

**Fill in this information to identify the case:**

Debtor Pareteum Corporation

United States Bankruptcy Court for the: Southern District of New York  
(State)

Case number 22-10615

**Official Form 410  
Proof of Claim**

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

**Part 1: Identify the Claim**

|   |   |  |
|---|---|--|
| <b>1. Who is the current creditor?</b>  | <u>Dawson James Securities, Inc.</u><br>Name of the current creditor (the person or entity to be paid for this claim)   |  |
|   | Other names the creditor used with the debtor _____   |  |
| <b>2. Has this claim been acquired from someone else?</b>   | <input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. From whom? _____  |  |
| <b>3. Where should notices and payments to the creditor be sent?</b><br><br>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) | <b>Where should notices to the creditor be sent?</b>  | <b>Where should payments to the creditor be sent? (if different)</b>   |
|   | Dawson James Securities, Inc.<br>Attn: Steven Wilamowsky, Esq.<br>ArentFox Schiff LLP<br>1185 Avenue of the Americas, Suite 3000<br>New York, NY 10036  | Dawson James Securities, Inc.<br>Attn: Richard Aulicino<br>101 N. Federal Highway<br>Suite 600<br>Boca Raton, FL 33432 |
|   | Contact phone <u>212-753-5000</u>   | Contact phone <u>561-391-5555</u>  |
|   | Contact email <u>steven.wilamowsky@afslaw.com</u>   | Contact email <u>raulicino@dawsonjames.com</u>   |
|   | Uniform claim identifier for electronic payments in chapter 13 (if you use one):<br>_____   |  |
| <b>4. Does this claim amend one already filed?</b>  | <input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____<br><div style="text-align: right;">MM / DD / YYYY</div> |  |
| <b>5. Do you know if anyone else has filed a proof of claim for this claim?</b>   | <input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Who made the earlier filing? _____  |  |



**Part 2: Give Information About the Claim as of the Date the Case Was Filed**

6. Do you have any number you use to identify the debtor?  No  
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_ \_

7. How much is the claim? \$ See Addendum. Does this amount include interest or other charges?  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
Limit disclosing information that is entitled to privacy, such as health care information.  
See Addendum

9. Is all or part of the claim secured?  No  
 Yes. The claim is secured by a lien on property.  
**Nature or property:**  
 Real estate: If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: \_\_\_\_\_  
**Basis for perfection:** \_\_\_\_\_  
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  
**Value of property:** \$ \_\_\_\_\_  
**Amount of the claim that is secured:** \$ \_\_\_\_\_  
**Amount of the claim that is unsecured:** \$ \_\_\_\_\_ (The sum of the secured and unsecured amount should match the amount in line 7.)  
**Amount necessary to cure any default as of the date of the petition:** \$ \_\_\_\_\_  
**Annual Interest Rate** (when case was filed) \_\_\_\_\_ %  
 Fixed  
 Variable

10. Is this claim based on a lease?  No  
 Yes. Amount necessary to cure any default as of the date of the petition. \$ \_\_\_\_\_

11. Is this claim subject to a right of setoff?  No  
 Yes. Identify the property: See Addendum



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

|   | Amount entitled to priority |
|---|-----------------------------|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  | \$ _____                    |
| <input type="checkbox"/> Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).  | \$ _____                    |
| <input type="checkbox"/> Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). | \$ _____                    |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).  | \$ _____                    |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).  | \$ _____                    |
| <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.  | \$ _____                    |

\* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ See Addendum \_\_\_\_\_

**Part 3: Sign Below**

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 08/12/2022  
MM / DD / YYYY

/s/Richard Aulicino  
Signature

**Print the name of the person who is completing and signing this claim:**

Name Richard Aulicino  
First name Middle name Last name

Title President

Company Dawson James Securities, Inc.  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 101 N. Federal Highway, Suite 600, Boca Raton, FL, 33432

Contact phone 561-391-5555 Email raulicino@dawsonjames.com



# KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (888) 201-2205 | International (310) 751-1839

|   |  |                                  |
|---|--|----------------------------------|
| <b>Debtor:</b><br>22-10615 - Pareteum Corporation<br><b>District:</b><br>Southern District of New York, New York Division   |  |                                  |
| <b>Creditor:</b><br>Dawson James Securities, Inc.<br>Attn: Steven Wilamowsky, Esq.<br>ArentFox Schiff LLP<br>1185 Avenue of the Americas<br>Suite 3000<br>New York, NY, 10036<br><br><b>Phone:</b><br>212-753-5000<br><b>Phone 2:</b><br><br><b>Fax:</b><br><br><b>Email:</b><br>steven.wilamowsky@afslaw.com                   | <b>Has Supporting Documentation:</b><br>Yes, supporting documentation successfully uploaded<br><b>Related Document Statement:</b><br><br><b>Has Related Claim:</b><br>No<br><b>Related Claim Filed By:</b><br><br><b>Filing Party:</b><br>Creditor |                                  |
| <b>Disbursement/Notice Parties:</b><br>Dawson James Securities, Inc.<br>Attn: Richard Aulicino<br>101 N. Federal Highway<br>Suite 600<br><br>Boca Raton, FL, 33432<br><br><b>Phone:</b><br>561-391-5555<br><b>Phone 2:</b><br><br><b>Fax:</b><br><br><b>E-mail:</b><br>raulicino@dawsonjames.com<br><b>DISBURSEMENT ADDRESS</b> |  |                                  |
| <b>Other Names Used with Debtor:</b>  | <b>Amends Claim:</b><br>No<br><b>Acquired Claim:</b><br>No   |                                  |
| <b>Basis of Claim:</b><br>See Addendum  | <b>Last 4 Digits:</b><br>No  | <b>Uniform Claim Identifier:</b> |
| <b>Total Amount of Claim:</b><br>See Addendum   | <b>Includes Interest or Charges:</b><br>None   |                                  |
| <b>Has Priority Claim:</b><br>No  | <b>Priority Under:</b>   |                                  |
| <b>Has Secured Claim:</b><br>No<br><br><b>Amount of 503(b)(9):</b><br>Yes: See Addendum<br><br><b>Based on Lease:</b><br>No<br><br><b>Subject to Right of Setoff:</b><br>Yes, See Addendum  | <b>Nature of Secured Amount:</b><br><b>Value of Property:</b><br><br><b>Annual Interest Rate:</b><br><br><b>Arrearage Amount:</b><br><br><b>Basis for Perfection:</b><br><br><b>Amount Unsecured:</b>  |                                  |
| <b>Submitted By:</b><br>Richard Aulicino on 12-Aug-2022 10:36:48 a.m. Eastern Time<br><br><b>Title:</b><br>President<br><br><b>Company:</b><br>Dawson James Securities, Inc.  |  |                                  |

**Optional Signature Address:**

Richard Aulicino  
101 N. Federal Highway  
Suite 600  
Boca Raton, FL, 33432

**Telephone Number:**

561-391-5555

**Email:**

[raulicino@dawsonjames.com](mailto:raulicino@dawsonjames.com)

**ADDENDUM TO PROOF OF CLAIM OF DAWSON JAMES  
SECURITIES, INC., AGAINST PARETEUM CORPORATION**

1. This proof of claim (the “Proof of Claim”) is filed by Dawson James Securities, Inc. (the “Claimant”).
2. On May 15, 2022, Pareteum Corporation (“Pareteum”) and eight affiliated debtors (the “Debtors”) filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”). The cases are jointly administered under Case No. 22-10615 before the Honorable Lisa G. Beckerman, in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).
3. The Claimant has claims against Pareteum for contractual indemnity, contribution, indemnification, breach of contract, and negligent misrepresentation (collectively, the “Claims”).
4. The events that give rise to the Claims can be summarized as follows:
  - a. The Claimant served as placement agent for Pareteum’s September, 2019, \$40 million direct public offering of certain common stock and warrants. The terms of the Claimant’s engagement are set forth in that certain Placement Agency Agreement, dated September 20, 2019 (the “Agreement”).
  - b. Pursuant to the Agreement, Pareteum represented and warranted that the offering materials for the September 2019 offering were in compliance with applicable law and did not including any material misstatements or omissions. The Agreement, by its express terms, also provided that Pareteum would indemnify the Claimant and would owe Claimant for contribution for any liabilities associated with Pareteum’s breach of its representations and warranties, and would reimburse Pareteum for its legal fees and expenses as and when incurred in connection with Pareteum’s indemnification and contribution obligations.
  - c. On or around October 22, 2019, certain individuals calling themselves the “Pareteum Shareholder Investor Group” commenced a purported class action in the United States District Court for the Southern District of New York, under the caption *In re Pareteum Securities Litigation*, Case No. 19-CV-9767 (the “Securities Litigation”).

- d. Pursuant to an amended complaint filed in the Securities Litigation, the purported class members alleged violations of various federal securities law. Certain violations, in addition to being alleged against the Debtors and/or various third parties, were asserted as well against the Claimant. In particular, it was alleged that the offering materials in connection with the September 2019 offering were false and misleading, and that the Claimant somehow bore responsibility.
- e. On September 10, 2021, the Claimant filed its answer in the Securities Litigation with accompanying cross-claims against Pareteum, Pareteum's accounting firm, and various individual defendants. The cross-claims against Pareteum included claims for breach of contract, contractual indemnification and contribution, statutory contribution, and equitable indemnification and contribution.
- f. On July 21, 2022, the court in the Securities Litigation entered a Stipulation dismissing the Claimant from the case, without prejudice.

5. The Claims consist of: (a) a fully matured, liquidated claim in the amount of not less than **\$139,000** for legal fees already incurred by Claimant in connection with the Securities Litigation; and (b) contingent claims for indemnification, contribution, and reimbursement, particularly (but not exclusively) in the event that Claimant were to be re-joined to the Securities Litigation. The Claims arise both pursuant to the express terms of the Agreement, as well as other provisions of applicable law.

*General Provisions*

6. The Claimant does not attach copies of the documents supporting the Claims, because the Debtors already have copies of the relevant documents, including, but not limited to, the Agreement and the pleadings filed in the Securities Litigation.<sup>1</sup> The Claimant will, however, deliver copies of the documentation upon request and reserves the right to supplement this Proof of Claim with documentation at any time.

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<sup>1</sup> Upon reasonable request, the Claimant also will provide appropriately redacted copies of its invoices on account of fees and expenses of counsel in connection with the Securities Litigation.

7. Certain of the Claimant's claims may be an administrative expense of one or more of the Debtors under sections 503 and 507 of the Bankruptcy Code. Subject to the foregoing, the claims are unsecured, except to the extent subject to any right of setoff and/or recoupment, which right is fully preserved by Claimant and not waived.

8. The Proof of Claim is filed to preserve any and all claims, rights, and entitlements, including those that are contingent, that the Claimant may have against any of the Debtors, and nothing set forth herein should be construed as an admission in any future litigation.

9. The Claimant reserves the right to amend and/or supplement further this Proof of Claim at any time and in any manner, and to file additional proofs of claim for additional claims that may be based on the respective rights and obligations arising under the documents described above, the relationship described therein or the same events and circumstances described herein. In addition, the Claimant reserves the right to attach or bring forth additional documents supporting the Claims, including additional documents that may become available after further investigation and discovery.

10. The filing of this Proof of Claim shall not constitute: (a) a waiver or release of the rights of the Claimant against any of the Debtors, or any other person or property; (b) a waiver of the right of Claimant to contest the jurisdiction of this Court with respect to the subject matter of the Claims set forth herein, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this case against or otherwise involving the Claimant; (c) a waiver of the right of Claimant to trial by jury in any proceedings so triable in these cases or any controversy or proceedings related to these cases; or (d) an election of remedies or choice of law.



11. All notices concerning this Proof of Claim shall be sent to:

Dawson James Securities, Inc.  
101 N. Federal Highway, Suite 600  
Boca Raton, FL 33432  
Attention: Mr. Richard Aulicino  
Email: raulicino@dawsonjames.com

with a copy to:

ArentFox Schiff LLP  
1185 Avenue of the Americas  
New York, NY 10036  
Attn: Steven Wilamowsky, Esq.  
Email: steven.wilamowsky@afslaw.com

and

ArentFox Schiff LLP  
1717 K Street, NW  
Washington, DC 20006  
Attn: Ralph De Martino, Esq.  
Email: ralph.demartino@afslaw.com