

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

In re:)
) Chapter 11
)
SIZMEK INC.,)
) Case No. 19-10971 (SMB)
)
Debtor.)
)
)
Tax I.D. No. 37-1744624)

In re:)
) Chapter 11
)
POINT ROLL, INC.,)
) Case No. 19-10972 (SMB)
)
Debtor.)
)
)
Tax I.D. No. 23-3043173)

In re:)
) Chapter 11
)
SIZMEK DSP, INC.,)
) Case No. 19-10973 (SMB)
)
Debtor.)
)
)
Tax I.D. No. 30-0472319)

In re:)
) Chapter 11
)
SIZMEK TECHNOLOGIES, INC.,)
) Case No. 19-10974 (SMB)
)
Debtor.)
)
)
Tax I.D. No. 52-2266402)

In re:)
) Chapter 11
)
WIRELESS ARTIST LLC,)
) Case No. 19-10975 (SMB)
)
Debtor.)
)
)
Tax I.D. No. 30-0720302)

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In re:)	Chapter 11
)	
WIRELESSDEVELOPER, INC.,)	Case No. 19-10976 (SMB)
)	
Debtor.)	
)	
Tax I.D. No. 36-4439686)	
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In re:)	Chapter 11
)	
X PLUS ONE SOLUTIONS, INC.,)	Case No. 19-10977 (SMB)
)	
Debtor.)	
)	
Tax I.D. No. 13-4038106)	
<hr/>)	
In re:)	Chapter 11
)	
X PLUS TWO SOLUTIONS, LLC,)	Case No. 19-10978 (SMB)
)	
Debtor.)	
)	
Tax I.D. No. 26-3794914)	
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ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Bankruptcy Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012; and that the Bankruptcy Court may enter a final order consistent with Article III of the United States Constitution; and the Bankruptcy Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and

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

1409; and the Bankruptcy Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Bankruptcy 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 the Bankruptcy Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing under the circumstances; and the Bankruptcy Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Bankruptcy Court (the "Hearing"); and the Bankruptcy Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Bankruptcy Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Bankruptcy Court under Case No. 19-10971 (SMB).
3. The caption of the jointly administered cases should read as follows:

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

In re:)	Chapter 11
)	
SIZMEK, INC., <i>et al.</i> , ¹)	Case No. 19-10971 (SMB)
)	
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 docket of each of the debtors other than Sizmek Technologies, 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 directing the joint administration of the chapter 11 cases of: Sizmek Inc., Case No. 19-10971; Point Roll, Inc., Case No. 19-10972; Sizmek DSP, Inc., Case No. 19-10973; Sizmek Technologies, Inc., Case No. 19-10974; Wireless Artist LLC, Case No. 19-10975; WirelessDeveloper, Inc., Case No. 19-10976; X Plus One Solutions, Inc., Case No. 19-10977; and X Plus Two Solutions, LLC, Case No. 19-10978. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 19-10971 (SMB).**

6. One consolidated docket, one file, and one consolidated service list shall be maintained by the Debtors and kept by the clerk of the Bankruptcy Court with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sizmek Inc. (4624); Point Roll, Inc. (3173); Sizmek DSP, Inc. (2319); Sizmek Technologies, Inc. (6402); Wireless Artist LLC (0302); WirelessDeveloper, Inc. (9686); X Plus One Solutions, Inc. (8106); and X Plus Two Solutions, LLC (4914). The location of the Debtors' service address for purposes of these chapter 11 cases is: 401 Park Avenue South, 5th Floor, New York, NY 10016.

7. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the U.S. Trustee, by consolidating the information required for each debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

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. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the local rules of the Bankruptcy Court are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. The Bankruptcy Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

New York, New York
Dated: April 3, 2019

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE