

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

In re:

QUALTEK SERVICES, INC., *et al.*,  
Debtors.

Chapter 11

Case No. 23-90584 (CML)

(Jointly Administered)

**ORACLE’S NOTICE OF CURE CLAIM AND LIMITED OBJECTION TO THE  
ASSUMPTION OF ITS EXECUTORY CONTRACTS**

Oracle America, Inc. (“Oracle”), a creditor and contract counter-party in the above-captioned Chapter 11 cases, submits this *Notice of Cure Claim and Limited Objection to the Assumption of Its Executory Contracts* (“Cure Notice”), related to the *Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (Technical Modifications)* [Dkt. No. 223] (“Plan”) filed by Qualtek Services, Inc., et al. (“Debtors”).

**I. INTRODUCTION**

As of the date of this Cure Notice, Oracle is owed not less than \$22,225.75 in cure (the “Cure Amount”). Oracle’s agreements may not be assumed until the Cure Amount is paid. Therefore, Oracle requests that the Court deny the Debtors’ request for authority to assume Oracle’s agreements, absent payment of the Cure Amount and provision of adequate assurance of future performance.

**II. FACTUAL BACKGROUND**

The above captioned case was filed on May 24, 2023 (the “Petition Date”) and an Order approving joint administration was entered shortly thereafter. The Debtors continue to operate as debtors in possession.

Oracle is a licensor of computer software and provides software-related products, technical support, maintenance, educational materials, and programs as well as cloud-based

services. These products and services often are designed for the customer's specific needs.

Prior to the Petition Date, Oracle and the Debtors were parties to various licenses and related support agreements (the "Oracle Agreements").

The Court entered its Order confirming the Plan on June 30, 2023. *See Order Approving the Debtors' Disclosure Statement for, and Confirming, the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 234]. The Plan went effective on July 14, 2023 (the "Effective Date"). *See Notice of (I) Entry of an Order Approving the Debtors' Disclosure Statement for, and Confirming, the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, and (II) Occurrence of the Plan Effective Date* [Dkt. No. 248].

The Plan provides that all executory contracts will be assumed by the Debtors, and further states as follows:

Each Executory Contract and Unexpired Lease shall be deemed assumed, or assumed and assigned as set forth in the Plan Supplement, without the need for any further notice to or action, order, or approval of the Court, as of the Plan Effective Date under section 365 of the Bankruptcy Code, other than: (a) those that (1) are identified on the Rejected Executory Contracts and Unexpired Lease Schedule, (2) were previously expired or terminated pursuant to their own terms, (3) have been previously assumed or rejected by the Debtors pursuant to a Final Order, (4) are the subject of a motion to reject that is pending on the Plan Effective Date, or (5) have an ordered or requested effective date of rejection that is after the Plan Effective Date; and (b) the Tax Receivable Agreement, which shall be cancelled and deemed rejected and, for the avoidance of doubt, any rejection damages arising out of such rejection shall be treated as TRA Claims.

Plan Article V.A.

The Plan also sets forth the following procedures for contract counterparties to object to assumption and cure (the "Assumption Objection Procedures"):

Unless otherwise agreed upon in writing by the parties to the applicable Executory Contract or Unexpired Lease, **all requests for payment of Cure that differ from the amounts paid or proposed to be paid by the Debtors or the Reorganized Debtors to a counterparty must be Filed with the Court on or before thirty (30) days after the Plan Effective Date.....**

.....In addition, **any objection to the assumption of an Executory Contract or Unexpired Lease under the Plan must be Filed with the Court on or before thirty (30) days after the Plan Effective Date.** Any such objection will be scheduled to be heard by the Court at the Debtors' or Reorganized Debtors', as applicable, first scheduled omnibus hearing for which such objection is timely filed. Any counterparty to an Executory Contract or Unexpired Lease that fails to timely object to the proposed assumption of any Executory Contract or Unexpired Lease will be deemed to have consented to such assumption.

Plan Article V.C (emphasis added).

On June 21, 2023, the Debtors filed their *Notice of Filing Plan Supplement for the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code*. [Dkt. No. 207] ("Plan Supplement"). Exhibit "I" to the Plan Supplement is a draft rejection schedule which indicates that as of the filing of the Plan Supplement, the Debtors have not identified any executory contracts or unexpired leases to be rejected.

Since no Oracle contracts were identified for rejection in the Plan Supplement, nor were they previously assumed or rejected, the Oracle Agreements were assumed on the Plan Effective Date, subject to the Assumption Objection Procedures, and payment of the Cure Amount.

The outstanding invoices which make up the Cure Amount owed to Oracle are attached hereto as **Exhibit A**. Accordingly, Oracle timely submits its Cure Notice pursuant to the Assumption Objection Procedures.

### **III. ARGUMENT**

#### **A. The Debtors Must Pay The Cure Amount.**

Before assuming an unexpired executory contract, a debtor must (1) cure (or provide adequate assurance of a prompt cure of) any defaults under the subject contracts, and (2) provide adequate assurance of future performance under the contract. *See* 11 U.S.C. § 365(b)(1). Absent the foregoing, a debtor may not assume unexpired executory contracts.

As set forth in Exhibit A attached hereto, the total amount currently owed to Oracle by the Debtors is not less than \$22,225.75. The Cure Amount must be paid prior to the assumption of any Oracle agreements.

#### **B. The Debtors Have Not Provided Adequate Assurance.**

In addition to requiring that defaults be cured, Section 365(b)(2) of the Bankruptcy Code obligates a debtor to provide adequate assurance of future performance under the contract before the executory contract may be assumed. *See* 11 U.S.C. § 365(b)(2). In light of the Debtors' failure to pay, or even acknowledge to this point, the Cure Amount, Oracle is unable to determine whether Debtors have complied, or will comply, with the requirements of Section 365(b) of the Bankruptcy Code.

### **IV. CONCLUSION**

For the reasons set forth above, Oracle respectfully requests that the Court deny assumption of any Oracle contract in the absence of Debtors' confirmation that they first will cure the outstanding amounts due and owing to Oracle.

Dated: August 10, 2023

\_\_\_\_\_  
Annie Catmull  
Annie Catmull  
State Bar No. 00794932  
**O'CONNOR WECHSLER PLLC.**  
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aecatmull@o-w-law.com

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Oracle America, Inc.

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**ORACLE AMERICA, INC.**  
500 Oracle Parkway  
Redwood City, California 94065  
Telephone: (650) 506-5200  
Facsimile: (650) 506-7114

Attorneys for Oracle America, Inc.

**Certificate of Service**

I certify that on August 10, 2023, a true and correct copy of the attached objection was served via the Court ECF notification system to all registered users who have made an appearance.

\_\_\_\_\_  
Annie Catmull  
Annie Catmull

**Total Amount** 14,055.15  
**Due Date** 30-JUN-2023  
**Invoice Number** 100841741

**PO Number** 300000001215039  
**Invoice Date** 31-MAY-2023  
**Payment Terms** Net Due in 30 Days  
**Plan Number** 11019171  
**Agreement** Cloud Services Agreement (CSA) Online\_v040119\_US

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**Subtotal** 13,259.57  
**Tax** 795.58

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**Total** 14,055.15 USD

**Payment Instructions**

Reference Invoice Number: **100841741**

<b>Wire Funds To</b>	<b>Mail Checks To</b>
Wells Fargo Bank ACCT: 4522-020841 SWIFT Code: WFBIUS6S ABA: 121000248 Beneficiary: Oracle America, Inc.	Oracle America, Inc. PO Box 203448 Dallas, TX 75320-3448
	<b>Credit card, PayPal, or eCheck Payments</b>
	Visit shop.oracle.com

**Bill To**  
**QualTek USA, LLC**  
 Peter Nordby  
 475 Sentry Parkway E  
 Suite 200  
 Blue Bell, PA 19422  
 United States

**Ship To**  
**QualTek USA, LLC**  
 Peter Nordby  
 475 Sentry Parkway E  
 Suite 200  
 Blue Bell, PA 19422  
 United States

No.	Description	Qty	Tax	Extended Amount
1	Overage Billing - B89057 : Oracle Cloud Infrastructure - File Storage - Gigabyte Storage Capacity per Month : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	567.27
2	Overage Billing - B91628 : Oracle Cloud Infrastructure - Object Storage - Storage - Gigabyte Storage Capacity per Month : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	1,587.92
3	Overage Billing - B91633 : Oracle Cloud Infrastructure - Archive Storage - Free - Gigabyte Storage Capacity per Month : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	90.52
4	Overage Billing - B93000 : Oracle Cloud Infrastructure - Infrequent Access Storage - Storage - Gigabyte Storage Capacity Per Month : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	10.68
5	Overage Billing - B90571 : Oracle Base Database Service - High Performance - OCPU Per Hour : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	4,428.40
6	Overage Billing - B91962 : Oracle Cloud Infrastructure - Block Volume Performance - Performance Units Per Gigabyte Per Month : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	336.13

No.	Description	Qty	Tax	Extended Amount
7	Overage Billing - B92593 : Oracle Cloud Infrastructure - Logging - Storage - Gigabyte Log Storage Per Month : 21-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>1.78</b>
8	Overage Billing - B91961 : Oracle Cloud Infrastructure - Block Volume Storage - Gigabyte Storage Capacity Per Month : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>390.41</b>
9	Overage Billing - B89640 : Oracle Integration Cloud Service - Enterprise - 5K Messages Per Hour : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>732.70</b>
10	Overage Billing - B90570 : Oracle Base Database Service - Enterprise - OCPU Per Hour : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>4,884.67</b>
11	Overage Billing - B91627 : Oracle Cloud Infrastructure - Object Storage - Requests - 10,000 Requests per Month : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>3.12</b>
12	Overage Billing - B91633 : Oracle Cloud Infrastructure - Archive Storage - Free - Gigabyte Storage Capacity per Month : 01-May-2023 - 19-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>124.84</b>
13	Overage Billing - B89041 : Oracle Autonomous Data Warehouse - Exadata Storage - Terabyte Storage Capacity Per Month : 01-May-2023 - 26-May-2023, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>101.13</b>

**Total Amount** 6,226.19  
**Due Date** 30-AUG-2021  
**Invoice Number** 100032151

**PO Number** POEF1 - Accepted Online  
**Invoice Date** 31-JUL-2021  
**Payment Terms** Net Due in 30 Days  
**Plan Number** 11019171  
**Agreement** Cloud Services Agreement (CSA) Online\_v040119\_US

**Payment Instructions**

Reference Invoice Number: **100032151**

<b>Wire Funds To</b>	<b>Mail Checks To</b>
Wells Fargo Bank ACCT: 4522-020841 SWIFT Code: WFBIUS6S ABA: 121000248 Beneficiary: Oracle America, Inc.	Oracle America, Inc. PO Box 203448 Dallas, TX 75320-3448

**Subtotal** 5,873.76  
**Tax** 352.43

**Total** 6,226.19 USD

<b>Bill To</b>	<b>Ship To</b>
<b>QualTek USA, LLC</b> Account Payable 1150 First Ave Ste 600 King Of Prussia, PA 19406 United States	<b>QualTek USA, LLC</b> Michael Michini 1150 First Ave Ste 600 King Of Prussia, PA 19406 United States

No.	Description	Qty	Tax	Extended Amount
1	Usage Billing - B91627 : Oracle Cloud Infrastructure - Object Storage - Requests - 10,000 Requests per Month : 01-Jul-2021 - 31-Jul-2021, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	3.54
2	Usage Billing - B89640 : Oracle Integration Cloud Service - Enterprise - 5K Messages Per Hour : 01-Jul-2021 - 31-Jul-2021, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	959.98
3	Usage Billing - B90570 : Oracle Cloud Infrastructure - Database Cloud Service - Enterprise Edition - OCPU Per Hour : 01-Jul-2021 - 31-Jul-2021, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	3,839.93
4	Usage Billing - B91628 : Oracle Cloud Infrastructure - Object Storage - Storage - Gigabyte Storage Capacity per Month : 01-Jul-2021 - 31-Jul-2021, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	726.70
5	Usage Billing - B91633 : Oracle Cloud Infrastructure - Archive Storage - Free - Gigabyte Storage Capacity per Month : 11-Jul-2021 - 31-Jul-2021, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	N	0.07
6	Usage Billing - B91962 : Oracle Cloud Infrastructure - Block Volume Performance - Performance Units Per Gigabyte Per Month : 01-Jul-2021 - 31-Jul-2021, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	136.48

No.	Description	Qty	Tax	Extended Amount
7	Usage Billing - B91961 : Oracle Cloud Infrastructure - Block Volume Storage - Gigabyte Storage Capacity Per Month : 01-Jul-2021 - 31-Jul-2021, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>204.71</b>
8	Usage Billing - B92593 : Oracle Cloud Infrastructure - Logging - Storage - Gigabyte Log Storage Per Month : 05-Jul-2021 - 31-Jul-2021, Acc. Name : cacct-b417f06623d14051bec588fa32cce2b8	1	Y	<b>2.35</b>



Oracle America, Inc.  
 500 Oracle Parkway  
 Redwood Shores, CA 94065  
 United States

# INVOICE

Federal Tax ID: 94-2805249

<b>INVOICE NUMBER</b>	8542121
<b>INVOICE DATE</b>	07-Oct-2020
<b>YOUR P.O. NUMBER</b>	NA
<b>PAYMENT TERMS</b>	NET 30 DAYS
<b>DUE DATE</b>	06-Nov-2020
<b>CUSTOMER REF</b>	

**BILL TO :**  
 QualTek USA, LLC  
 Todd Accounts Payable\*  
 1150 First Ave  
 Ste 600  
 King Of Prussia, PA 19406  
 United States

**PAYMENT INSTRUCTIONS:**

<b>REFERENCE</b>	8542121	<b>ON YOUR REMITTANCE</b>
<b>MAIL CHECKS TO:</b>	Oracle America, Inc. P.O. Box 203448 Dallas TX 75320-3448	
<b>WIRE TRANSFERS TO:</b>	WELLS FARGO BANK ABA 121000248 ACCT 4522-020841	

**SHIP TO :**  
 QualTek USA, LLC  
 Michael Michini  
 1150 First Ave  
 Ste 600  
 King Of Prussia, PA 19406  
 United States

FOR BILLING QUESTIONS, CALL: (888) 803-7414 OR EMAIL: COLLECTIONS\_US@ORACLE.COM

ORACLE SALESPERSON	ORACLE ORDER NUMBER	CUSTOMER CONTACT	END USER
Vendola, Alexander Gerard (Alex)	10165080	Todd Accounts Payable*	

ITEM NO.	DESCRIPTION	QTY/ NO. OF USERS	TAX	EXTENDED AMOUNT
1	B73947 : Oracle Fusion Automated Invoice Processing Cloud Service - Hosted 1K Records : 07-Oct-2020 - 30-Dec-2020 Quantity : 10 Quote: CPQ-1854679 Order: 9451832	1	Y	1,664.52

<b>SPECIAL INSTRUCTIONS:</b>	<b>SUBTOTAL</b>	<b>TAX</b>	<b>TOTAL(USD)</b>
	1,664.52	99.88	1,764.40
	<b>Less Payments</b>		0.00
	<b>Credits/Adjustments</b>		0.00
	<b>Outstanding Balance as of 10-Oct-2020</b>		1,764.40



Oracle America, Inc.  
 500 Oracle Parkway  
 Redwood Shores, CA 94065  
 United States

# INVOICE

Federal Tax ID: 94-2805249

<b>INVOICE NUMBER</b>	8607762
<b>INVOICE DATE</b>	28-Feb-2021
<b>YOUR P.O. NUMBER</b>	ORCL67
<b>PAYMENT TERMS</b>	NET 30 DAYS
<b>DUE DATE</b>	30-Mar-2021
<b>CUSTOMER REF</b>	

**BILL TO :**  
 QualTek USA, LLC  
 Accounts Payable\*  
 1150 First Ave  
 Ste 600  
 King Of Prussia, PA 19406  
 United States

**PAYMENT INSTRUCTIONS:**

<b>REFERENCE</b>	8607762	<b>ON YOUR REMITTANCE</b>
<b>MAIL CHECKS TO:</b>		Oracle America, Inc. P.O. Box 203448 Dallas TX 75320-3448
<b>WIRE TRANSFERS TO:</b>		WELLS FARGO BANK ABA 121000248 ACCT 4522-020841

**SHIP TO :**  
 QualTek USA, LLC  
 Accounts Payable\*  
 1150 First Ave  
 KING OF PRUSSIA, PA 19406  
 United States

FOR BILLING QUESTIONS, CALL: (888) 803-7414 OR EMAIL: COLLECTIONS\_US@ORACLE.COM

ORACLE SALESPERSON	ORACLE ORDER NUMBER	CUSTOMER CONTACT	END USER
Choate, Joseph Daniel	10523877	Accounts Payable*	

ITEM NO.	DESCRIPTION	QTY/ NO. OF USERS	TAX	EXTENDED AMOUNT
1	Usage Billing - B88274 : Oracle Cloud Infrastructure - Block Storage Classic - Gigabyte Storage Capacity per Month : 01-Feb-2021 - 28-Feb-2021, Acc. Name : cacct-02410c50e7514a65b000b20124f985ae	1	Y	169.82

<b>SPECIAL INSTRUCTIONS:</b>	<b>SUBTOTAL</b>	<b>TAX</b>	<b>TOTAL(USD)</b>
	169.82	10.19	180.01
	<b>Less Payments</b>		0.00
	<b>Credits/Adjustments</b>		0.00
	<b>Outstanding Balance as of 03-Mar-2021</b>		180.01