

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

In re:

PERASO TECHNOLOGIES INC.,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 20-11354 (SHL)

**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)

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.

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.
4. The Monitor shall serve copies of the Service Documents on the following parties within three (3) business days after entry of this Order to the extent not already served: (a) the Office of the United States Trustee for the Southern District of New York; (b) Peraso; (c) Ubiquiti, (d) all other parties to litigation currently pending in the United States in which Peraso is a party; and (e) all known U.S. creditors and contract counterparties of Peraso. 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).
5. The Monitor shall serve a copy of the Notice on all persons or bodies authorized to administer foreign proceedings of Peraso within three (3) business days after entry of this Order to the extent not already served.

6. The Recognition Hearing shall be held before this Court on **July 8, 2020 at 10:00 a.m.** (ET) before the Honorable Sean H. Lane, of the United States Bankruptcy Court for the Southern District of New York.

7. 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).

8. 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 the day that is seven days prior to the Recognition Hearing, with a courtesy copy served upon the Court's Chamber's e-mail at shl.orders@nysb.uscourts.gov.

9. 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.

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

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

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

13. 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 10, 2020

/s/ Sean H. Lane
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. 20-11354 (SHL)

**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. 20-11354.

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 July [____] (the “**Recognition Hearing**”).

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing will be held before the Honorable Sean H. Lane 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 / July] [___], 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

Ken Coleman

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*Counsel to Ernst & Young Inc., as the Monitor
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Technologies Inc.*