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and Debtors in Possession*

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

In re:

PARETEUM CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No.: 22-10615 (LGB)

(Jointly Administered)

REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM

1. Name of claimant: Amazon Web Services, Inc.

2. Debtor that the claim is asserted against (check one):

- | | | |
|--|---|--|
| <input type="checkbox"/> Pareteum Corporation (Case No. 22-10615) | <input type="checkbox"/> iPass, Inc. (Case No. 22-10618) | <input type="checkbox"/> Artilium Group Ltd. (Case No. 22-10621) |
| <input checked="" type="checkbox"/> Pareteum North America Corp. (Case No. 22-10616) | <input type="checkbox"/> iPass IP LLC (Case No. 22-10619) | <input type="checkbox"/> Pareteum Asia Pte. Ltd. (Case No. 22-10622) |
| <input type="checkbox"/> Devicescape Holdings, Inc. (Case No. 22-10617) | <input type="checkbox"/> Pareteum Europe B.V. (Case No. 22-10620) | <input type="checkbox"/> Pareteum N.V. (Case No. 22-10623) |

3. Nature and description of the claim (you may attach a separate summary): _____

Cloud computing and storage services. See attached addendum

4. Date(s) claim arose: May 15, 2022 through August 31, 2022

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5. Amount of claim: \$143,080.55

SEP 30 2022

KURTZMAN CARSON CONSULTANTS

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Pareteum Corporation (7538); Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); Devicescape Holdings, Inc. (2909); iPass, Inc. (4598); iPass IP LLC (2550); Pareteum Europe B.V.; Artilium Group Ltd. (f/k/a Artilium PLC); Pareteum Asia Pte. Ltd.; and Pareteum N.V. (f/k/a Artilium N.V.).



6. Documentation supporting the claim must be attached hereto. Documentation should include both evidence of the nature of the Administrative Expense Claim asserted as well as evidence of the date or dates on which the Administrative Expense Claim arose.

Signature: Steve Beranek Date: 9/29/2022
DD29ECB24CB844E

Name: Steve Beranek, Senior Manager Finance Ops

Address: 2345 Crystal Drive, Suite 1100

Arlington, VA 22202

Phone Number: _____ Email: sberanek@amazon.com

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LETTER OF TRANSMITTAL

September 29, 2022

Pareteum Claims Processing Center
Kurtzman Carson Consultants LLC
222 N. Sepulveda Blvd.
El Segundo, CA 90245

In Re: Pareteum Corporation, et. al., USBC SDNY Case No. 22-10615

VIA: Hand Delivery Facsimile U.S. Mail Overnight Courier

<u>Date of Documents</u>	<u>Description of Documents</u>
09/29/2022	Request for Payment of Administrative Expense Claim for each of the 9 Debtors

For the following purpose:

<input type="checkbox"/>	Pursuant to the agreement	<input type="checkbox"/>	For your records
<input type="checkbox"/>	Per our conversation	<input type="checkbox"/>	For payment
<input type="checkbox"/>	Per my voice mail message	<input checked="" type="checkbox"/>	For filing
<input type="checkbox"/>	For signature	<input checked="" type="checkbox"/>	See remarks/further instructions

Remarks:

Enclosed is a Request for Payment of Administrative Expense Claim for each of the Debtors (1) Pareteum Corporation (7538); (2) Pareteum North America Corp. (f/k/a Elephant Talk North America Corp.) (9623); (3) Devicescape Holdings, Inc. (2909); (4) iPass, Inc. (4598); (5) iPass IP LLC (2550); (6) Pareteum Europe B.V.; (7) Artilium Group Ltd. (f/k/a Artilium PLC); (8) Pareteum Asia Pte. Ltd.; and (9) Pareteum N.V. (f/k/a Artilium N.V.).

K&L GATES LLP

By: Denise Lentz
For: Michael J. Gearin/Brian T. Peterson

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

In re:)

) Chapter 11

PARETEUM NORTH AMERICA CORP¹)

) Case No. 22-10616

Debtor.)
_____)

**ADDENDUM TO REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE
CLAIM OF AMAZON WEB SERVICES, INC.**

This Addendum is submitted with and incorporated in the Request for Payment of Administrative Expense Claim (“Admin Claim”) filed in the above-captioned case (the “Chapter 11 Case”) by Amazon Web Services, Inc. (“AWS”). In support of its Admin Claim, AWS states as follows:

1. Amazon Web Services, Inc., which is a subsidiary of Amazon.com, Inc., has an office of 410 Terry Ave. North, Seattle, WA 98109. The signatory of this Admin Claim is Steve Beranek, Senior Manager Financial Operations, who is authorized to execute this Admin Claim.
2. AWS is a worldwide leader in the provision of cloud computing and storage services. AWS has provided cloud computing and storage services to one or more of the Debtors in connection with account numbers 437452078062; 904741850963; 131715404727; and 082801105686, (the “Cloud Storage Accounts”). AWS’ relationship with the Debtors is governed by the terms of an AWS Customer Agreement (the “Agreement”). The Cloud Storage Accounts are linked accounts for which the account holders are jointly and severally liable under

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the terms of the Agreement. AWS files this Admin Claim for monies owed to AWS by the Debtors under the Agreement.

3. The Debtors owe AWS a total of \$143,080.55 for postpetition services AWS provided to the Debtors (May 15, 2022 – August 31, 2022) under the Agreement and in connection with the Cloud Storage Accounts.

4. A summary of outstanding invoices that form the basis for the calculation of the Admin Claim is attached hereto as Exhibit A. Copies of invoices are available upon request. Allocation of the charges to a specific Debtor based on the information presently available is uncertain and AWS therefore asserts the claims against each of the Debtors to reserve its right to allocate the charges amongst the Debtors.

5. AWS reserves the right to assert that any claims the Debtors may assert against AWS are subject to rights of setoff and/or recoupment.

6. AWS reserves the right to (a) amend and/or supplement this Admin Claim at any time, including after the applicable bar date, and in any manner; and (b) file additional proofs of claim for any additional claim(s) against the Debtors or any obligors that may be based on the same or additional documents or grounds of liability. This Admin Claim is not, and shall not be deemed to be, a waiver of any claim by AWS and all claims are hereby asserted and preserved.

7. The filing of this Admin Claim is not and shall not be deemed or construed as (a) a waiver or release by AWS of any rights against any person, entity, or property; (b) a consent by AWS to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case otherwise involving AWS; (c) a waiver or release of AWS's right, or AWS's consent, to trial by jury in this Court or any other court in any proceeding, whether or not the same be designated legal or private rights or in any case, controversy or proceeding related thereto, notwithstanding the designation or not of such matters as core proceedings pursuant to

28 U.S.C. § 157 or otherwise; (d) a waiver or release of AWS's right to have, or to assert that, any and all final orders in any and all matters or proceedings be entered only after *de novo* review by a judge of the United States District Court; (e) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Admin Claim, any objection thereto or other proceeding which may be commenced in this case or otherwise involving AWS; (f) an election of remedies or choice of law; (g) a waiver or release of, or any limitation on AWS's right to assert that amounts owed to AWS, including any portion of the claims asserted herein, are entitled to treatment as priority claims or as administrative claims, including pursuant to §§ 503(b) and 507(a) of the Bankruptcy Code; or (h) a waiver of any rights, claims, actions or defenses, setoffs, recoupments, or other matters to which AWS is entitled under any agreements, at law, in equity, or otherwise.

8. This Admin Claim is filed to preserve any and all rights and entitlements that AWS may have against the Debtors or its estates, and nothing set forth herein should be construed as an admission or waiver by AWS.

EXHIBIT A

Filing Date		15-May-22									
Operating Unit	Legal Entity	Number	Usage	Due Date	Currency	Original	Balance Due	Pre-Bankruptcy Amount	Post-Bankruptcy Amount		
AMAZON.COM, INC.	AMAZON.COM, INC.	849783301	Sep-21	1-Nov-21	USD	\$ 33,206.64	\$ 2,438.79	\$	2,438.79		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES21-511990	Sep-21	1-Nov-21	USD	\$ 7,755.40	\$ 2,243.03	\$	2,243.03		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES21-578184	Oct-21	2-Dec-21	USD	\$ 97.28	\$ 97.28	\$	97.28		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES21-578185	Oct-21	2-Dec-21	USD	\$ 7,998.93	\$ 7,998.93	\$	7,998.93		
AMAZON.COM, INC.	AMAZON.COM, INC.	896143377	Nov-21	9-Dec-21	USD	\$ 805.72	\$ 805.72	\$	805.72		
AMAZON.COM, INC.	AMAZON.COM, INC.	905878417	Nov-21	1-Jan-22	USD	\$ 34,227.88	\$ 34,227.88	\$	34,227.88		
AMAZON.COM, INC.	AMAZON.COM, INC.	906901013	Nov-21	1-Jan-22	USD	\$ 235.17	\$ 235.17	\$	235.17		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES21-665191	Nov-21	1-Jan-22	USD	\$ 97.28	\$ 97.28	\$	97.28		
AMAZON.COM, INC.	AMAZON.COM, INC.	919227449	Dec-21	8-Jan-22	USD	\$ 1,048.37	\$ 1,048.37	\$	1,048.37		
AMAZON.COM, INC.	AMAZON.COM, INC.	921798913	Dec-21	1-Feb-22	USD	\$ 243.01	\$ 243.01	\$	243.01		
AMAZON.COM, INC.	AMAZON.COM, INC.	924047637	Dec-21	1-Feb-22	USD	\$ 32,127.89	\$ 32,127.89	\$	32,127.89		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-9224	Dec-21	1-Feb-22	USD	\$ 97.28	\$ 97.28	\$	97.28		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-9226	Dec-21	1-Feb-22	USD	\$ 8,558.95	\$ 8,558.95	\$	8,558.95		
AMAZON.COM, INC.	AMAZON.COM, INC.	942561017	Jan-22	7-Feb-22	USD	\$ 1,308.09	\$ 1,308.09	\$	1,308.09		
AMAZON.COM, INC.	AMAZON.COM, INC.	954147901	Jan-22	5-Mar-22	USD	\$ 34,720.12	\$ 34,720.12	\$	34,720.12		
AMAZON.COM, INC.	AMAZON.COM, INC.	957160317	Jan-22	5-Mar-22	USD	\$ 243.01	\$ 243.01	\$	243.01		
AMAZON.COM, INC.	AMAZON.COM, INC.	956959253	Jan-22	5-Mar-22	USD	\$ 31,566.49	\$ 31,566.49	\$	31,566.49		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-105570	Jan-22	5-Mar-22	USD	\$ 97.28	\$ 97.28	\$	97.28		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-105571	Jan-22	5-Mar-22	USD	\$ 8,631.97	\$ 8,631.97	\$	8,631.97		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-105590	Jan-22	5-Mar-22	USD	\$ 22,777.43	\$ 22,406.46	\$	22,406.46		
AMAZON.COM, INC.	AMAZON.COM, INC.	966635265	Feb-22	12-Mar-22	USD	\$ 1,313.05	\$ 1,313.05	\$	1,313.05		
AMAZON.COM, INC.	AMAZON.COM, INC.	976291177	Feb-22	1-Apr-22	USD	\$ 219.49	\$ 219.49	\$	219.49		
AMAZON.COM, INC.	AMAZON.COM, INC.	976352445	Feb-22	1-Apr-22	USD	\$ 29,103.88	\$ 29,103.88	\$	29,103.88		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-160575	Feb-22	1-Apr-22	USD	\$ 97.28	\$ 97.28	\$	97.28		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-160576	Feb-22	1-Apr-22	USD	\$ 7,916.02	\$ 7,916.02	\$	7,916.02		
AMAZON.COM, INC.	AMAZON.COM, INC.	979205117	Feb-22	2-Apr-22	USD	\$ 34,091.35	\$ 34,091.35	\$	34,091.35		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-182773	Feb-22	2-Apr-22	USD	\$ 23,532.87	\$ 23,532.87	\$	23,532.87		
AMAZON.COM, INC.	AMAZON.COM, INC.	989003885	Mar-22	8-Apr-22	USD	\$ 1,332.20	\$ 1,332.20	\$	1,332.20		
AMAZON.COM, INC.	AMAZON.COM, INC.	996886857	Mar-22	2-May-22	USD	\$ 31,423.89	\$ 31,423.89	\$	31,423.89		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-219174	Mar-22	2-May-22	USD	\$ 97.28	\$ 97.28	\$	97.28		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-219175	Mar-22	2-May-22	USD	\$ 8,597.37	\$ 8,597.37	\$	8,597.37		
AMAZON.COM, INC.	AMAZON.COM, INC.	993295749	Apr-22	2-May-22	USD	\$ 1,264.80	\$ 1,264.80	\$	1,264.80		
AMAZON.SGD	AMAZON.SGD	SGIN22-66228	Mar-22	2-May-22	USD	\$ 26,272.57	\$ 26,272.57	\$	26,272.57		
AMAZON.COM, INC.	AMAZON.COM, INC.	1004164077	Mar-22	3-May-22	USD	\$ 37,601.14	\$ 37,601.14	\$	37,601.14		
AMAZON.COM, INC.	AMAZON.COM, INC.	999249573	Mar-22	3-May-22	USD	\$ 243.01	\$ 243.01	\$	243.01		
AMAZON.COM, INC.	AMAZON.COM, INC.	1012425241	Apr-22	9-May-22	USD	\$ 1,614.46	\$ 1,614.46	\$	1,614.46		
AMAZON.COM, INC.	AMAZON.COM, INC.	1022573277	Apr-22	1-Jun-22	USD	\$ 235.17	\$ 235.17	\$	235.17		
AMAZON.COM, INC.	AMAZON.COM, INC.	1022889345	Apr-22	1-Jun-22	USD	\$ 30,450.45	\$ 30,450.45	\$	30,450.45		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-301043	Apr-22	1-Jun-22	USD	\$ 97.28	\$ 97.28	\$	97.28		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-301044	Apr-22	1-Jun-22	USD	\$ 8,249.27	\$ 8,249.27	\$	8,249.27		
AMAZON.COM, INC.	AMAZON.COM, INC.	1014640265	Mar-22	1-Jun-22	USD	\$ 1,149.20	\$ 1,149.20	\$	1,149.20		
AMAZON.SGD	AMAZON.SGD	SGIN22-121246	Apr-22	1-Jun-22	USD	\$ 24,221.47	\$ 24,221.47	\$	24,221.47		
AMAZON.COM, INC.	AMAZON.COM, INC.	1028702753	Apr-22	2-Jun-22	USD	\$ 38,219.53	\$ 38,219.53	\$	38,219.53		
AMAZON.COM, INC.	AMAZON.COM, INC.	1035056689	May-22	8-Jun-22	USD	\$ 1,632.71	\$ 1,632.71	\$	737.35	895.36	
AMAZON.COM, INC.	AMAZON.COM, INC.	1041305025	May-22	2-Jul-22	USD	\$ 38,459.20	\$ 18,609.29	\$	8,404.20	10,205.09	
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-386186	May-22	3-Jul-22	USD	\$ 97.28	\$ 97.28	\$	43.93		
AMAZON.ES Corporate Services OU	AMAZON.ES Corporate	EUREES22-386187	May-22	3-Jul-22	USD	\$ 8,559.41	\$ 8,559.41	\$	3,865.54	4,693.87	
AMAZON.COM, INC.	AMAZON.COM, INC.	1050043293	May-22	3-Jul-22	USD	\$ 31,157.58	\$ 10,776.08	\$	4,866.62	5,909.46	
AMAZON.COM, INC.	AMAZON.COM, INC.	1058011349	Jun-22	8-Jul-22	USD	\$ 2,220.95	\$ 2,220.95	\$		2,220.95	
AMAZON.COM, INC.	AMAZON.COM, INC.	1089062977	Jul-22	1-Sep-22	USD	\$ 41,113.87	\$ 41,113.87	\$		41,113.87	
AMAZON.COM, INC.	AMAZON.COM, INC.	1114335213	Aug-22	2-Oct-22	USD	\$ 45,191.56	\$ 45,191.56	\$		45,191.56	
AMAZON.COM, INC.	AMAZON.COM, INC.	1113461693	Aug-22	2-Oct-22	USD	\$ 32,850.39	\$ 32,850.39	\$		32,850.39	
Total						\$ 657,587.57	\$	514,453.67	\$	143,080.55	