

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
<i>Caption in Compliance with D.N.J. LBR 9004-1(b)</i>	
O'MELVENY & MYERS LLP Jordan A. Weber, Esq. 400 South Hope Street, 19th Floor Los Angeles, CA 90071 Telephone: (213) 430-6000 jweber@omm.com - and - Colleen Powers, Esq. (NJ Bar No. #211782018) 1301 Avenue of the Americas, Suite 1700 New York, NY 10019 Telephone: (212) 326-2000 cpowers@omm.com <i>Counsel to Proofpoint, Inc.</i>	
In re:	Chapter 11
CTI Liquidation Co., Inc.	Case No. 23-14853 (JKS)
Post-Effective Date Debtor.	Hearing Date: September 10, 2024 Time: 10:00 a.m. (ET)

**PROOFPOINT'S RESPONSE TO THE GUC TRUSTEE'S FIRST OMNIBUS
OBJECTION REGARDING CLAIM NO. 342**

1. Proofpoint, Inc. ("Proofpoint") hereby files this response to the *First Omnibus Objection to Claims Seeking to Disallow and Expunge Certain (A) Duplicative Claims; (B) Amended and Superseded Claims; (C) Insufficient Documentation Claims; (D) Late-Filed Claims; and (E) No Liability Claims* [Docket No. 995] (the "Omnibus Objection") filed by the GUC trustee in the above-captioned case.¹ The Omnibus Objection contains an objection to Proofpoint's Proof of Claim No. 342 (the "Proofpoint Cxtera Canada Claim") against Cxtera Communications Canada, ULC ("Cxtera Canada"), which was designed to cover contingent and unliquidated

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Omnibus Objection.



claims in connection with the Debtors' Master Services Agreement with Proofpoint. At the time of the filing, the Debtor had neither assumed nor rejected the Master Services Agreement.

2. The stated basis for the objection is that “[c]laimant has articulated no basis for asserting a claim against a debtor entity related to the alleged successor to the contract counterparty.” Omnibus Objection, Sch. 5 at 1. On the contrary, the Proofpoint Cyxtera Canada Claim does articulate a basis: Cyxtera Canada “provides services” to Proofpoint pursuant to the Master Services Agreement with Proofpoint. Proof of Claim No. 342, Attachment at 1. Thus, the objection fails to state a basis upon which to disallow Proofpoint’s claim.

3. While the objection to the Proofpoint Cyxtera Canada Claim is meritless, it is Proofpoint’s understanding that the underlying Master Services Agreement has been assumed and assigned. Proofpoint has reached out to counsel to the GUC Trust to confirm and hopes to be able to resolve the objection with confirmation that the contract was in fact assumed and that Proofpoint retains all rights associated with the assumed contract.² However, in an abundance of caution, Proofpoint hereby responds to the Omnibus Objection; reserves all rights in connection with its claims filed in Debtors’ chapter 11 cases, including the Proofpoint Cyxtera Canada Claim; and hereby respectfully requests that Court overrule the Omnibus Objection to the extent it objects to the Proofpoint Cyxtera Canada Claim.

[Remainder of Page Intentionally Left Blank]

² By email, counsel to the GUC trustee extended the deadline for Proofpoint to respond to the Omnibus Objection through September 5, 2024.

Dated: September 5, 2024

Respectfully submitted,

O'MELVENY & MYERS LLP

/s/ Colleen Powers

Colleen Powers

1301 Avenue of the Americas, Suite 1700

New York, New York 10019

Telephone: (212) 326-2000

E-mail: cpowers@omm.com

-and-

O'MELVENY & MYERS LLP

Jordan A. Weber, Esq. (*pro hac vice* forthcoming)

400 South Hope Street, 19th Floor

Los Angeles, California 90071

Telephone: (213) 430-6000

E-mail: jweber@omm.com

Counsel for Proofpoint, Inc.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

O'MELVENY & MYERS LLP

Jordan A. Weber, Esq. (*pro hac vice* forthcoming)
400 South Hope Street, 19th Floor
Los Angeles, CA 90071
Telephone: (213) 430-6000
jweber@omm.com

- and -

Colleen Powers, Esq. (NJ Bar No. #211782018)
1301 Avenue of the Americas, Suite 1700
New York, NY 10019
Telephone: (212) 326-2000
cpowers@omm.com

Counsel to Proofpoint, Inc.

In re:

CTI Liquidation Co., Inc.,

Post-Effective Date Debtor

Chapter 11

Case No. 23-14853 (JKS)

CERTIFICATION OF SERVICE

1. I, Jordan A. Weber:

☒ represent Proofpoint, Inc. in this matter.

☐ am the secretary/paralegal for _____, who represents the _____
in this matter.

☐ am the _____ in this case and am representing myself.

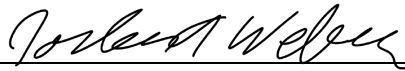
2. On September 5, 2024, respectively, I sent a copy of the following pleadings and/or

documents to the parties listed in the chart below.

*a. PROOFPOINT'S RESPONSE TO THE GUC TRUSTEE'S FIRST OMNIBUS
OBJECTION REGARDING CLAIM NO. 342*

3. I certify under penalty of perjury that the above documents were sent using the mode of service indicated.

Dated: September 5, 2024



Jordan A. Weber

Name and Address of Party Served	Relationship of Party to the Case	Mode of Service
<p>META Advisors LLC 3 World Trade Center 175 Greenwich Street, 67th Fl New York, NY 10007 Attn: Grace Marie Codispoti</p>	<p>GUC Trustee</p>	<p><input type="checkbox"/> Hand-delivered <input type="checkbox"/> Regular mail <input type="checkbox"/> Certified mail/RR <input checked="" type="checkbox"/> Other: <u>Overnight mail on 9/5/24</u> (As authorized by the Court or by rule. Cite the rule if applicable.)</p>
<p>Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, NY 10017 Attn: Bradford J. Sandler Attn: Paul J. Labov Attn: Colin R. Robinson bsandler@pszjlaw.com plabov@pszjlaw.com crobinson@pszjlaw.com</p> <p>Kelley Drye & Warren LLP One Jefferson Road, Second Floor Parsippany, NJ 07054 Attn: James S. Carr Attn: Dana Kane</p>	<p>Counsel to the GUC Trustee</p>	<p><input type="checkbox"/> Hand-delivered <input type="checkbox"/> Regular mail <input type="checkbox"/> Certified mail/RR <input checked="" type="checkbox"/> Other: <u>Email and Overnight Mail on 9/5/24</u> (As authorized by the Court or by rule. Cite the rule if applicable.)</p>
<p>Office of the United States Trustee, Regions 3 & 9 One Newark Center Suite 2100 Newark, NJ 07102 Attn: Martha R. Hildebrandt, Esq.</p>	<p>U.S. Trustee</p>	<p><input type="checkbox"/> Hand-delivered <input type="checkbox"/> Regular mail <input type="checkbox"/> Certified mail/RR <input checked="" type="checkbox"/> Other: <u>Overnight Mail on 9/5/24</u> (As authorized by the Court or by rule. Cite the rule if applicable.)</p>