

Clerk's stamp:



COURT FILE NUMBER

2301-07385

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, RSC 1985, c C-36, as amended

AND IN THE MATTER OF CYXTERA TECHNOLOGIES,
INC., CYXTERA CANADA, LLC, CYXTERA
COMMUNICATIONS CANADA, ULC and CYXTERA
CANADA TRS, ULC

APPLICANTS

CYXTERA TECHNOLOGIES, INC., CYXTERA CANADA,
LLC, CYXTERA COMMUNICATIONS CANADA, ULC
AND CYXTERA CANADA TRS, ULC

DOCUMENT

AFFIDAVIT

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

Gowling WLG (Canada) LLP
421 7 Ave SW Suite 1600
Calgary, AB T2P 4K9
Attn: Tom Cumming/Sam Gabor/Stephen Kroeger
Ph. 1 403 298 1946
Email: tom.cumming@gowlingwlg.com /
sam.gabor@gowlingwlg.com /
stephen.kroeger@gowlingwlg.com
File No.: A170537

AFFIDAVIT OF ERIC KOZA #4

Sworn on September 1, 2023

I, **Eric Koza**, of the City of Mountain Lakes in the State of New Jersey, United States of America,
SWEAR AND SAY THAT:

1. I am the Chief Restructuring Officer ("**CRO**") of Cyxtera Technologies, Inc. ("**CTI**"), Cyxtera Canada, LLC ("**Cyxtera LLC**"), Cyxtera Communications Canada, ULC ("**Communications ULC**"), Cyxtera Canada TRS, ULC ("**TRS ULC**", and TRS ULC and Communications ULC being collectively "**Cyxtera Canada**", and Cyxtera Canada and

Cyxtera LLC being collectively the “**Debtors**”) and the other Chapter 11 Debtors (as defined below), and as such, have personal knowledge of the facts and matters hereinafter deposed to, except where stated to be based upon information and belief, in which case I verily believe them to be true and accurate.

2. I have reviewed the business records maintained by the Debtors herein in respect of the matters at issue, which I verily believe were made in the ordinary and usual course of business. Where I do not have direct personal knowledge of matters deposed to herein, and my knowledge is derived from my review of the business records, I have attached relevant copies of those business records as exhibits to my Affidavit.
3. I have served as the CRO of CTI and the Debtors since May 5, 2023 and am authorized by them to swear this Affidavit.
4. All references to dollar amounts contained herein are in United States dollars unless otherwise stated.

RELIEF REQUESTED

5. This affidavit is sworn in support of an application pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”, and the recognition proceedings of the Debtors under Part IV of the CCAA being the “**Recognition Proceedings**”) by CTI as foreign representative of the Debtors in the cases commenced by CTI, the Debtors and twelve (12) other affiliated corporations (the “**Chapter 11 Cases**”, and CTI, the Debtors and such affiliated corporations being collectively the “**Chapter 11 Debtors**”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**US Bankruptcy Code**”) before the United States Bankruptcy Court for the District of New Jersey (the “**US Bankruptcy Court**”) for an Order:
 - (a) recognizing and giving effect in Canada to the following fourth day order of the US Bankruptcy Court:
 - (i) a fourth interim order (i) authorizing the Chapter 11 Debtors to (A) continue using the cash management system, (B) honor certain prepetition obligations related thereto, (C) maintain existing Chapter 11 Debtor bank accounts, business forms, and books and records, and (D) continue intercompany transactions; and (ii) granting related relief (the “**Fourth Interim Cash Management Order**”);
 - (b) approving the professional fees, costs and disbursements for Gowling WLG (Canada) LLP (“**Gowling**”) as Canadian counsel for the Foreign Representative and the Debtors for the period July 24, 2023 up to and including August 30, 2023;

- (c) approving the professional fees and disbursements for Alvarez & Marsal Canada Inc., the information officer (“**Information Officer**”) appointed by the Court of King’s Bench of Alberta (the “**CCAA Court**”) in these Recognition Proceedings for the period of July 22, 2023, up to and including August 29, 2023; and
 - (d) approving the professional fees and disbursements for McMillan LLP, as counsel for the Information Officer, in these Recognition Proceedings, for the period of July 23, 2023, up to and including August 15, 2023; and
 - (e) granting such further and other relief as the CCAA Court may deem appropriate.
6. For the purpose of this Application, the substantive and continuing background to the Chapter 11 Cases and Recognition Proceedings is set out in my first affidavit sworn June 6, 2023 (“**Koza Affidavit #1**”), second affidavit sworn on June 30, 2023 (“**Koza Affidavit #2**”), and third affidavit sworn July 27, 2023 (“**Koza Affidavit #3**”).

BACKGROUND

The Parties

7. CTI is a United States corporation incorporated pursuant to the laws of the State of Delaware with its head office in Coral Gables, Florida and its registered office in Wilmington, Delaware. CTI is the ultimate parent corporation of a group of companies operating under the tradename “Cyxtera” that are incorporated in the United States, Canada, United Kingdom, Germany, Australia, Japan, the Netherlands, Hong Kong, Singapore and the Cayman Islands, including the Debtors (collectively “**Cyxtera**” or the “**Cyxtera Group**”).
8. Cyxtera LLC is a United States limited liability corporation incorporated pursuant to the laws of the State of Delaware with its registered office in Wilmington, Delaware. Cyxtera LLC’s sole activity is to hold all of the shares in Communications ULC.
9. Communications ULC is an Alberta unlimited liability corporation incorporated pursuant to the laws of the Province of Alberta and has its registered in Calgary, Alberta. Communications ULC is extra-provincially registered in British Columbia, Ontario and Québec and carries on business in those provinces and in Alberta. Communications ULC has four (4) data centre operations in (i) Vancouver, British Columbia, (ii) Mississauga and Markham, Ontario, and (iii) Montreal, Quebec (collectively the “**Canadian Data Centres**”).
10. TRS ULC is an Alberta unlimited liability corporation incorporated pursuant to the laws of Alberta and has its registered office in Calgary, Alberta. TRS ULC has no property

other than its corporate records and does not carry on business. Communications ULC is the sole shareholder of TRS ULC.

Chapter 11 Cases and Recognition Proceedings

11. On June 4, 2023 (the “**Petition Date**”), the Debtors and the other Chapter 11 Debtors filed voluntary petitions for relief under Chapter 11 of the US Bankruptcy Code in the US Bankruptcy Court, commencing the Chapter 11 Cases, whereupon the Chapter 11 Debtors received certain automatic relief under the Bankruptcy Code including a world-wide stay of proceedings.
12. Contemporaneously with filing the petitions commencing the Chapter 11 Cases, the Chapter 11 Debtors filed first day motions therein (“**First Day Motions**”) seeking, among other things, certain orders in the Chapter 11 Cases (the “**Chapter 11 Orders**”), which First Day Motions were heard by the US Bankruptcy Court on June 6, 2023 (the “**First Day Hearing**”). Some of the Chapter 11 Orders could be made as final orders at the First Day Hearings (the “**First Day Final Orders**”), but others only as interim orders (the “**First Day Interim Orders**”, along with the First Day Final Orders, the (“**First Day Orders**”)), with the final orders available to be sought at subsequent hearings before the US Bankruptcy Court.
13. On June 6–7, 2023, the US Bankruptcy Court issued, *inter alia*, certain First Day Interim Orders, including an order authorizing the Chapter 11 Debtors to continue using the cash management system, to honor certain prepetition obligations related thereto, to maintain existing bank accounts, business forms, and books and records of the Chapter 11 Debtors, and to continue certain intercompany transactions (“**Interim Cash Management Order**”);
14. A true copy of the Interim Cash Management Order is attached to the Secretarial Affidavit of Kristy DeIure, an assistant employed by our Canadian counsel, Gowling, sworn June 15, 2023 and filed in these Recognition Proceedings.
15. On June 7, 2023, the CCAA Court granted, *inter alia*, a Supplemental Order – Foreign Main Proceeding, recognizing the aforementioned Interim Cash Management Order among other orders.
16. On or before July 12, 2023, the US Bankruptcy Court granted certain second day orders, including a second interim cash management order (“**Second Interim Cash Management Order**”) following the Chapter 11 Debtors’ filing of certificates of no objection for these orders. Thereafter, on or around July 19, 2023, the US Bankruptcy Court granted further third day orders on certificates of no objection filed by the Chapters 11 Debtors, including a third interim cash management order (“**Third Interim Cash Management Order**”).

17. On July 12, 2023, this Honourable Court granted a recognition order recognizing the Second Interim Cash Management Order, and on July 31, 2023, granted a recognition order recognizing the Third Interim Cash Management Order.

DEVELOPMENTS SINCE JULY 12, 2023

Developments in the United States and in the Chapter 11 Cases

18. Since the commencement of the Chapter 11 Cases, Cyxtera has continued to pursue a dual track restructuring approach pursuant to which Cyxtera has carried out a marketing process and a standalone recapitalization of its balance sheet. The schedule outlined below (the “**Schedule**”) has been adhered to after being amended by the Chapter 11 Debtors pursuant to their amending rights under a bidding procedures order granted by the US Bankruptcy Court (“**Bidding Procedures Order**”):

Action	Description	Original Deadline in Bid Procedures Order filed June 29, 2023	Amended Timing filed July 31, 2023	Current Timing	Status
Stalking Horse Bid Deadline	The deadline by which the Chapter 11 Debtors may choose a Stalking Horse Bidder	July 16, 2023, at 5:00 p.m. prevailing Eastern Time, in the event there are no acceptable bidders and July 24, 2023, at 5:00 p.m. prevailing Eastern Time in the event there is at least one acceptable bidder	August 16, 2023 at 5:00 p.m. prevailing Eastern Time	August 16, 2023 at 5:00 p.m. prevailing Eastern Time	No stalking horse bid selected
Final Bid Deadline	The deadline by which all binding bids must be actually received pursuant to the Bidding Procedures	July 19, 2023, at 5:00 p.m. prevailing Eastern Time, in the event there are no acceptable bidders and July 31, 2023, at 5:00 p.m. prevailing Eastern Time in the event there is at least one acceptable bidder	August 18, 2023 at 5:00 p.m. prevailing Eastern Time	August 18, 2023 at 5:00 p.m. prevailing Eastern Time	Complete

Action	Description	Original Deadline in Bid Procedures Order filed June 29, 2023	Amended Timing filed July 31, 2023	Current Timing	Status
Auction	The date and time of the Auction, if one is needed, which will be held at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York, 10022	July 24, 2023, at 10:00 a.m. prevailing Eastern Time, if needed, or August 7, 2023, at 10:00 a.m. prevailing Eastern Time in the event there is at least one acceptable bidder	August 23, 2023 at 10:00 a.m. prevailing Eastern Time	August 30, 2023 at 10:00 a.m. prevailing Eastern Time	Cancelled
Notice of Successful Bidder	As soon as reasonably practicable after the conclusion of the Auction, the Chapter 11 Debtors will file on the US Bankruptcy Court docket, but not serve, a notice identifying the Successful Bidder (as defined in the Bidding Procedures), identifying the applicable Successful Bidder, assets, and key terms of the agreement.	As soon as reasonably practicable after the conclusion of the Auction (if necessary).	Unchanged	Unchanged	TBD

19. The prior bidding procedure deadlines as outlined to the court in Koza Affidavit #3 were extended by the Chapter 11 Debtors in order to provide purchasers further time to perform their due diligence and refine their bids.
20. Cyxtera has received acceptable bids as part of its sale process which have been reviewed by Cyxtera's senior secured lenders and the DIP Lender, and thus an amended final bid deadline and potential auction date were set. Thereafter, the auction was cancelled..

21. A revised deadline of September 13, 2023 has been set for entry of a final sale order of Cyxtera's assets. The prior deadline was August 17, 2023, as referred to in Koza Affidavit #3.
22. Attached hereto and marked as **Exhibit "A"** are updated 13 week cash flow projections prepared by AlixPartners for Communications ULC from the period of August 14, 2023 to November 12, 2023.

Developments in Canada

23. All day-to-day operations for Communications ULC and the Canadian Data Centres have continued in the ordinary course since the Petition Date.

APPLICATION AND GROUNDS TO RECOGNIZE THE FOURTH INTERIM CASH MANAGEMENT ORDER

24. I understand from speaking to Kirkland & Ellis LLP ("**K&E**") that the Fourth Interim Cash Management Order was granted and entered by the US Bankruptcy Court on a certificate of no objection. This means that no objections were received by any interested party prior to the applicable deadlines established by the US Bankruptcy Court. Attached hereto and marked as **Exhibit "B"** is a true copy of the certificate of no objection.
25. I hereby certify for and on that attached hereto and marked as **Exhibit "C"** is a true copy of the filed and entered Fourth Interim Cash Management Order.

Recognition of the Fourth Interim Cash Management Order

26. As discussed above, in this Application, CTI and the Debtors are seeking an Order of the CCAA Court recognizing and giving effect to the Fourth Interim Cash Management Order. CTI and the Debtors are relying upon:
 - (a) the evidence in Koza Affidavit #1, Koza Affidavit #2, and Koza Affidavit #3 in support of the recognition of the Fourth Interim Cash Management Order, with Koza Affidavit #1 attaching the cash management First Day Motion as an exhibit;
 - (b) the additional evidence submitted in this Affidavit; and
 - (c) any other evidence submitted in these Recognition Proceedings.
27. It is of critical importance to CTI, the Debtors and other Chapter 11 Debtors, and to the continued coordination of the Chapter 11 Cases and these Recognition Proceedings, that the Fourth Interim Cash Management Order is recognized and given effect in Canada by this Honourable Court. While I will discuss specific reasons for this, the reasons for this

importance include that the Debtors have no business or activity, or senior management structures, or access to debt or equity financing, or administrative structures, that is or could be independent of or separate from the other Chapter 11 Debtors, and therefore the restructuring or other resolution of the Debtors cannot be independent on any practical level of the restructuring or other resolution of the other Chapter 11 Debtors.

Fourth Interim Cash Management Order

28. Like the Third Interim Cash Management Order, as referred to in Koza Affidavit #3, the Fourth Interim Cash Management Order was obtained and a final order has not been sought because the United States Trustee (“UST”) continues to require that the Chapter 11 Debtors meet certain conditions under the US Bankruptcy Code before the UST will support a final cash management order. Specifically, there is currently approximately US\$7,500,000 held in Canadian dollars at Communication ULC’s Bank of America branch in Toronto, Ontario that is not fully insured by a US governmental insurance body. The UST is requiring that the aforementioned funds be fully insured by a government backed insurance program in order to approve a final cash management order, and Cyxtera is actively working to satisfy that requirement. Cyxtera has and continues to have discussions with the UST and hopes to come to a final resolution with the UST in the near future, including discussing leaving enough cash in Communications ULC’s Canadian dollar bank account for its day-to-day operations and moving the remainder to a United States bank account with Bank of America in the name of Cyxtera Canada, LLC. Before moving any substantive funds, Cyxtera would seek an order from this Honourable Court giving it permission to move the funds that have been subject to its discussions with the UST. In the interim, Cyxtera has received continued interim authority by the US Bankruptcy Court to manage its cash management system in the ordinary course of business consistent with the Fourth Interim Cash Management Order.
29. I am advised by K&E that the Fourth Interim Cash Management Order is substantially the same as the Third Interim Cash Management Order.

APPROVAL OF FEES AND DISBURSEMENTS

30. I understand from Gowling that the Supplemental Order requires that Gowling obtain approval of its professional fees, costs, and disbursements in the Recognition Proceedings. Attached hereto and marked as **Exhibit “D”** is Gowling’s invoice to CTI dated August 31, 2023 for its work performed from July 24, 2023 to August 30, 2023. I have reviewed the invoice and it is accurate, fair, and reasonable, and based on the necessary work performed by Gowling.
31. I understand from Gowling that the Supplemental Order further requires that the Information Officer and its legal counsel McMillan LLP obtain approval of their respective

professional fees, costs, and disbursements in the Recognition Proceedings. I am advised by Gowling that information pertaining to those professionals respective invoices will be made available to the CCAA Court and any interested party requesting copies of the same prior to the September 6, 2023 hearing date. I have reviewed the invoices for the Information Officer and McMillan. Their invoices appear to be fair and reasonable, and based on their actual work performed.

CONCLUSION

32. Based on the foregoing, recognition of the Fourth Interim Cash Management Order is necessary for the protection of the Debtors' property and is in the best interests of all of the Debtors' stakeholders. As such, CTI and the Debtors seek recognition of the Fourth Interim Cash Management Order and the other ancillary relief in their application to the Court.

County of Morris
SWORN BEFORE ME at the City of
Mountain Lakes, in the State of New
Jersey, United States, this 1st day of
September, 2023.

Notary Public in and for the
State of New Jersey, United States

Eric Koza
ERIC KOZA

For a verification on oath or affirmation:

State of NEW JERSEY

County of _____
Signed and sworn to (or affirmed) before me on 14 SEPTEMBER 2023 (date) by

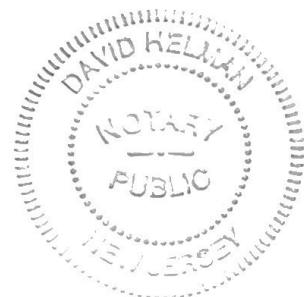
ERIC KOZA
(Name(s) of individual(s) making statement)

David Helman
Signature of notarial officer
Stamp

DAVID HELMAN
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES FEB. 13, 2027

Name of Notary Public
Notary Public, State of New Jersey Title of office
My commission expires (date)

FEBRUARY 13, 2027



This is **Exhibit "A"** referred to in the Affidavit #4 of
Eric Koza Sworn before me this 1st day of September, 2023

A Notary Public in and for the State of New Jersey

For a verification on oath or affirmation:

State of NEW JERSEY

County of MONMOUTH

Signed and sworn to (or affirmed) before me on 1 SEPTEMBER 2023 (date) by

ERIC KOZA

(Name(s) of individual(s) making statement)

✓ David Helman

Signature of notarial officer
Stamp

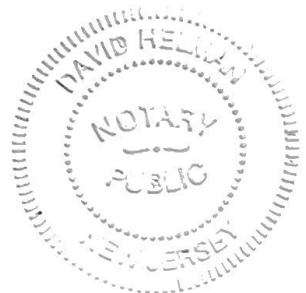
DAVID HELMAN
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES FEB. 13, 2027

Name of Notary Public

Notary Public, State of New Jersey Title of office

My commission expires (date)

FEBRUARY 13, 2027



Cyxtera Technologies, Inc.
13 Week Cash Flow
Canada - Cyxtera Communications Canada, Inc.
(\$ in thousands)

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13
	ACTL	ACTL	FCST	FCST	FCST	FCST	FCST	FCST	FCST	FCST	FCST	FCST	FCST
	14-Aug	21-Aug	28-Aug	4-Sep	11-Sep	18-Sep	25-Sep	2-Oct	9-Oct	16-Oct	23-Oct	30-Oct	6-Nov
	20-Aug	27-Aug	3-Sep	10-Sep	17-Sep	24-Sep	1-Oct	8-Oct	15-Oct	22-Oct	29-Oct	5-Nov	12-Nov
Total Receipts	909	921	398	470	449	439	368	539	755	617	545	508	683
Payroll & Commissions	-	-	-	(67)	-	(67)	-	(67)	-	(67)	-	(67)	-
Capital Expenditures	(4)	(15)	(21)	(21)	(21)	(47)	-	-	-	-	-	-	-
Other Operating Disbursements	(249)	(466)	(375)	(73)	(42)	(107)	(592)	(64)	(26)	(9)	(78)	(563)	(40)
Total Operating Disbursements	(253)	(481)	(396)	(161)	(63)	(221)	(592)	(131)	(26)	(76)	(78)	(630)	(40)
OPERATING CASH FLOW	656	440	2	310	386	218	(224)	407	729	540	467	(122)	642
Net I/C Activity	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Disbursements	-	-	-	-	-	-	-	-	-	-	-	-	-
NET CASH FLOW	656	440	2	310	386	218	(224)	407	729	540	467	(122)	642
Beginning Cash	6,045	6,702	7,141	7,143	7,453	7,839	8,057	7,833	8,240	8,969	9,509	9,977	9,855
Change in Cash	656	440	2	310	386	218	(224)	407	729	540	467	(122)	642
ENDING CASH	6,702	7,141	7,143	7,453	7,839	8,057	7,833	8,240	8,969	9,509	9,977	9,855	10,497

This is **Exhibit "B"** referred to in the Affidavit #4 of
Eric Koza Sworn before me this 1st day of September, 2023

A Notary Public in and for the State of New Jersey

For a verification on oath or affirmation:

State of NEW JERSEY

County of MORRIS

Signed and sworn to (or affirmed) before me on 1 SEPTEMBER 2023 (date) by

ERIC KOZA

(Name(s) of individual(s) making statement)

✓ 1 2
Signature of notarial officer
Stamp

DAVID HELMAN
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES FEB. 13, 2027

Name of Notary Public

Notary Public, State of New Jersey Title of office

My commission expires (date)

FEBRUARY 13, 2027



KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

Christopher Marcus, P.C. (admitted *pro hac vice*)

Derek I. Hunter (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

edward.sassower@kirkland.com

christopher.marcus@kirkland.com

derek.hunter@kirkland.com

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

*Co-Counsel for Debtors and
Debtors in Possession*

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

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

**AMENDED CERTIFICATE OF NO
OBJECTION WITH RESPECT TO THE FOURTH
INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO
(A) CONTINUE USING THE CASH MANAGEMENT SYSTEM,
(B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
THERETO, (C) MAINTAIN EXISTING DEBTOR BANK ACCOUNTS,**

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.



231485323081500000000022

**BUSINESS FORMS, AND BOOKS AND RECORDS, AND (D) CONTINUE
INTERCOMPANY TRANSACTIONS AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that in connection with the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief* [Docket No. 11] (the "Motion"), the above-captioned debtors and debtors in possession (the "Debtors") filed a revised proposed form of the *Third Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief* [Docket No. 395] on August 11, 2023, in accordance with comments from the Office of the United States Trustee for the District of New Jersey (the "U.S. Trustee").

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file a further revised proposed form of the *Third Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief* (the "Proposed Fourth Interim Order") reflecting a revised proposed hearing date.

PLEASE TAKE FURTHER NOTICE that a clean version of the Proposed Fourth Interim Order is attached hereto as **Exhibit A** and a blackline against the *Third Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts,*

Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that the Debtors and the U.S. Trustee have agreed to the Proposed Fourth Interim Order and to defer a final hearing on the Motion to September 21, 2023.

PLEASE TAKE FURTHER NOTICE the objection deadline has passed, and the Debtors have resolved all formal and informal objections in connection with the relief requested in the Proposed Fourth Interim Order and respectfully request that the Court enter the Proposed Fourth Interim Order without a hearing and schedule a final hearing on the Motion for September 21, 2023.

Dated: August 11, 2023

/s/ Michael D. Sirota

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.
Warren A. Usatine, Esq.
Felice R. Yudkin, Esq.
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
Telephone: (201) 489-3000
Email: msirota@coleschotz.com
wusatine@coleschotz.com
fyudkin@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)
Christopher Marcus, P.C. (admitted *pro hac vice*)
Derek I. Hunter (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
edward.sassower@kirkland.com
christopher.marcus@kirkland.com
derek.hunter@kirkland.com

*Co-Counsel for Debtors and
Debtors in Possession*

Exhibit A

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-1(b) KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP Edward O. Sassower, P.C. (admitted <i>pro hac vice</i>) Christopher Marcus, P.C. (admitted <i>pro hac vice</i>) Derek I. Hunter (admitted <i>pro hac vice</i>) 601 Lexington Avenue New York, New York 10022 Telephone: (212) 446-4800 Facsimile: (212) 446-4900 edward.sassower@kirkland.com christopher.marcus@kirkland.com derek.hunter@kirkland.com COLE SCHOTZ P.C. Michael D. Sirota, Esq. Warren A. Usatine, Esq. Felice R. Yudkin, Esq. Court Plaza North, 25 Main Street Hackensack, New Jersey 07601 Telephone: (201) 489-3000 msirota@coleschotz.com wusatine@coleschotz.com fyudkin@coleschotz.com <i>Co-Counsel for Debtors and Debtors in Possession</i>	
In re: CYXTERA TECHNOLOGIES, INC., <i>et al</i> Debtors. ¹	Chapter 11 Case No. 23-14853 (JKS) (Jointly Administered)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

FOURTH INTERIM ORDER
(I) AUTHORIZING THE DEBTORS TO
(A) CONTINUE USING THE CASH MANAGEMENT SYSTEM,
(B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
THERE TO, (C) MAINTAIN EXISTING DEBTOR BANK ACCOUNTS,
BUSINESS FORMS, AND BOOKS AND RECORDS, AND (D) CONTINUE
INTERCOMPANY TRANSACTIONS AND (II) GRANTING RELATED RELIEF

The relief set forth on the following pages, numbered three (3) through eighteen (18), is

ORDERED.

(Page | 3)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

Upon the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief* (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an interim order (this "Fourth Interim Order") (a) authorizing, but not directing, the Debtors to (i) continue using the Cash Management System, (ii) honor certain prepetition obligations related thereto, (iii) maintain existing Debtor Bank Accounts, Business Forms, and Books and Records, and (iv) continue Intercompany Transactions and funding consistent with the Debtors' historical practices, (b) scheduling a final hearing to consider approval of the Motion on a final basis, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion.

(Page | 4)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on an interim basis as set forth herein.
2. The Final Hearing on the Motion will be held on **September 21, 2023, at 10:00 a.m. (Eastern Time)**. Objections, if any, that relate to the Motion shall be filed and served so as to be actually received by the Debtors’ proposed counsel on or before **September 14, 2023, at 4:00 p.m. (Eastern Time)**. If no objections are filed to the Motion, the Court may enter an order approving the relief requested in the Motion on a final basis without further notice or hearing.
3. The Debtors are authorized, on an interim basis, but not directed, to: (a) continue using the Cash Management System, substantially as identified on **Exhibit 1** attached hereto and honor any prepetition obligations related to the use thereof; (b) use, in their present form, all preprinted correspondence and Business Forms (including letterhead) without reference to the Debtors’ status as debtors in possession and continue using, in their present form, the Books and Records; (c) continue to perform Intercompany Transactions in the ordinary course of business and on the same terms and consistent with past practice (including with respect to transaction amounts); *provided* that the Debtors are not authorized to undertake any Intercompany Transactions or incur any Intercompany Claims prohibited or restricted by the terms of the

(Page | 5)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

Final DIP Order (as defined herein); *provided further* that the Debtors are authorized to continue to perform Intercompany Transactions in connection with the Receivables Program; (d) maintain all of their existing Debtor Bank Accounts, including, but not limited to, the Debtor Bank Accounts identified on Exhibit C attached to the Motion, in the names and with the account numbers existing immediately before the Petition Date, without the need to comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Guidelines (to the extent applicable); (e) treat the Debtor Bank Accounts for all purposes as debtor in possession accounts; (f) deposit funds in and withdraw funds from the Debtor Bank Accounts in the ordinary course and by all means, including checks, wire transfers, ACH transfers, and other debits or electronic means; and (g) pay the Bank Fees, including any prepetition amounts, and any ordinary course Bank Fees incurred in connection with the Debtor Bank Accounts, and to otherwise perform their obligations under the documents governing the Debtor Bank Accounts. Notwithstanding the foregoing, once the Debtors' existing checks have been used, the Debtors shall, when reordering checks, require the designation "Debtors in Possession" and the corresponding bankruptcy case number on all checks. Further, within fourteen (14) days of the entry of this Fourth Interim Order, the Debtors will update any electronically produced checks to reflect their status as debtors-in-possession and to include the corresponding bankruptcy number.

4. The Cash Management Banks are authorized to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business consistent with historical practices, and to

(Page | 6)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Debtor Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Fourth Interim Order.

5. The Cash Management Banks are authorized to debit the Debtors' accounts in the ordinary course of business, consistent with historical practices, without the need for further order of this Court for: (a) all checks drawn on the Debtors' accounts which are cashed at such Cash Management Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of Debtors' accounts with such Cash Management Bank prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtor was responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Cash Management Bank as service charges for the maintenance of the Cash Management System.

6. Any existing deposit agreements between or among the Debtors, the Cash Management Banks, and other parties shall continue to govern the postpetition cash management relationship between the Debtors and the Cash Management Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect unless otherwise ordered by the Court, and the Debtors and

(Page | 7)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

the Cash Management Banks may, without further order of this Court, agree to and implement changes to the Cash Management System and cash management procedures in the ordinary course of business, consistent with historical practices, including, without limitation, the opening and closing of bank accounts, but in all events subject to the terms and conditions of this Fourth Interim Order; *provided* that the Debtors shall not make any material changes to the Cash Management System without obtaining the prior written consent of the Ad Hoc First Lien Group and the Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the “Committee”); *provided, further*, that the Debtors may seek authority from the Court to make any material changes to the Cash Management System absent consent of the Ad Hoc First Lien Group or the Committee.

7. If any Debtor Bank Accounts existing as of the Petition Date are not in compliance with section 345(b) of the Bankruptcy Code or the U.S. Trustee Guidelines, the Debtors shall have until a date that is thirty (30) days from the entry of this Fourth Interim Order or such longer time as agreed with the U.S. Trustee, without prejudice to seeking additional extensions, to either come into compliance with section 345(b) of the Bankruptcy Code and any of the U.S. Trustee’s requirements or guidelines; *provided* that nothing herein shall prevent the Debtors or the U.S. Trustee from seeking further relief from the Court to the extent that an agreement cannot be reached. The U.S. Trustee’s and the Debtors’ rights to seek further relief from this Court on notice in the event that the aforementioned Cash Management Banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved. The Debtors may obtain a further extension of the thirty (30) day period referenced above by written

(Page | 8)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.

8. For the Cash Management Banks at which the Debtors hold Debtor Bank Accounts that are party to a Uniform Depository Agreement with the U.S. Trustee for the District of New Jersey, within fifteen (15) days of the date of entry of this Fourth Interim Order, the Debtors shall (a) contact such bank, (b) provide such bank with each of the Debtors' employer identification numbers, and (c) identify each of their Debtor Bank Accounts held at such bank as being held by a debtor in possession in the Debtors' bankruptcy cases.

9. For banks at which the Debtors hold accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this Fourth Interim Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully preserved. The Cash Management Banks are authorized to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in possession, without interruption, consistent with historical practices and in the ordinary course, and to receive, process, honor, and pay, to the extent of available funds and consistent with the Final DIP Order and the Final Receivables Order (as defined herein), any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Debtor Bank Accounts after the Petition Date by the

(Page | 9)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

holders or makers thereof, as the case may be. Those certain existing deposit agreements between the Debtors and the Cash Management Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Cash Management Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, and any provisions relating to offset or charge-back rights with respect to return items, shall remain in full force and effect.

10. Subject to the terms hereof, the Debtors are authorized, but not directed, in the ordinary course of business consistent with historical practices, to implement changes to the Cash Management System and procedures in the ordinary course of business, including, without limitation, opening any new bank accounts or closing any existing Debtor Bank Accounts and entering into any ancillary agreements, including deposit account control agreements, related to the foregoing, as they may deem necessary and appropriate; *provided* that the Debtors shall not make any material changes to the Cash Management System without obtaining the prior written consent of the Ad Hoc First Lien Group and the Committee; *provided, further*, that the Debtors may seek authority from the Court to make any material changes to the Cash Management System absent consent of the Ad Hoc First Lien Group or the Committee; *provided further* that the Debtors provide reasonable prior notice, but in no event less than five (5) days, to the U.S. Trustee for the District of New Jersey, counsel to the Committee, and counsel to the Ad Hoc First Lien Group of the opening or closing of such Debtor Bank Accounts or entry into a deposit control agreement. Any new bank account opened by the Debtors shall be established at an institution that is (a) a party

(Page | 10)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

to a Uniform Depository Agreement with the U.S. Trustee for the District of New Jersey or is willing to immediately execute a Uniform Depository Agreement, and (b) bound by the terms of this Fourth Interim Order. The Debtors shall give notice to the U.S. Trustee for the District of New Jersey within fifteen (15) days after opening any new bank account or closing any existing Debtor Bank Accounts. The relief granted in this Fourth Interim Order is extended to any new bank account opened by the Debtors in the ordinary course of business after the date hereof, which account shall be deemed a “Debtor Bank Account,” and to the bank at which such account is opened, which bank shall be deemed a “Cash Management Bank.”

11. All banks maintaining any of the Debtor Bank Accounts that are provided with notice of this Fourth Interim Order shall not honor or pay any bank payments drawn on the listed Debtor Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue timely stop payment orders in accordance with the documents governing such Debtor Bank Accounts.

12. The Cash Management Banks are authorized, without further order of this Court, to deduct any applicable fees from the applicable Debtor Bank Accounts in the ordinary course of business consistent with historical practices, and the automatic stay is modified to the extent necessary to allow the Cash Management Banks to effectuate such setoffs.

13. The Cash Management Banks are authorized, without further order of this Court, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire

(Page | 11)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

transfers, or other electronic transfers of any kind, regardless of whether such returned items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers; *provided* that, should such a charge back occur, the Debtors must provide written notice to the Ad Hoc First Lien Group and the Committee (email is sufficient) within five (5) business days, providing reasonable information relating to the charge back, including but not limited to, the amount of the charge back, the reason for the original payment, and the identity of the party that was to receive the payment, and detailing any fees and expenses charged to the Debtors as a result of the charge back.

14. Subject to the terms set forth herein, any bank, including the Cash Management Banks, may rely upon the representations of the Debtors with respect to whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and no bank that honors a prepetition check or other item drawn on any account that is the subject of this Fourth Interim Order (a) at the direction of the Debtors, (b) in a good-faith belief that this Court has authorized such prepetition check or item to be honored, or (c) as a result of a mistake made despite implementation of reasonable customary handling procedures, shall be deemed to be nor shall be liable to the Debtors, their estates, or any other party on account of such prepetition check or other item being honored postpetition, or otherwise deemed to be in violation of this Fourth Interim Order.

15. Any banks, including the Cash Management Banks, are further authorized to honor the Debtors' directions with respect to the opening and closing of any Debtor Bank Account and

(Page | 12)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions; *provided* that the Cash Management Banks shall not have any liability to any party for relying on such representations to the extent such reliance otherwise complies with applicable law.

16. The Debtors are authorized, but not directed, to issue Credit Cards pursuant to the Credit Card Programs, subject to any terms and conditions thereof, and to pay any amount due and owing thereunder in the ordinary course of business on a postpetition basis, including, without limitation, making payments on account of charges that were made under the Credit Card Programs both prior to and after the Petition Date, subject to the limitations of this Fourth Interim Order and any other applicable interim and/or final orders of this Court.

17. The Debtors are authorized, but not directed, to enter into, engage in, and satisfy any payments in connection with the Intercompany Transactions, including those related to transfers to/from the Receivables Accounts and the Receivables Program Cash Collateral Account for cash collateralization and Intercompany Transactions with non-Debtor affiliates, and to take any actions related thereto, in each case on the same terms as (including with respect to amount), in the ordinary course and consistent with past practice. The Debtors shall disclose to the Ad Hoc First Lien Group and the Committee (i) any intercompany equity contributions and/or loans by and among the Debtors and non-Debtor affiliates and (ii) any Intercompany Transaction involving cash payments to non-Debtor affiliates greater than \$100,000; *provided* that the foregoing sentence does not apply to any Intercompany Transaction approved pursuant to the Final Receivables Order.

(Page | 13)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

18. The Debtors are authorized, but not directed, to continue engaging in Intercompany Transactions (including with respect to “netting” or setoffs) in connection with the Cash Management System in the ordinary course of business on a postpetition basis, including transfers to/from the Receivables Accounts and the Receivables Program Cash Collateral Account for cash collateralization and Intercompany Transactions with non-Debtor affiliates, in a manner consistent with the Debtors’ past practice. For the avoidance of doubt, the Debtors are also authorized to continue Intercompany Transactions arising from or related to the operation of their business, including Intercompany Transactions with non-Debtor affiliates to the extent ordinary course and consistent with past practice (including with respect to amount). The Debtors shall disclose to the Ad Hoc First Lien Group and the Committee any Intercompany Transaction involving cash payments to non-Debtor affiliates greater than \$100,000; *provided* that the foregoing sentence does not apply to any Intercompany Transaction approved pursuant to the Final Receivables Order.

19. The Debtors shall maintain accurate and detailed Records of all Intercompany Transactions and the payment of Intercompany Claims, to the same extent maintained by the Debtors before the Petition Date, so that all transactions may be readily traced, ascertained, and recorded properly on applicable intercompany accounts (if any) and distinguished between prepetition and postpetition transactions for the purposes of determining administrative expense status. In addition, the Debtors shall maintain a matrix capturing all Intercompany Transactions and payments of Intercompany Claims by and amongst the Debtors and non-Debtors on a

(Page | 14)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

postpetition basis that includes (1) the parties to the transaction; (2) the amount; (3) the reason for the payment; (4) the date of the transaction; and (5) whether the Intercompany Transaction is (a) a loan, including whether the loan is documented and the terms of such loan (and, if the loan is documented, a copy of the loan agreement) or (b) an equity contribution. The Debtors shall promptly provide access to such Books and Records and the matrix to the Ad Hoc First Lien Group and the Committee upon reasonable request.

20. All postpetition payments from a Debtor to another Debtor or non-Debtor under any postpetition Intercompany Transactions authorized hereunder that result in an Intercompany Claim are hereby accorded administrative expense status under section 503(b) of the Bankruptcy Code; *provided* that any such administrative expense status claim shall be junior and subordinate to the Carve Out and approved superpriority administrative expense claims provided for in any order, including the Final DIP Order and the Final Receivables Order.

21. Nothing contained in the Motion or this Fourth Interim Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of the Petition Date or (b) alter or impair the validity, priority, enforceability, or perfection of any security interest or lien or setoff right, in favor of any person or entity, that existed as of the Petition Date.

22. Notwithstanding the relief granted in this Fourth Interim Order and any actions taken pursuant to such relief, nothing in this Fourth Interim Order shall be deemed: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against

(Page | 15)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Fourth Interim Order or the Motion or any order granting the relief requested by the Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, claims, causes of action, or other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. Any payment made pursuant to this Fourth Interim Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

(Page | 16)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

23. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein and to the extent authorized by this Fourth Interim Order.

24. Notwithstanding anything to the contrary contained in the Motion or this Fourth Interim Order, any payment to be made, obligation incurred, or relief or authorization granted hereunder shall not be inconsistent with, and shall be subject to and in compliance with, the requirements imposed on the Debtors under the terms of (a) the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* [Docket No. 297] (the “Final DIP Order”), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof and (b) the *Final Order (I) Authorizing Certain Debtors to Continue Selling, Contributing, and Servicing Receivables and Related Rights Pursuant to the Receivables Program, (II) Modifying the Automatic Stay, and (III) Granting Related Relief* [Docket No. 295] (the “Final Receivables Order”). Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the Final DIP Order or the Final Receivables Order.

(Page | 17)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

25. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Fourth Interim Order.

26. Nothing in this Fourth Interim Order authorizes the Debtors to accelerate any payments not otherwise due.

27. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

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

29. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Fourth Interim Order shall be effective and enforceable immediately upon entry hereof.

30. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

31. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

(Page | 18)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

32. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Fourth Interim Order.

Exhibit 1

Cash Management System Schematic

Cyxtera – Illustrative Cash Management Schematic

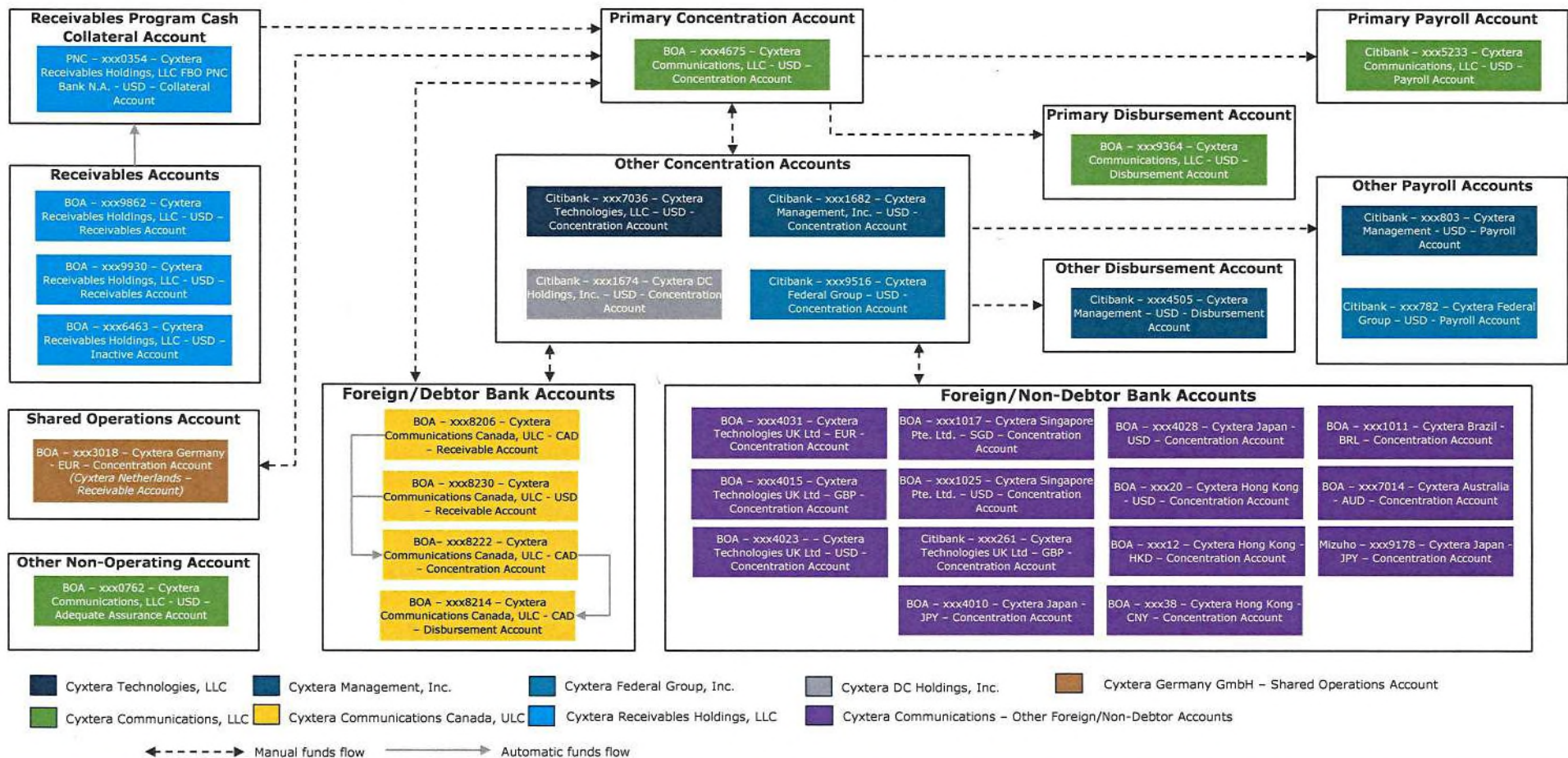


Exhibit B

[Different first page setting changed from on in original to off in modified.].

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

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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

Christopher Marcus, P.C. (admitted *pro hac vice*)

Derek I. Hunter (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

edward.sassower@kirkland.com

christopher.marcus@kirkland.com

derek.hunter@kirkland.com

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

~~Proposed~~ Co-Counsel for Debtors and Debtors in Possession

In re:

CYXTERA TECHNOLOGIES, INC., *et al*

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

[Different first page setting changed from on in original to off in modified.].

~~THIRD~~FOURTH INTERIM ORDER

(I) AUTHORIZING THE DEBTORS TO

(A) CONTINUE USING THE CASH MANAGEMENT SYSTEM,

(B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED

THERE TO, (C) MAINTAIN EXISTING DEBTOR BANK ACCOUNTS,

BUSINESS FORMS, AND BOOKS AND RECORDS, AND (D) CONTINUE

INTERCOMPANY TRANSACTIONS AND (II) GRANTING RELATED RELIEF

The relief set forth on the following pages, numbered three (3) through ~~seventeen~~eighteen

(~~17~~8), is **ORDERED**.

(Page | 3)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

Upon the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an interim order (this "~~Third~~Fourth Interim Order") (a) authorizing, but not directing, the Debtors to (i) continue using the Cash Management System, (ii) honor certain prepetition obligations related thereto, (iii) maintain existing Debtor Bank Accounts, Business Forms, and Books and Records, and (iv) continue Intercompany Transactions and funding consistent with the Debtors' historical practices, (b) scheduling a final hearing to consider approval of the Motion on a final basis, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion.

(Page | 4)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on an interim basis as set forth herein.

2. The Final Hearing on the Motion will be held on ~~August~~September 21**6, 2023, at 10:00 a.m. (Eastern Time)**. Objections, if any, that relate to the Motion shall be filed and served so as to be actually received by the Debtors’ proposed counsel on or before ~~August 9~~September 14**, 2023, at 4:00 p.m. (Eastern Time)**. If no objections are filed to the Motion, the Court may enter an order approving the relief requested in the Motion on a final basis without further notice or hearing.

3. The Debtors are authorized, on an interim basis, but not directed, to: (a) continue using the Cash Management System, substantially as identified on Exhibit 1 attached hereto and honor any prepetition obligations related to the use thereof; (b) use, in their present form, all preprinted correspondence and Business Forms (including letterhead) without reference to the Debtors’ status as debtors in possession and continue using, in their present form, the Books and Records; (c) continue to perform Intercompany Transactions in the ordinary course of business and on the same terms and consistent with past practice (including with respect to transaction

(Page | 5)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

amounts); *provided* that the Debtors are not authorized to undertake any Intercompany Transactions or incur any Intercompany Claims prohibited or restricted by the terms of the Final DIP Orders (as defined herein); *provided further* that the Debtors are authorized to continue to perform Intercompany Transactions in connection with the Receivables Program; (d) maintain all of their existing Debtor Bank Accounts, including, but not limited to, the Debtor Bank Accounts identified on Exhibit C attached to the Motion, in the names and with the account numbers existing immediately before the Petition Date, without the need to comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Guidelines (to the extent applicable); (e) treat the Debtor Bank Accounts for all purposes as debtor in possession accounts; (f) deposit funds in and withdraw funds from the Debtor Bank Accounts in the ordinary course and by all means, including checks, wire transfers, ACH transfers, and other debits or electronic means; and (g) pay the Bank Fees, including any prepetition amounts, and any ordinary course Bank Fees incurred in connection with the Debtor Bank Accounts, and to otherwise perform their obligations under the documents governing the Debtor Bank Accounts. Notwithstanding the foregoing, once the Debtors' existing checks have been used, the Debtors shall, when reordering checks, require the designation "Debtors in Possession" and the corresponding bankruptcy case number on all checks. Further, within fourteen (14) days of the entry of this ~~Third~~Fourth Interim Order, the Debtors will update any electronically produced checks to reflect their status as debtors-in-possession and to include the corresponding bankruptcy number.

(Page | 6)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

4. The Cash Management Banks are authorized to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business consistent with historical practices, and to receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Debtor Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this ~~Third~~Fourth Interim Order.

5. The Cash Management Banks are authorized to debit the Debtors' accounts in the ordinary course of business, consistent with historical practices, without the need for further order of this Court for: (a) all checks drawn on the Debtors' accounts which are cashed at such Cash Management Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of Debtors' accounts with such Cash Management Bank prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtor was responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Cash Management Bank as service charges for the maintenance of the Cash Management System.

6. Any existing deposit agreements between or among the Debtors, the Cash Management Banks, and other parties shall continue to govern the postpetition cash

(Page | 7)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

management relationship between the Debtors and the Cash Management Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect unless otherwise ordered by the Court, and the Debtors and the Cash Management Banks may, without further order of this Court, agree to and implement changes to the Cash Management System and cash management procedures in the ordinary course of business, consistent with historical practices, including, without limitation, the opening and closing of bank accounts, but in all events subject to the terms and conditions of this ~~Third~~Fourth Interim Order; *provided* that the Debtors shall not make any material changes to the Cash Management System without obtaining the prior written consent of the Ad Hoc First Lien Group and the Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the “Committee”); *provided, further*, that the Debtors may seek authority from the Court to make any material changes to the Cash Management System absent consent of the Ad Hoc First Lien Group or the Committee.

7. If any Debtor Bank Accounts existing as of the Petition Date are not in compliance with section 345(b) of the Bankruptcy Code or the U.S. Trustee Guidelines, the Debtors shall have until a date that is thirty (30) days from the entry of this ~~Third~~Fourth Interim Order or such longer time as agreed with the U.S. Trustee, without prejudice to seeking additional extensions, to either come into compliance with section 345(b) of the Bankruptcy Code and any of the U.S. Trustee’s requirements or guidelines; *provided* that nothing herein shall prevent the Debtors or the U.S. Trustee from seeking further relief from the Court to the extent

(Page | 8)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

that an agreement cannot be reached. The U.S. Trustee's and the Debtors' rights to seek further relief from this Court on notice in the event that the aforementioned Cash Management Banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved. The Debtors may obtain a further extension of the thirty (30) day period referenced above by written stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.

8. For the Cash Management Banks at which the Debtors hold Debtor Bank Accounts that are party to a Uniform Depository Agreement with the U.S. Trustee for the District of New Jersey, within fifteen (15) days of the date of entry of this ~~Third~~Fourth Interim Order, the Debtors shall (a) contact such bank, (b) provide such bank with each of the Debtors' employer identification numbers, and (c) identify each of their Debtor Bank Accounts held at such bank as being held by a debtor in possession in the Debtors' bankruptcy cases.

9. For banks at which the Debtors hold accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this ~~Third~~Fourth Interim Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully preserved. The Cash Management Banks are authorized to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in

(Page | 9)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

possession, without interruption, consistent with historical practices and in the ordinary course, and to receive, process, honor, and pay, to the extent of available funds and consistent with the Final DIP Orders and ~~any orders in connection to the~~the Final Receivables ~~Program~~Order (as defined herein), any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Debtor Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be. Those certain existing deposit agreements between the Debtors and the Cash Management Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Cash Management Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, and any provisions relating to offset or charge-back rights with respect to return items, shall remain in full force and effect.

10. Subject to the terms hereof, the Debtors are authorized, but not directed, in the ordinary course of business consistent with historical practices, to implement changes to the Cash Management System and procedures in the ordinary course of business, including, without limitation, opening any new bank accounts or closing any existing Debtor Bank Accounts and entering into any ancillary agreements, including deposit account control agreements, related to the foregoing, as they may deem necessary and appropriate; *provided* that the Debtors shall not make any material changes to the Cash Management System without obtaining the prior written consent of the Ad Hoc First Lien Group and the Committee; *provided, further*, that the Debtors may seek authority from the Court to make any material changes to the Cash Management

(Page | 10)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

System absent consent of the Ad Hoc First Lien Group or the Committee; *provided further* that the Debtors provide reasonable prior notice, but in no event less than five (5) days, to the U.S. Trustee for the District of New Jersey, counsel to the Committee, and counsel to the Ad Hoc First Lien Group of the opening or closing of such Debtor Bank Accounts or entry into a deposit control agreement. Any new bank account opened by the Debtors shall be established at an institution that is (a) a party to a Uniform Depository Agreement with the U.S. Trustee for the District of New Jersey or is willing to immediately execute a Uniform Depository Agreement, and (b) bound by the terms of this ~~Third~~Fourth Interim Order. The Debtors shall give notice to the U.S. Trustee for the District of New Jersey within fifteen (15) days after opening any new bank account or closing any existing Debtor Bank Accounts. The relief granted in this ~~Third~~Fourth Interim Order is extended to any new bank account opened by the Debtors in the ordinary course of business after the date hereof, which account shall be deemed a “Debtor Bank Account,” and to the bank at which such account is opened, which bank shall be deemed a “Cash Management Bank.”

11. All banks maintaining any of the Debtor Bank Accounts that are provided with notice of this ~~Third~~Fourth Interim Order shall not honor or pay any bank payments drawn on the listed Debtor Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue timely stop payment orders in accordance with the documents governing such Debtor Bank Accounts.

(Page | 11)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

12. The Cash Management Banks are authorized, without further order of this Court, to deduct any applicable fees from the applicable Debtor Bank Accounts in the ordinary course of business consistent with historical practices, and the automatic stay is modified to the extent necessary to allow the Cash Management Banks to effectuate such setoffs.

13. The Cash Management Banks are authorized, without further order of this Court, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such returned items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers; *provided* that, should such a charge back occur, the Debtors must provide written notice to the Ad Hoc First Lien Group and the Committee (email is sufficient) within five (5) business days, providing reasonable information relating to the charge back, including but not limited to, the amount of the charge back, the reason for the original payment, and the identity of the party that was to receive the payment, and detailing any fees and expenses charged to the Debtors as a result of the charge back.

14. Subject to the terms set forth herein, any bank, including the Cash Management Banks, may rely upon the representations of the Debtors with respect to whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and no bank that honors a prepetition check or other item drawn on any account that is the subject of this ~~Third~~Fourth Interim Order (a) at the

(Page | 12)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

direction of the Debtors, (b) in a good-faith belief that this Court has authorized such prepetition check or item to be honored, or (c) as a result of a mistake made despite implementation of reasonable customary handling procedures, shall be deemed to be nor shall be liable to the Debtors, their estates, or any other party on account of such prepetition check or other item being honored postpetition, or otherwise deemed to be in violation of this ~~Third~~Fourth Interim Order.

15. Any banks, including the Cash Management Banks, are further authorized to honor the Debtors' directions with respect to the opening and closing of any Debtor Bank Account and accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions; *provided* that the Cash Management Banks shall not have any liability to any party for relying on such representations to the extent such reliance otherwise complies with applicable law.

16. The Debtors are authorized, but not directed, to issue Credit Cards pursuant to the Credit Card Programs, subject to any terms and conditions thereof, and to pay any amount due and owing thereunder in the ordinary course of business on a postpetition basis, including, without limitation, making payments on account of charges that were made under the Credit Card Programs both prior to and after the Petition Date, subject to the limitations of this ~~Third~~Fourth Interim Order and any other applicable interim and/or final orders of this Court.

17. The Debtors are authorized, but not directed, to enter into, engage in, and satisfy any payments in connection with the Intercompany Transactions, including those related to transfers to/from the Receivables Accounts and the Receivables Program Cash Collateral

(Page | 13)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

Account for cash collateralization and Intercompany Transactions with non-Debtor affiliates, and to take any actions related thereto, in each case on the same terms as (including with respect to amount), in the ordinary course and consistent with past practice. The Debtors shall disclose to the Ad Hoc First Lien Group and the Committee (i) any intercompany equity contributions and/or loans by and among the Debtors and non-Debtor affiliates and (ii) any Intercompany Transaction involving cash payments to non-Debtor affiliates greater than \$100,000; *provided* that the foregoing sentence does not apply to any Intercompany Transaction approved pursuant to ~~any order in connection with the~~the Final Receivables ~~Program~~Order.

18. The Debtors are authorized, but not directed, to continue engaging in Intercompany Transactions (including with respect to “netting” or setoffs) in connection with the Cash Management System in the ordinary course of business on a postpetition basis, including transfers to/from the Receivables Accounts and the Receivables Program Cash Collateral Account for cash collateralization and Intercompany Transactions with non-Debtor affiliates, in a manner consistent with the Debtors’ past practice. For the avoidance of doubt, the Debtors are also authorized to continue Intercompany Transactions arising from or related to the operation of their business, including Intercompany Transactions with non-Debtor affiliates to the extent ordinary course and consistent with past practice (including with respect to amount). The Debtors shall disclose to the Ad Hoc First Lien Group and the Committee any Intercompany Transaction involving cash payments to non-Debtor affiliates greater than \$100,000; *provided*

(Page | 14)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

that the foregoing sentence does not apply to any Intercompany Transaction approved pursuant to

~~any order in connection with the~~the Final Receivables ~~Program~~Order.

19. The Debtors shall maintain accurate and detailed Records of all Intercompany Transactions and the payment of Intercompany Claims, to the same extent maintained by the Debtors before the Petition Date, so that all transactions may be readily traced, ascertained, and recorded properly on applicable intercompany accounts (if any) and distinguished between prepetition and postpetition transactions for the purposes of determining administrative expense status. In addition, the Debtors shall maintain a matrix capturing all Intercompany Transactions and payments of Intercompany Claims by and amongst the Debtors and non-Debtors on a postpetition basis that includes (1) the parties to the transaction; (2) the amount; (3) the reason for the payment; (4) the date of the transaction; and (5) whether the Intercompany Transaction is (a) a loan, including whether the loan is documented and the terms of such loan (and, if the loan is documented, a copy of the loan agreement) or (b) an equity contribution. The Debtors shall promptly provide access to such Books and Records and the matrix to the Ad Hoc First Lien Group and the Committee upon reasonable request.

20. All postpetition payments from a Debtor to another Debtor or non-Debtor under any postpetition Intercompany Transactions authorized hereunder that result in an Intercompany Claim are hereby accorded administrative expense status under section 503(b) of the Bankruptcy Code; *provided* that any such administrative expense status claim shall be junior and subordinate to the Carve Out and approved superpriority administrative expense claims provided for in any

(Page | 15)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

order, including the Final DIP Orders and ~~any order approving the~~ Final Receivables ~~Program~~Order.

21. Nothing contained in the Motion or this ~~Third~~Fourth Interim Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of the Petition Date or (b) alter or impair the validity, priority, enforceability, or perfection of any security interest or lien or setoff right, in favor of any person or entity, that existed as of the Petition Date.

22. Notwithstanding the relief granted in this ~~Third~~Fourth Interim Order and any actions taken pursuant to such relief, nothing in this ~~Third~~Fourth Interim Order shall be deemed: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this ~~Third~~Fourth Interim Order or the Motion or any order granting the relief requested by the Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, claims, causes of action, or

(Page | 16)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. Any payment made pursuant to this ~~Third~~Fourth Interim Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

23. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein and to the extent authorized by this ~~Third~~Fourth Interim Order.

24. Notwithstanding anything to the contrary contained in the Motion or this ~~Third~~Fourth Interim Order, any payment to be made, obligation incurred, or relief or authorization granted hereunder shall not be inconsistent with, and shall be subject to and in compliance with, the requirements imposed on the Debtors under the terms of ~~each interim and~~

(Page | 17)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

~~final order entered by the Court in respect of (a) Debtors' Motion for Entry of Interim and (a) the Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (BII) Utilize~~Authorizing the Debtors to Use Cash Collateral, ~~(III)~~(III) Granting Liens and Providing Superpriority Administrative Expense Claims, ~~(IV)~~(IV) Granting Adequate Protections, ~~(V)~~(V) Modifying the Automatic Stay, ~~(V) Scheduling a Final Hearing~~, and (VI) Granting Related Relief [Docket No. 297] (the "Final DIP Orders"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof and (b) the Final Order (I) Authorizing Certain Debtors to Continue Selling, Contributing, and Servicing Receivables and Related Rights Pursuant to the Receivables Program, (II) Modifying the Automatic Stay, and (III) Granting Related Relief [Docket No. 295] (the "Final Receivables Order"). Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the Final DIP Orders or ~~any order in connection with the~~the Final Receivables ~~Program~~Order.

25. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this ~~Third~~Fourth Interim Order.

(Page | 18)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: ~~Third~~Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

26. Nothing in this ~~Third~~Fourth Interim Order authorizes the Debtors to accelerate any payments not otherwise due.

27. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

28. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this ~~Third~~Fourth Interim Order in accordance with the Motion.

29. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this ~~Third~~Fourth Interim Order shall be effective and enforceable immediately upon entry hereof.

30. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

31. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

32. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this ~~Third~~Fourth Interim Order.

This is **Exhibit "C"** referred to in the Affidavit #4 of
Eric Koza Sworn before me this 1st day of September, 2023

A Notary Public in and for the State of New Jersey

For a verification on oath or affirmation:

State of NEW JERSEY
County of MORRIS
Signed and sworn to (or affirmed) before me on 1st September 2023 (date) by

ERIC KOZA
(Name(s) of individual(s) making statement)

[Signature]
Signature of notarial officer
Stamp

DAVID HELMAN
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES FEB. 13, 2027

Name of Notary Public
Notary Public, State of New Jersey Title of office
My commission expires (date)

February 13, 2027



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

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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. (admitted *pro hac vice*)

Christopher Marcus, P.C. (admitted *pro hac vice*)

Derek I. Hunter (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

edward.sassower@kirkland.com

christopher.marcus@kirkland.com

derek.hunter@kirkland.com

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

Co-Counsel for Debtors and Debtors in Possession

In re:

CYXTERA TECHNOLOGIES, INC., *et al*

Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)



Order Filed on August 16, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

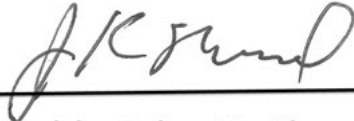


23148532308160000000000008

FOURTH INTERIM ORDER
(I) AUTHORIZING THE DEBTORS TO
(A) CONTINUE USING THE CASH MANAGEMENT SYSTEM,
(B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
THERE TO, (C) MAINTAIN EXISTING DEBTOR BANK ACCOUNTS,
BUSINESS FORMS, AND BOOKS AND RECORDS, AND (D) CONTINUE
INTERCOMPANY TRANSACTIONS AND (II) GRANTING RELATED RELIEF

The relief set forth on the following pages, numbered three (3) through eighteen (18), is
ORDERED.

DATED: August 16, 2023



Honorable John K. Sherwood
United States Bankruptcy Court

(Page | 3)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

Upon the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief* (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an interim order (this "Fourth Interim Order") (a) authorizing, but not directing, the Debtors to (i) continue using the Cash Management System, (ii) honor certain prepetition obligations related thereto, (iii) maintain existing Debtor Bank Accounts, Business Forms, and Books and Records, and (iv) continue Intercompany Transactions and funding consistent with the Debtors' historical practices, (b) scheduling a final hearing to consider approval of the Motion on a final basis, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion.

(Page | 4)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on an interim basis as set forth herein.
2. The Final Hearing on the Motion will be held on **September 21, 2023, at 10:00 a.m. (Eastern Time)**. Objections, if any, that relate to the Motion shall be filed and served so as to be actually received by the Debtors’ proposed counsel on or before **September 14, 2023, at 4:00 p.m. (Eastern Time)**. If no objections are filed to the Motion, the Court may enter an order approving the relief requested in the Motion on a final basis without further notice or hearing.
3. The Debtors are authorized, on an interim basis, but not directed, to: (a) continue using the Cash Management System, substantially as identified on **Exhibit 1** attached hereto and honor any prepetition obligations related to the use thereof; (b) use, in their present form, all preprinted correspondence and Business Forms (including letterhead) without reference to the Debtors’ status as debtors in possession and continue using, in their present form, the Books and Records; (c) continue to perform Intercompany Transactions in the ordinary course of business and on the same terms and consistent with past practice (including with respect to transaction amounts); *provided* that the Debtors are not authorized to undertake any Intercompany Transactions or incur any Intercompany Claims prohibited or restricted by the terms of the

(Page | 5)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

Final DIP Order (as defined herein); *provided further* that the Debtors are authorized to continue to perform Intercompany Transactions in connection with the Receivables Program; (d) maintain all of their existing Debtor Bank Accounts, including, but not limited to, the Debtor Bank Accounts identified on Exhibit C attached to the Motion, in the names and with the account numbers existing immediately before the Petition Date, without the need to comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Guidelines (to the extent applicable); (e) treat the Debtor Bank Accounts for all purposes as debtor in possession accounts; (f) deposit funds in and withdraw funds from the Debtor Bank Accounts in the ordinary course and by all means, including checks, wire transfers, ACH transfers, and other debits or electronic means; and (g) pay the Bank Fees, including any prepetition amounts, and any ordinary course Bank Fees incurred in connection with the Debtor Bank Accounts, and to otherwise perform their obligations under the documents governing the Debtor Bank Accounts. Notwithstanding the foregoing, once the Debtors' existing checks have been used, the Debtors shall, when reordering checks, require the designation "Debtors in Possession" and the corresponding bankruptcy case number on all checks. Further, within fourteen (14) days of the entry of this Fourth Interim Order, the Debtors will update any electronically produced checks to reflect their status as debtors-in-possession and to include the corresponding bankruptcy number.

4. The Cash Management Banks are authorized to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business consistent with historical practices, and to

(Page | 6)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Debtor Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Fourth Interim Order.

5. The Cash Management Banks are authorized to debit the Debtors' accounts in the ordinary course of business, consistent with historical practices, without the need for further order of this Court for: (a) all checks drawn on the Debtors' accounts which are cashed at such Cash Management Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of Debtors' accounts with such Cash Management Bank prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtor was responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Cash Management Bank as service charges for the maintenance of the Cash Management System.

6. Any existing deposit agreements between or among the Debtors, the Cash Management Banks, and other parties shall continue to govern the postpetition cash management relationship between the Debtors and the Cash Management Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect unless otherwise ordered by the Court, and the Debtors and

(Page | 7)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

the Cash Management Banks may, without further order of this Court, agree to and implement changes to the Cash Management System and cash management procedures in the ordinary course of business, consistent with historical practices, including, without limitation, the opening and closing of bank accounts, but in all events subject to the terms and conditions of this Fourth Interim Order; *provided* that the Debtors shall not make any material changes to the Cash Management System without obtaining the prior written consent of the Ad Hoc First Lien Group and the Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the “Committee”); *provided, further*, that the Debtors may seek authority from the Court to make any material changes to the Cash Management System absent consent of the Ad Hoc First Lien Group or the Committee.

7. If any Debtor Bank Accounts existing as of the Petition Date are not in compliance with section 345(b) of the Bankruptcy Code or the U.S. Trustee Guidelines, the Debtors shall have until a date that is thirty (30) days from the entry of this Fourth Interim Order or such longer time as agreed with the U.S. Trustee, without prejudice to seeking additional extensions, to either come into compliance with section 345(b) of the Bankruptcy Code and any of the U.S. Trustee’s requirements or guidelines; *provided* that nothing herein shall prevent the Debtors or the U.S. Trustee from seeking further relief from the Court to the extent that an agreement cannot be reached. The U.S. Trustee’s and the Debtors’ rights to seek further relief from this Court on notice in the event that the aforementioned Cash Management Banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved. The Debtors may obtain a further extension of the thirty (30) day period referenced above by written

(Page | 8)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.

8. For the Cash Management Banks at which the Debtors hold Debtor Bank Accounts that are party to a Uniform Depository Agreement with the U.S. Trustee for the District of New Jersey, within fifteen (15) days of the date of entry of this Fourth Interim Order, the Debtors shall (a) contact such bank, (b) provide such bank with each of the Debtors' employer identification numbers, and (c) identify each of their Debtor Bank Accounts held at such bank as being held by a debtor in possession in the Debtors' bankruptcy cases.

9. For banks at which the Debtors hold accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this Fourth Interim Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully preserved. The Cash Management Banks are authorized to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in possession, without interruption, consistent with historical practices and in the ordinary course, and to receive, process, honor, and pay, to the extent of available funds and consistent with the Final DIP Order and the Final Receivables Order (as defined herein), any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Debtor Bank Accounts after the Petition Date by the

(Page | 9)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

holders or makers thereof, as the case may be. Those certain existing deposit agreements between the Debtors and the Cash Management Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Cash Management Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, and any provisions relating to offset or charge-back rights with respect to return items, shall remain in full force and effect.

10. Subject to the terms hereof, the Debtors are authorized, but not directed, in the ordinary course of business consistent with historical practices, to implement changes to the Cash Management System and procedures in the ordinary course of business, including, without limitation, opening any new bank accounts or closing any existing Debtor Bank Accounts and entering into any ancillary agreements, including deposit account control agreements, related to the foregoing, as they may deem necessary and appropriate; *provided* that the Debtors shall not make any material changes to the Cash Management System without obtaining the prior written consent of the Ad Hoc First Lien Group and the Committee; *provided, further*, that the Debtors may seek authority from the Court to make any material changes to the Cash Management System absent consent of the Ad Hoc First Lien Group or the Committee; *provided further* that the Debtors provide reasonable prior notice, but in no event less than five (5) days, to the U.S. Trustee for the District of New Jersey, counsel to the Committee, and counsel to the Ad Hoc First Lien Group of the opening or closing of such Debtor Bank Accounts or entry into a deposit control agreement. Any new bank account opened by the Debtors shall be established at an institution that is (a) a party

(Page | 10)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

to a Uniform Depository Agreement with the U.S. Trustee for the District of New Jersey or is willing to immediately execute a Uniform Depository Agreement, and (b) bound by the terms of this Fourth Interim Order. The Debtors shall give notice to the U.S. Trustee for the District of New Jersey within fifteen (15) days after opening any new bank account or closing any existing Debtor Bank Accounts. The relief granted in this Fourth Interim Order is extended to any new bank account opened by the Debtors in the ordinary course of business after the date hereof, which account shall be deemed a “Debtor Bank Account,” and to the bank at which such account is opened, which bank shall be deemed a “Cash Management Bank.”

11. All banks maintaining any of the Debtor Bank Accounts that are provided with notice of this Fourth Interim Order shall not honor or pay any bank payments drawn on the listed Debtor Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue timely stop payment orders in accordance with the documents governing such Debtor Bank Accounts.

12. The Cash Management Banks are authorized, without further order of this Court, to deduct any applicable fees from the applicable Debtor Bank Accounts in the ordinary course of business consistent with historical practices, and the automatic stay is modified to the extent necessary to allow the Cash Management Banks to effectuate such setoffs.

13. The Cash Management Banks are authorized, without further order of this Court, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire

(Page | 11)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

transfers, or other electronic transfers of any kind, regardless of whether such returned items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers; *provided* that, should such a charge back occur, the Debtors must provide written notice to the Ad Hoc First Lien Group and the Committee (email is sufficient) within five (5) business days, providing reasonable information relating to the charge back, including but not limited to, the amount of the charge back, the reason for the original payment, and the identity of the party that was to receive the payment, and detailing any fees and expenses charged to the Debtors as a result of the charge back.

14. Subject to the terms set forth herein, any bank, including the Cash Management Banks, may rely upon the representations of the Debtors with respect to whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and no bank that honors a prepetition check or other item drawn on any account that is the subject of this Fourth Interim Order (a) at the direction of the Debtors, (b) in a good-faith belief that this Court has authorized such prepetition check or item to be honored, or (c) as a result of a mistake made despite implementation of reasonable customary handling procedures, shall be deemed to be nor shall be liable to the Debtors, their estates, or any other party on account of such prepetition check or other item being honored postpetition, or otherwise deemed to be in violation of this Fourth Interim Order.

15. Any banks, including the Cash Management Banks, are further authorized to honor the Debtors' directions with respect to the opening and closing of any Debtor Bank Account and

(Page | 12)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions; *provided* that the Cash Management Banks shall not have any liability to any party for relying on such representations to the extent such reliance otherwise complies with applicable law.

16. The Debtors are authorized, but not directed, to issue Credit Cards pursuant to the Credit Card Programs, subject to any terms and conditions thereof, and to pay any amount due and owing thereunder in the ordinary course of business on a postpetition basis, including, without limitation, making payments on account of charges that were made under the Credit Card Programs both prior to and after the Petition Date, subject to the limitations of this Fourth Interim Order and any other applicable interim and/or final orders of this Court.

17. The Debtors are authorized, but not directed, to enter into, engage in, and satisfy any payments in connection with the Intercompany Transactions, including those related to transfers to/from the Receivables Accounts and the Receivables Program Cash Collateral Account for cash collateralization and Intercompany Transactions with non-Debtor affiliates, and to take any actions related thereto, in each case on the same terms as (including with respect to amount), in the ordinary course and consistent with past practice. The Debtors shall disclose to the Ad Hoc First Lien Group and the Committee (i) any intercompany equity contributions and/or loans by and among the Debtors and non-Debtor affiliates and (ii) any Intercompany Transaction involving cash payments to non-Debtor affiliates greater than \$100,000; *provided* that the foregoing sentence does not apply to any Intercompany Transaction approved pursuant to the Final Receivables Order.

(Page | 13)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

18. The Debtors are authorized, but not directed, to continue engaging in Intercompany Transactions (including with respect to “netting” or setoffs) in connection with the Cash Management System in the ordinary course of business on a postpetition basis, including transfers to/from the Receivables Accounts and the Receivables Program Cash Collateral Account for cash collateralization and Intercompany Transactions with non-Debtor affiliates, in a manner consistent with the Debtors’ past practice. For the avoidance of doubt, the Debtors are also authorized to continue Intercompany Transactions arising from or related to the operation of their business, including Intercompany Transactions with non-Debtor affiliates to the extent ordinary course and consistent with past practice (including with respect to amount). The Debtors shall disclose to the Ad Hoc First Lien Group and the Committee any Intercompany Transaction involving cash payments to non-Debtor affiliates greater than \$100,000; *provided* that the foregoing sentence does not apply to any Intercompany Transaction approved pursuant to the Final Receivables Order.

19. The Debtors shall maintain accurate and detailed Records of all Intercompany Transactions and the payment of Intercompany Claims, to the same extent maintained by the Debtors before the Petition Date, so that all transactions may be readily traced, ascertained, and recorded properly on applicable intercompany accounts (if any) and distinguished between prepetition and postpetition transactions for the purposes of determining administrative expense status. In addition, the Debtors shall maintain a matrix capturing all Intercompany Transactions and payments of Intercompany Claims by and amongst the Debtors and non-Debtors on a

(Page | 14)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

postpetition basis that includes (1) the parties to the transaction; (2) the amount; (3) the reason for the payment; (4) the date of the transaction; and (5) whether the Intercompany Transaction is (a) a loan, including whether the loan is documented and the terms of such loan (and, if the loan is documented, a copy of the loan agreement) or (b) an equity contribution. The Debtors shall promptly provide access to such Books and Records and the matrix to the Ad Hoc First Lien Group and the Committee upon reasonable request.

20. All postpetition payments from a Debtor to another Debtor or non-Debtor under any postpetition Intercompany Transactions authorized hereunder that result in an Intercompany Claim are hereby accorded administrative expense status under section 503(b) of the Bankruptcy Code; *provided* that any such administrative expense status claim shall be junior and subordinate to the Carve Out and approved superpriority administrative expense claims provided for in any order, including the Final DIP Order and the Final Receivables Order.

21. Nothing contained in the Motion or this Fourth Interim Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of the Petition Date or (b) alter or impair the validity, priority, enforceability, or perfection of any security interest or lien or setoff right, in favor of any person or entity, that existed as of the Petition Date.

22. Notwithstanding the relief granted in this Fourth Interim Order and any actions taken pursuant to such relief, nothing in this Fourth Interim Order shall be deemed: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against

(Page | 15)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Fourth Interim Order or the Motion or any order granting the relief requested by the Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, claims, causes of action, or other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. Any payment made pursuant to this Fourth Interim Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

(Page | 16)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

23. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein and to the extent authorized by this Fourth Interim Order.

24. Notwithstanding anything to the contrary contained in the Motion or this Fourth Interim Order, any payment to be made, obligation incurred, or relief or authorization granted hereunder shall not be inconsistent with, and shall be subject to and in compliance with, the requirements imposed on the Debtors under the terms of (a) the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* [Docket No. 297] (the “Final DIP Order”), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof and (b) the *Final Order (I) Authorizing Certain Debtors to Continue Selling, Contributing, and Servicing Receivables and Related Rights Pursuant to the Receivables Program, (II) Modifying the Automatic Stay, and (III) Granting Related Relief* [Docket No. 295] (the “Final Receivables Order”). Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the Final DIP Order or the Final Receivables Order.

(Page | 17)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

25. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Fourth Interim Order.

26. Nothing in this Fourth Interim Order authorizes the Debtors to accelerate any payments not otherwise due.

27. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

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

29. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Fourth Interim Order shall be effective and enforceable immediately upon entry hereof.

30. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

31. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

(Page | 18)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*

Case No. 23-14853 (JKS)

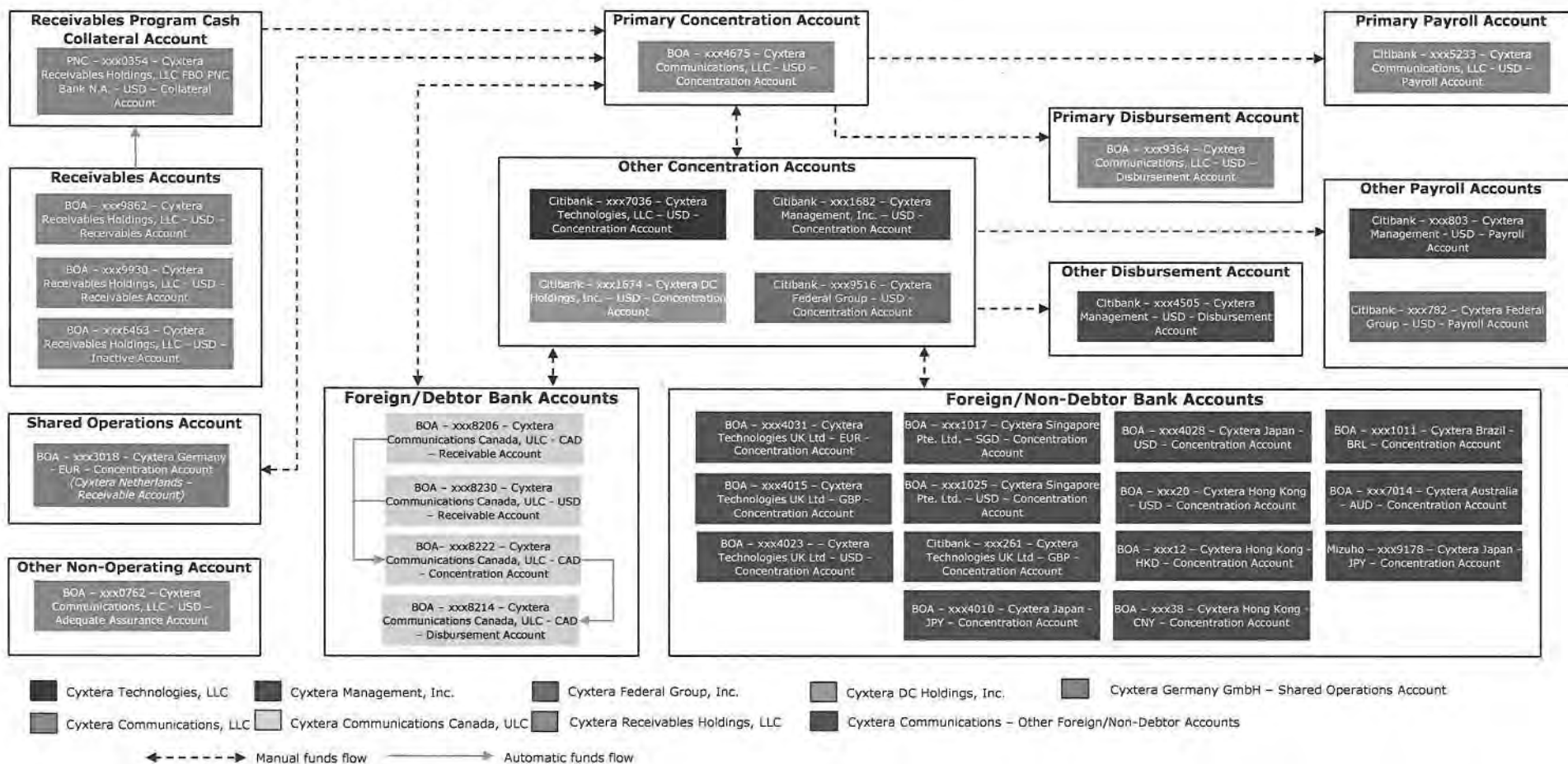
Caption of Order: Fourth Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, and (D) Continue Intercompany Transactions and (II) Granting Related Relief

32. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Fourth Interim Order.

Exhibit 1

Cash Management System Schematic

Cyxtera – Illustrative Cash Management Schematic



This is **Exhibit "D"** referred to in the Affidavit #4 of
Eric Koza Sworn before me this 1st day of September, 2023

A Notary Public in and for the State of New Jersey

For a verification on oath or affirmation:

State of NEW JERSEY
County of MONMOUTH
Signed and sworn to (or affirmed) before me on 1 SEPTEMBER 2023 (date) by

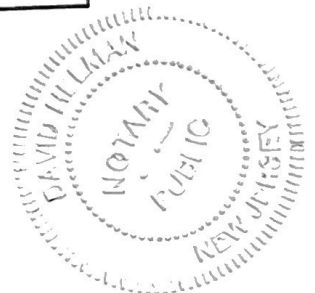
ERIC KOZA
(Name(s) of individual(s) making statement)

✓ 1 ✓
Signature of notarial officer
Stamp

DAVID HELMAN
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES FEB. 13, 2027

Name of Notary Public
Notary Public, State of New Jersey Title of office
My commission expires (date)

FEBRUARY 13 2027



Invoice

Cyxtera Communications Canada ULC
 ATTN: Victor F Semah
 Chief Legal Officer
 c/o Cyxtera Technologies, Inc.
 BAC Colonnade Office Towers
 2333 Ponce De Leon Blvd, Suite 900
 Coral Gables FL 33134
 USA

August 31, 2023
 INVOICE: 20112743

Our Matter: A171290 / 231148
 RE: Canadian restructuring matters

		GST (5.0%)
Fees for Professional Services	\$101,914.00	\$5,095.69
Disbursements (Taxable)	1,629.67	
Disbursements (Non-Taxable)	<u>105.00</u>	
Total Disbursements	1,734.67	81.49
Total Fees and Disbursements	103,648.67	
Total Taxes	5,177.18	5,177.18
Total Invoice	108,825.85	
Please remit balance due:	In Canadian Dollars	\$108,825.85

Important Notice: Please Read

Please make all payments by wire transfer or electronic funds transfer (EFT)

Our complete banking details are on the remittance copy (last page) of this invoice. If you have any questions, please contact payments.ca@gowlingwlg.com

Keith Desjardins

Signed for & on behalf of Gowling WLG (Canada) LLP

Our services are provided in accordance with our Terms of Business (www.gowlingwlg.com/TermsOfBusiness), subject to any other written engagement agreement entered into between the parties.

GOWLING WLG (CANADA) LLP
 160 Elgin Street, Suite 2600,
 Ottawa, Ontario, K1P 1C3, Canada
 GST/HST: 11936 4511 RT

T +1 (613) 233 1781
gowlingwlg.com

Gowling WLG (Canada) LLP is a member of Gowling WLG, an international law firm which consists of independent and autonomous entities providing services around the world. Our structure is explained in more detail at www.gowlingwlg.com/legal

August 31, 2023
INVOICE: 20112743

Cyxtera Communications Canada ULC
Our Matter: A171290
Canadian restructuring matters

PROFESSIONAL SERVICES

2023-07-21	Coordinating service list materials; Natalie Gillespie	0.20	420.00/hr	84.00
2023-07-24	Review and comment upon draft affidavit; call with S. Gavor, R. Robbins and O. Pare; Thomas S. Cumming	0.80	1,120.00/hr	896.00
2023-07-25	Call with S. Gabor, N. Gillespie and S. Kroeger; Thomas S. Cumming	0.30	1,120.00/hr	336.00
2023-07-25	Email from and to O. Pare regarding professional fee approval process. Email from and to T. Cumming regarding same. Sam Gabor	0.20	920.00/hr	184.00
2023-07-25	Phone call with T. Cumming, S. Kroeger, N. Gillespie regarding preparations for July 31 hearing, email to N. Gillespie regarding affidavit preparation. Sam Gabor	0.40	920.00/hr	368.00
2023-07-25	Preparing affidavit evidence (0.8 hrs); call with team (0.3 hrs); Natalie Gillespie	1.10	420.00/hr	462.00
2023-07-25	Drafting application materials and emails re same with Gowlings team and call with T. Cumming; Stephen Kroeger	4.70	580.00/hr	2,726.00
2023-07-26	Reviewing email from O. Pare, reviewing and revising Koza Affidavit #3, emails to and from S. Kroeger regarding Koza Affidavit #3.; Reviewing and revising draft brief of law, email to S. Kroeger. Sam Gabor	1.30	920.00/hr	1,196.00
2023-07-26	Reviewing emails from Information Officer and counsel thereto regarding July 31 hearing, emails from and to S. Kroeger, reviewing and revising affidavit, reviewing and revising notice of application, Sam Gabor	1.00	920.00/hr	920.00
2023-07-26	Reviewing revisions to affidavit, revise affidavit, email to S. Kroeger regarding finalizing affidavit. Sam Gabor	0.30	920.00/hr	276.00

Terms: payment due within 30 days of invoice date
Interest at the rate of 4.8% per annum will be charged on all amounts not paid within 30 days of invoice date
Errors and omissions excluded

August 31, 2023
INVOICE: 20112743

2023-07-26	Preparing affidavit evidence (0.5 hrs); reviewing bench brief (0.3 hrs): Natalie Gillespie	0.80	420.00/hr	336.00
2023-07-26	Drafting application materials; email to the court; emails with assistant re extant issues; drafting order; reviewing filed US orders; Stephen Kroeger	7.00	580.00/hr	4,060.00
2023-07-27	Email from K&E regarding July 31 court materials, reviewing and revising bench brief, emails from and to S. Kroeger. Sam Gabor	0.30	920.00/hr	276.00
2023-07-27	Attending to filing and service matters pertaining to July 31 hearing. Sam Gabor	0.40	920.00/hr	368.00
2023-07-27	Coordinating materials for filing (0.8 hrs); preparing book of authorities (0.5 hrs); Natalie Gillespie	1.40	420.00/hr	588.00
2023-07-27	Drafting application materials; emails and phone calls with Gowling team re same; instructions to assistant re filing; preparing exhibits and authorities; emails with K&E re outstanding issues; Stephen Kroeger	8.40	580.00/hr	4,872.00
2023-07-28	Emails from court regarding rescheduling hearing, attending to emails regarding rescheduling hearing, reviewing and revising Information Officer second report. Sam Gabor	1.10	920.00/hr	1,012.00
2023-07-28	Reviewing report of information officer; multiple emails with Gowlings team and A&M re same; Stephen Kroeger	3.90	580.00/hr	2,262.00
2023-07-28	Emails to the court and from and to the service list re court proceedings; Stephen Kroeger	0.70	580.00/hr	406.00
2023-07-31	Review court materials; discussion with S. Gabor; Thomas S. Cumming	0.70	1,120.00/hr	784.00
2023-07-31	Prepare for court, attendance at court, de-brief with S. Kroeger following court, phone call with O. Pare, emails from and to O. Pare regarding updated marketing deadlines, attending to service of order matters. Sam Gabor	3.30	920.00/hr	3,036.00
2023-08-01	Email from and to N. Howard.			

August 31, 2023
INVOICE: 20112743

	Sam Gabor	0.20	920.00/hr	184.00
2023-08-03	Discussion with S. Gabor; Thomas S. Cumming	0.40	1,120.00/hr	448.00
2023-08-03	Email from and to N. Felton regarding Canadian side of plan summary and tax disclosure, email from and to A. Maerov regarding amended sales process deadlines, email from O. Konowalchuk, email to O. Pare, email from O. Pare, scheduling meetings, phone call with T. Cumming, email to Gowling tax partners regarding Canadian tax disclosure matters, reviewing and revising Chapter 11 plan for Canadian proceedings, emails to and from A. Gupta. Sam Gabor	2.20	920.00/hr	2,024.00
2023-08-04	Reviewing Chapter 11 draft plan and disclosure statements and considering issues, phone call with A. Gupta, email to N. Felton regarding Canadian tax disclosures, email from and to N. Felton. Sam Gabor	2.00	920.00/hr	1,840.00
2023-08-05	Phone call with T. Cumming regarding Canadian tax treatment matters, email from T. Cumming, email to K&E regarding revisions to Chapter 11 disclosure statement. Sam Gabor	0.60	920.00/hr	552.00
2023-08-07	Email correspondence and review disclosure templates; Paul Carenza	1.50	1,430.00/hr	2,145.00
2023-08-07	Emails from and to Gowling tax partner regarding tax disclosure documents. Sam Gabor	0.20	920.00/hr	184.00
2023-08-07	Research re Canadian tax disclosure in CCAA recognition proceedings of US Chapter 11 bankruptcy proceedings; Katherine Yurkovich	2.30	635.00/hr	1,460.50
2023-08-08	Reviewing draft Canadian tax disclosure documents and considering, email to A. Gupta, email to K&E regarding tax disclosure documents. Sam Gabor	0.50	920.00/hr	460.00
2023-08-08	Email and phone call with A. Gupta regarding Canadian tax disclosure, email from and to N. Howard, email to O. Konowalchuk. Sam Gabor	0.40	920.00/hr	368.00
2023-08-08	Further research re Canadian tax disclosure in CCAA recognition proceedings of US Chapter 11 bankruptcy proceedings; Katherine Yurkovich	2.00	635.00/hr	1,270.00

August 31, 2023
INVOICE: 20112743

2023-08-09	Emails from and to S. Toth, emails from and to S. Kroeger, reviewing draft sale approval order, attendance at meeting with O. Pare, S. Kroeger, T. Cumming, N. Howard regarding marketing date amendments (.3), attendance at meeting with Information Officer and counsel, O. Pare, N. Howard, S. Kroeger, Sam Gabor	0.90	920.00/hr	828.00
2023-08-09	Reviewing Chapter 11 APA and revising. Sam Gabor	1.90	920.00/hr	1,748.00
2023-08-10	Reviewing emails S. Gabor; reviewing form of agreement; reviewing income tax comments; drafting mark-up of agreement for GST/HST and transfer taxes; Michael Bussmann	1.20	1,320.00/hr	1,584.00
2023-08-10	Review and comment on draft APA; email correspondence regarding same; Paul Carenza	2.30	1,430.00/hr	3,289.00
2023-08-10	Review draft APA; discussion with S. Gabor; Thomas S. Cumming	1.20	1,120.00/hr	1,344.00
2023-08-10	Call with O. Pare; call with McMillan and Alvarez; Thomas S. Cumming	0.70	1,120.00/hr	784.00
2023-08-10	Emails from T. Cumming, email from and to A. Gupta, reviewing draft APA and preparing notes and comments, phone call with T. Cumming, emails to and from P. Carenza, M. Bussman, emails to and from E. Gafni, phone call with E. Gafni, reviewing and revising draft APA, email to O. Pare regarding draft APA. Sam Gabor	5.00	920.00/hr	4,600.00
2023-08-10	Reviewing correspondence from S. Gabor re draft APA and providing high level comments re Antitrust Laws provision; reviewing draft APA; telephone attendance with S. Gabor re same; reviewing follow-up correspondence and enclosure from S. Gabor re Canadian entity's latest annual financial statements; correspondence to S. Gabor re Competition Act threshold analysis and high level comments re s. 6.5 of draft APA; reviewing correspondence from S. Gabor re definition of "Antitrust Laws"; correspondence to S. Gabor re ICA comments; reviewing correspondences to and from K&E re draft APA; Elad Gafni	1.70	700.00/hr	1,190.00
2023-08-11	Emails from and to E. Gilad regarding Competition Act matters. Sam Gabor	0.20	920.00/hr	184.00
2023-08-11	Reviewing and responding to emails regarding competition act matters. Sam Gabor	0.30	920.00/hr	276.00

August 31, 2023
INVOICE: 20112743

2023-08-11	Correspondences from and to K&E and S. Gabor re Competition Act and Investment Canada Act matters; Elad Gafni	0.20	700.00/hr	140.00
2023-08-14	Initial review of agreement; discussion with P. Carenza; completing review of agreement; reviewing comments P. Carenza; drafting confirming email S. Gabor; Michael Bussmann	1.20	1,320.00/hr	1,584.00
2023-08-14	Conference with M. Bussmann; review and comment on draft share purchase agreement; Paul Carenza	1.00	1,430.00/hr	1,430.00
2023-08-14	Discussion with S. Gabor regarding treatment of cash in Canadian account in light of requirement for institutional guarantee by the US government; Thomas S. Cumming	0.30	1,120.00/hr	336.00
2023-08-14	Email from S. Toth, email to Gowling tax and competition counsel, reviewing email from Gowling tax partner, reviewing and revising Plan Sponsor Agreement, emails to and from A. Garetson regarding securities law input, meeting with A. Garetson, reviewing revisions from A. Garetson, email to A. Garetson. Sam Gabor	1.80	920.00/hr	1,656.00
2023-08-14	Attendance on call with J. Ross, E. Galid, J. Diez regarding Competition Act matters. Sam Gabor	0.50	920.00/hr	460.00
2023-08-14	Prepare for call with K&E to discuss US Trustee matters, call with O. Pare, R. Robbins, N. Gavey regarding Cash Management Order. Sam Gabor	0.80	920.00/hr	736.00
2023-08-14	Preparing for, and meeting with, K&E antitrust team and S. Gabor re draft APA and related Competition Act and Investment Canada Act matters; reviewing correspondence and enclosure from S. Gabor re updated draft APA; correspondence to S. Gabor re same; reviewing correspondence and enclosure from K&E re antitrust comments; Elad Gafni	1.60	700.00/hr	1,120.00
2023-08-14	Call with O. Pare, S. Gabor and others re Canadian cash management matters; Braden A Sheps	0.50	775.00/hr	387.50
2023-08-15	Discussion with S. Gabor regarding Cyxtera; Thomas S. Cumming	0.20	1,120.00/hr	224.00
2023-08-15	Reviewing revisions from A. Garetson to Plan Sponsor Agreement, reviewing and revising Plan Sponsor Agreement, phone call with T. Cumming			

August 31, 2023
INVOICE: 20112743

	Sam Gabor	0.30	920.00/hr	276.00
2023-08-15	Reviewing correspondence and enclosures from K&E Revised NBO, LOI, and 2019 CMA market report; considering competition law issues; correspondences to and from K&E re same and next steps;			
	Elad Gafni	1.50	700.00/hr	1,050.00
2023-08-15	Emails with proposal trustee, their counsel, Goodmans and the court re application date;			
	Stephen Kroeger	0.40	580.00/hr	232.00
2023-08-16	Emails from and to O. Konowalchuk, email from O. Pare regarding payment of professional fees, email from and to O. Pare regarding recognition of fourth interim cash management order.			
	Sam Gabor	0.30	920.00/hr	276.00
2023-08-17	Updating service list;			
	Natalie Gillespie	0.20	420.00/hr	84.00
2023-08-19	Reviewing and analyzing e-mail from S. Gabor regarding revised Asset Purchase Agreement			
	Adam Garetson	0.30	850.00/hr	255.00
2023-08-20	Reviewing, revising and commenting on revised asset purchase agreement;			
	Michael Bussmann	1.70	1,320.00/hr	2,244.00
2023-08-20	Review and comment on revised draft APA;			
	Paul Carenza	1.40	1,430.00/hr	2,002.00
2023-08-20	Reviewing revised draft Asset Purchase Agreement;			
	Adam Garetson	1.20	850.00/hr	1,020.00
2023-08-21	Email correspondence re asset purchase agreement review, with M Bussmann re same;			
	Paul Carenza	0.60	1,430.00/hr	858.00
2023-08-21	Reviewing revised APA and comments from Gowling team, reviewing emails from Gowling team, emails to S. Toth.			
	Sam Gabor	3.50	920.00/hr	3,220.00
2023-08-21	Reviewing draft APAs transactions re Competition Act and Investment Canada Act matters; correspondences to and from S. Gabor re comments re same;			
	Elad Gafni	1.60	700.00/hr	1,120.00

August 31, 2023
INVOICE: 20112743

2023-08-21	Finalizing guidance regarding Canadian securities law to current draft Asset Purchase Agreement			
	Adam Garetson	0.40	850.00/hr	340.00
2023-08-21	Reviewing APA received from K&E;			
	Stephen Kroeger	1.00	580.00/hr	580.00
2023-08-22	Reviewing and revising asset purchase agreement;			
	Michael Bussmann	0.80	1,320.00/hr	1,056.00
2023-08-22	Review and comment on draft APA;			
	Paul Carenza	1.30	1,430.00/hr	1,859.00
2023-08-22	Reviewing emails from Gowling team on sale of assets, reviewing APA.			
	Sam Gabor	0.90	920.00/hr	828.00
2023-08-22	Reviewing Asset Purchase Agreement.			
	Adam Garetson	0.80	850.00/hr	680.00
2023-08-22	Instructions from S. Gabor re employment law review in APA; emails with Gowling teams in Ontario, BC and Quebec; reviewing APA;			
	Stephen Kroeger	1.80	580.00/hr	1,044.00
2023-08-22	Corresponding with S. Kroeger re: review of asset purchase agreement with a view of employment provisions;			
	Arielle Sie-Mah	0.20	500.00/hr	100.00
2023-08-23	Review, revise and comment on employment provisions of the APA; emails re same.			
	Andrew Bratt	1.70	935.00/hr	1,589.50
2023-08-23	Emails from and to K. Desjardins, email from D. McCrae, emails from and to D. McCrae, phone call with T. Cumming, considering logistics for approval hearings, reviewing revision to APA based on employment lawyer review, email from D. McCrae and considering, email to S. Kroeger.			
	Sam Gabor	1.60	920.00/hr	1,472.00
2023-08-23	Reviewing mark-up of APA; emails with Ontario Gowling counsel re same; emails with K. Desjardins re declaration for employment matters; reviewing same;			
	Stephen Kroeger	1.40	580.00/hr	812.00
2023-08-23	Reviewing APA for Quebec employment and labour considerations;			
	Cedric Marsan-Lafond	2.30	500.00/hr	1,150.00

August 31, 2023
INVOICE: 20112743

2023-08-23	Review of asset purchase agreement with a view of providing comment on employment provisions on behalf of seller; Arielle Sie-Mah	2.60	500.00/hr	1,300.00
2023-08-24	Email to K&E with comments on APA. Sam Gabor	0.30	920.00/hr	276.00
2023-08-24	Emails from and to K&E regarding APA review, emails from and to Quebec employment law counsel, email from N. Gavey, prepare draft email to N. Gavey regarding assignment of contracts in CCAA, Sam Gabor	1.00	920.00/hr	920.00
2023-08-24	Reviewing correspondence and enclosure from J. Donado Diez at K&E re draft APA; correspondences to and from J. Donado Diez re comments re same; adding comments to draft APA; correspondence to K&E team re same; Elad Gafni	1.00	700.00/hr	700.00
2023-08-24	Review asset purchase agreement (benefits) and related comments to S. Kroeger, S. Gabor, T. Cumming and A. Bratt; Daniel R Hayhurst	1.40	1,595.00/hr	2,233.00
2023-08-24	Reviewing corporate matters re: upcoming items; exchanging correspondence with S. Kroeger re: same; Zafar Jaffer	0.30	725.00/hr	217.50
2023-08-24	Emails with court coordinator re application timing; Stephen Kroeger	0.20	580.00/hr	116.00
2023-08-24	Review of the draft APA received on August 23, 2023; written correspondence to S. Kroeger on this matter. Olivier Lamoureux	1.50	630.00/hr	945.00
2023-08-25	Reviewing email from N. Gavey, email to N. Gavey regarding cash management, email from N. Gavey, email to N. Gavey, email to D. McCrae regarding GUC and UCC investigation. Sam Gabor	0.40	920.00/hr	368.00
2023-08-25	Email from T. Cumming and from S. Kroeger both regarding assignment of contracts email to K&E, email to O. Pare, email from O. Pare regarding GUC and UCC, reviewing and revising APA, email to K&E with changes to APA, email to O. Pare regarding 4th interim cash management order, reviewing email from R. Robbins regarding cash management. Sam Gabor	1.20	920.00/hr	1,104.00

August 31, 2023
INVOICE: 20112743

2023-08-25	Correspondences from and to T. Wilson at K&E re Canadian antitrust and FDI matters re draft APA; Elad Gafni	0.40	700.00/hr	280.00
2023-08-25	Emails with Gowling and K&E teams re cash management order and upcoming application for recognition of same; emails with the court re application time; Stephen Kroeger	0.70	580.00/hr	406.00
2023-08-25	Review and draft of an amended version of the APA with regard to Québec employment law considerations; working meeting with C. Marsan-Lafond on this matter. Olivier Lamoureux	2.10	630.00/hr	1,323.00
2023-08-25	Reviewing APA for Quebec employment and labour considerations; Strategic discussion with O. Lamoureux re same; Cedric Marsan-Lafond	0.50	500.00/hr	250.00
2023-08-28	Emails from court, emails from and to N. Gavey regarding recognition application for 4th interim cash management order Sam Gabor	0.30	920.00/hr	276.00
2023-08-28	Reviewing draft documents and file correspondence; considering matters re: same; Zafar Jaffer	0.80	725.00/hr	580.00
2023-08-28	Drafting declaration and retention questionnaire; emails with K&E and Gowlings teams re same; Stephen Kroeger	2.00	580.00/hr	1,160.00
2023-08-29	Draft court materials for fourth interim cash management recognition order Sam Gabor	1.80	920.00/hr	1,656.00
2023-08-29	Researching law re conflict of law issues; drafting affidavit; emails with S. Gabor re same; Stephen Kroeger	2.80	580.00/hr	1,624.00
2023-08-30	Phone call with S. Kroeger regarding September 6 motion mechanics, email to R. Robbins, phone call with S. Kroeger to discuss cash management order logistics, emails from K&E and R. Robbins, considering options for cash management order recognition, reviewing and revising court materials, email to K&E and Alix regarding court materials. Sam Gabor	1.80	920.00/hr	1,656.00
2023-08-30	Reviewing authorities on jurisdiction for assignment of contracts in CCAA, Chapter 11 proceedings.			

August 31, 2023
INVOICE: 20112743

Sam Gabor	0.10	920.00/hr	92.00
-----------	------	-----------	-------

Total Fees for Professional Services			<u>\$101,914.00</u>
---	--	--	----------------------------

DISBURSEMENTS

Taxable Costs

Copying		\$50.75
Colour Copy Recoveries		\$1,224.00
Corporate Searches - Taxable		\$184.70
Registered Mail		\$170.22
Total Taxable Disbursements		<u>\$1,629.67</u>

Non-Taxable Costs

Corporate Searches - Agency		\$35.00
2023-07-12	Court Costs - Agency	\$20.00
	VENDOR: RBC Visa - Calgary1332; INVOICE#: 2023JULY12;	
	DATE: 07/12/2023:A171290/SK/Court of Kings Bench Re: Filing Fee	
2023-07-27	Court Costs - Agency	\$50.00
	VENDOR: RBC Visa - Calgary1332; INVOICE#: 2023JUL27;	
	DATE: 07/27/2023:A171290/Court of Kings Bench Re: Filing fee	
Total Non-Taxable Disbursements		<u>\$105.00</u>

August 31, 2023
INVOICE: 20112743

Remittance Copy

Client: 231148 Cyxtera Communications Canada ULC
Matter: A171290
RE: Canadian restructuring matters
Amount Due: \$108,825.85 CAD

PAYMENT BY CHEQUE:

Please return this page with your payment payable to Gowling WLG (Canada) LLP

Remit to: Gowling WLG (Canada) LLP
PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE:

CIBCCATT

BENEFICIARY BANK:

Canadian Imperial Bank of Commerce
84 Bank Street, Ottawa, ON K1P 5N4

TRANSIT NUMBER:

0010-00186

BENEFICIARY ACCOUNT NAME:

Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa, ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S):

CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:

Wells Fargo Bank, N.A. BIC: PNBUS3NNYC - ABA:026005092

If paying by wire transfer or corporate EFT please e-mail the remittance details to
payments.ca@gowlingwlg.com

Please note that we cannot accept payment by Interac e-Transfer®