pending in the United States in which the debtor is a

party at the time of the filing of the petition, and such other entities as the court may direct.” Fed. R. Bankr. P. 2002(q)(1). Bankruptcy Rules 2002(m) and 9007 provide, in turn, that when notice must be given under the Bankruptcy Rules, the court may enter orders designating the form and manner in which such notice shall be given. Fed. R. Bankr. P. 2002(m) and 9007.

3. Accordingly, the Monitor respectfully requests that the Notice be approved by this Court pursuant to Bankruptcy Rules 2002(m) and 9007, and that it be permitted to serve the Service Documents by e-mail, where practicable, and where e-mail service is impracticable, by United States mail, first-class postage prepaid or by overnight courier, upon: (a) the Office of the United States Trustee of the Southern District of New York; (b) Peraso; (c) Ubiquiti; (d) all other parties to litigation pending in the United States in which Peraso is a party at the time of the filing of this case; and (e) all known U.S. creditors and contract counterparties of Peraso (the foregoing, including their counsel, the “**Notice Parties**”) within three (3) business days of entry of the Proposed Order to the extent service thereof has not already been provided. In the unique circumstances created by the COVID-19 crisis, when many businesses are closed and individuals are working from home, e-mail is likely to be the most effective means of providing notice. Further, if any party files a notice of appearance in this case, the Service Documents will be served upon such party within five (5) business days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel). The Monitor submits that the foregoing be approved as adequate and sufficient form and manner of notice of the Chapter 15 Petition.

4. Bankruptcy Rule 2002(q)(1) provides that “the court shall promptly schedule and hold a hearing on the petition” on at least 21 days’ notice. Fed. R. Bankr. P. 2002(q)(1). Section 105(a) of the Bankruptcy Code also empowers “[t]he court [to] issue any

order, process, or judgment that is necessary to carry out the provisions of this title.” 11 U.S.C. § 105(a). The Monitor therefore asks that the Court schedule a hearing to consider the relief sought in the Chapter 15 Petition (the “**Recognition Hearing**”) at a time convenient for the Court and the parties, in accordance with Bankruptcy Rule 2002(q)(1) and section 105(a) of the Bankruptcy Code.

5. Objections or responses, if any, to the Chapter 15 Petition should be made pursuant to the Bankruptcy Code, the Local Rules for the Southern District of New York (the “**Local Rules**”), and the Bankruptcy Rules, in a writing that sets forth the basis for such objection with specificity. As relevant, Bankruptcy Rule 1012(b) provides that a party objecting to a chapter 15 petition must present such objection no later than seven days before the date set for the hearing on the petition, unless otherwise ordered by the court. Any objection or response to the Chapter 15 Petition should therefore be filed electronically with the Court on the Court’s electronic case filing system in accordance with General Order M-399 (a copy of which may be viewed on this Court’s website at www.nysb.uscourts.gov) and with the Court’s *Procedures for the Filing, Signing and Verification of Documents by Electronic Means*, and served upon U.S. counsel to the Monitor so as to be received by 4:00 p.m. (ET) on the day that is no later than seven (7) days prior to the applicable hearing, with a courtesy copy served upon the Court’s Chamber’s e-mail address.

6. Notices, responses, and objections should be sent to U.S. counsel for the Monitor, Allen & Overy LLP, by e-mail to Ken Coleman and Jonathan Cho at ken.coleman@allenoverly.com and jonathan.cho@allenoverly.com.

7. Additionally, the Monitor asks that this Court waive the requirements of section 1514(c) of the Bankruptcy Code. That section provides that when “a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the

time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim” 11 U.S.C. § 1514(c). Any claims process for Peraso will be conducted in the Canadian Proceeding rather than in this chapter 15 case, and the Ontario Court has not yet issued an order providing for the claims process in the Canadian Proceeding. Thus, section 1514(c) is not relevant at this time. Courts in this district have regularly granted requests to waive the requirements of section 1514(c) in similar circumstances. *See, e.g., In re Olinda Star Ltd. (In Provisional Liquidation)*, No. 20-10712 (MG) [Dkt. No. 14] (Bankr. S.D.N.Y. Mar. 10, 2020); *In re Perforadora Oro Negro*, S. De R.L. De C.V., No. 18-11094 (SCC) [Dkt No. 24] (Bankr. S.D.N.Y. Apr. 20, 2018).

8. Finally, the Monitor will, at or shortly after filing of this Motion, provide notice of this Motion in accordance with the service procedures described herein to the Notice Parties. In light of the nature of the relief requested, the Monitor submits and requests that this Court find that no further notice is required.

9. No previous Motion for the relief sought herein has been made by the Monitor to this or any other court.

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WHEREFORE, the Monitor respectfully requests an order substantially in the form of the Proposed Order (i) approving the Notice; (ii) specifying the manner of service of the Service Documents; and (iii) scheduling the Recognition Hearing and setting a relevant objection deadline with respect to same.

Dated: New York, New York
June 3, 2020

ALLEN & OVERY LLP

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*Counsel to Ernst & Young Inc., as the Monitor
and Foreign Representative of Peraso
Technologies Inc.*

EXHIBIT A

Proposed Order

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

In re:

PERASO TECHNOLOGIES INC.,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 20-____ (____)

**ORDER SPECIFYING FORM AND MANNER OF SERVICE
OF NOTICE AND SCHEDULING RECOGNITION HEARING**

This matter was brought by Ernst & Young Inc., as the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of Peraso Technologies Inc. (“**Peraso**”) in a proceeding (the “**Canadian Proceeding**”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”) with the filing of a *Motion for Order Specifying Form and Manner of Service of Notice and Scheduling Recognition Hearing* (the “**Motion**”)² for an order: (i) approving a notice in the form of notice attached hereto as Exhibit 1 (the “**Notice**”) of the Chapter 15 Petition and the Memorandum of Law (collectively, with the Notice, the “**Service Documents**”); (ii) specifying the manner of service of the Service Documents; and (iii) scheduling a hearing to consider, and setting a relevant objection deadline for, the relief sought in the Chapter 15 Petition.

The Court has considered and reviewed the Motion. After due deliberation and sufficient cause appearing therefore, the Court finds and concludes that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and 11 U.S.C. § 1501; (b)

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

this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (c) venue is proper in this district pursuant to 28 U.S.C. § 1410.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is **GRANTED**.
2. The Notice is hereby approved. The Monitor may fill in any missing dates and other information as ordered by this Court, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other and further non-material, non-substantive changes to the form of notice as the Monitor deems necessary or appropriate.
3. The Monitor shall serve the Service Documents and other documents in this case in the following manner: (a) by e-mail, wherever practicable; and (b) by United States mail, first-class postage prepaid or by overnight courier, where e-mail service is impracticable. The Monitor shall serve copies of the Service Documents on the Notice Parties within three (3) business days after entry of this Order to the extent not already served. If any party files a notice of appearance in this case, the Monitor shall serve the Service Documents upon such party within five (5) business days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel).
4. The Recognition Hearing shall be held before this Court on June __ at ____ _m. (ET), or as soon thereafter as counsel may be heard, before the Honorable _____, of the United States Bankruptcy Court for the Southern District of New York.
5. In accordance with General Order M-543, dated March 20, 2020 (Morris, C.J.), a copy of which may be viewed on this Court's website at www.nysb.uscourts.gov, the Recognition Hearing will be conducted telephonically unless otherwise ordered by the Court.

Any parties wishing to participate must do so telephonically by making arrangements through CourtSolutions LLC (www.court-solutions.com).

6. Any objection or response to the Chapter 15 Petition must be made in accordance with the Bankruptcy Code, the Local Rules for the Southern District of New York, and the Federal Rules of Bankruptcy Procedure, in a writing that sets forth the basis for such objection or response with specificity. Any such objection or response must be filed electronically with the Court on the Court's electronic case filing system in accordance with General Order M-399 (a copy of which may be viewed on this Court's website at www.nysb.uscourts.gov) and the *Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means*, and served by e-mail upon the Monitor's U.S. counsel, Allen & Overy LLP, to Ken Coleman and Jonathan Cho at ken.coleman@allenoverly.com and jonathan.cho@allenoverly.com, by 4:00 p.m. (ET) on June __, 2020, with a courtesy copy served upon the Court's Chamber's e-mail at _____@nysb.uscourts.gov.

7. The Recognition Hearing may be adjourned from time to time without further notice other than a notice of adjournment on the docket in this case or an announcement in open court of the adjourned date or dates of any further adjourned hearing.

8. Service pursuant to this Order shall constitute good and sufficient service and adequate notice of the Recognition Hearing under Bankruptcy Rule 2002(q).

9. The notice requirements set forth in 11 U.S.C. § 1514(c) are inapplicable in the context of this case or are hereby waived.

10. The Monitor is authorized to take all action necessary to carry out this Order.

11. This Court shall retain jurisdiction with respect to any and all matters arising out of or relating to the interpretation or implementation of this Order.

Dated: New York, NY
June __, 2020

United States Bankruptcy Judge

EXHIBIT 1

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

In re:

PERASO TECHNOLOGIES INC.,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 20-____ (____)

**NOTICE OF FILING OF AND HEARING ON (1) MOTION FOR PROVISIONAL
RELIEF AND (2) PETITION FOR RECOGNITION OF FOREIGN PROCEEDING**

PLEASE TAKE NOTICE that on June 3, 2020, Ernst & Young Inc., the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of Peraso Technologies Inc. (“**Peraso**”) in a proceeding (the “**Canadian Proceeding**”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, (as amended, the “**CCAA**”), pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”), filed a *Verified Petition for Recognition of Foreign Proceeding and Related Relief* (the “**Chapter 15 Petition**”) and a *Memorandum of Law in Support of the Verified Petition for Recognition of Foreign Proceeding and Related Relief* (the “**Memorandum of Law**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) under chapter 15 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”) seeking, among other things, recognition of the Canadian Proceeding as a “foreign main proceeding” under the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the aforementioned documents were filed on the docket of the chapter 15 case bearing case no. 20-[_____].

PLEASE TAKE FURTHER NOTICE that the Court has scheduled a hearing to consider the relief requested in the Chapter 15 Petition at [_____] [_____]m. (ET) on June [_____] (the “**Recognition Hearing**”).

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing will be held before the Honorable [_____] of the United States Bankruptcy Court for the Southern District of New York and will be conducted telephonically in accordance with General Order M-543, dated March 20, 2020 (Morris, C.J.) (“**General Order M-543**”). Any parties wishing to participate must do so telephonically by making arrangements through CourtSolutions LLC (www.court-solutions.com). Instructions to register for CourtSolutions LLC are attached to General Order M-543.

¹ The last four digits of the United States Tax Identification Number, or similar foreign identification number, as applicable, for Peraso Technologies Inc. are 8747.

PLEASE TAKE FURTHER NOTICE that General Order M-543, along with other temporary procedures implemented by the Court in connection with the COVID-19 pandemic (including electronic filing procedures for *pro se* parties) can be found by visiting <http://www.nysb.uscourts.gov> and clicking on the “Coronavirus COVID-19 Protocol” link.

PLEASE TAKE FURTHER NOTICE that any objection or response to the Chapter 15 Petition must be made in accordance with the Bankruptcy Code, the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and the Federal Rules of Bankruptcy Procedure, in a writing that sets forth the basis for such objection with specificity. Any such objection or response must be filed electronically with the Court on the Court’s electronic case filing system in accordance with General Order M-399 (a copy of which may be viewed on this Court’s website at www.nysb.uscourts.gov) and the Court’s Procedures for the Filing, Signing and Verification of Documents by Electronic Means, and served by e-mail upon the Monitor’s U.S. counsel, Allen & Overy LLP, to Ken Coleman and Jonathan Cho at ken.coleman@allenoverly.com and jonathan.cho@allenoverly.com so as to be received by **4:00 p.m. (ET) on June []**, 2020, with a courtesy copy served by e-mail upon the Chambers of the Honorable [] at []@nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that if no response is timely filed and served as provided above, the Court may grant the relief requested without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that any party in interest objecting to the Chapter 15 Petition must appear telephonically at the Recognition Hearing.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court at such hearings of the adjourned date or dates or any adjourned hearing.

PLEASE TAKE FURTHER NOTICE that no time period or place for the filing of proofs of claim has been established and creditors need not file proofs of claim at this time.

PLEASE TAKE FURTHER NOTICE that copies of the filings in this case are presently available (1) on the Court’s Electronic Case Filing System, which can be accessed from the Court’s website at <https://ecf.nysb.uscourts.gov> (a PACER login and a password are required to retrieve a document), and/or (2) upon written request to the Monitor’s counsel addressed to:

Allen & Overy LLP
1221 Avenue of the Americas
New York, New York 10020
Attn: Josh Neifeld
josh.neifeld@allenoverly.com

Dated: New York, New York
June ____, 2020

ALLEN & OVERY LLP

/s/ Ken Coleman

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