

COURT FILE NUMBER 2301-07385

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary



C120942

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 **ACQUIRED SPECIFIED ASSETS
 CERTIFICATE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

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 File No. A171290
 Attention: Tom Cumming/Sam Gabor/Stephen Kroeger

RECITALS

1. Cyxtera Technologies, Inc. (“CTI”), in its capacity as foreign representative (in such capacity, the “**Foreign Representative**”) of Cyxtera Canada LLC (“**Cyxtera LLC**”), Cyxtera Communications Canada, ULC (“**Communications ULC**”) and Cyxtera Canada TRS, ULC (“**TRS ULC**”, together with Cyxtera LLC and Communications ULC, the “**Canadian Debtors**”) commenced cases (the “**Chapter 11 Cases**”) under chapter 11 of title 11 of the *United States Bankruptcy Code* (the “**US Bankruptcy Code**”) before the United States Bankruptcy Court for the District of New Jersey (the “**US Bankruptcy Court**”) on June 4, 2023.

2. On June 7, 2023, the Honourable Mr. Justice B. Nixon of the Court of King’s Bench of Alberta, Judicial District of Calgary (the “**Court**”) pronounced the following Orders under Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”, and the proceedings thereunder, the “**Recognition Proceedings**”): (a) an Order (the “**Recognition Order**”), *inter*

alia, (i) recognizing Cyxtera Technologies Inc. as foreign representative of the Canadian Debtors for the purposes of s. 45(1) of the CCAA and the Chapter 11 Cases as foreign proceedings, (ii) recognizing each of the Canadian Debtor's main interest is in the United States of America and Chapter 11 Cases are foreign main proceedings for the purposes of s. 45(1) of the CCAA; and (b) an Order, *inter alia*, appointing Alvarez and Marsal Canada Inc. as an information officer of this Honourable Court in the Recognition Proceedings.

3. On November 21, 2023, the Honourable Mr. Justice B. Nixon of the Court pronounced an Order (the “**Confirmation Recognition Order**”) (a) recognizing and giving effect in Canada to an Order of the US Bankruptcy Court (the “**US Confirmation Order**”) (i) authorizing the Canadian Debtors to enter into and perform their obligations under an asset purchase agreement dated as of October 31, 2023 (the “**Brookfield APA**”) by and among Phoenix Data Center Holdings LLC as purchaser (“**Phoenix**”) and CTI, the Canadian Debtors and their affiliated corporations as sellers, (ii) approving the sale of the Acquired Assets (as defined in the Brookfield APA, and the purchase and sale thereunder, the “**Brookfield Transaction**”), free and clear of all Claims and Encumbrances, other than Permitted Encumbrances and Permitted Post-Closing Permitted Encumbrances as set forth in and in accordance with the Brookfield APA (each as defined in the Brookfield APA), (iii) approving the assumption and assignment of Assigned Contracts and Acquired Leases (as defined in the Brookfield APA, and referred to as the “**Acquired Agreements**”), and (iv) granting related relief; and (b) (i) vesting the Canadian Assets (as defined in the Brookfield APA) in Phoenix on the terms set out therein, and (ii) assigning the Assigned Contracts and Acquired Leases included in the Canadian Assets to Phoenix; and (c) providing the additional relief described herein.

4. Under the Brookfield APA, the Acquired Agreements include the asset purchase agreement dated October 30, 2023 (the “**Specified Agreement**”) between Communications ULC and Cologix Canada, Inc. (“**Cologix**”), and the Canadian Assets include the Acquired Assets as defined in the Specified Agreement (such Acquired Assets being referred to herein and the Brookfield APA as the “**Specified Assets**”), and that in the circumstances described below, the Specified Agreement will become an Excluded Agreement (as defined in the Brookfield APA) and the Specified Assets will become Excluded Assets (as defined in the Brookfield APA), and the Specified Assets will vest in Cologix free and clear of any Encumbrances other than Permitted Encumbrances pursuant to the Cologix Recognition Order granted by the Court on November 21, 2023 in the Recognition Proceedings.

5. Under paragraph 7 of the Confirmation Recognition Order, the Chief Restructuring Officer (the “**CRO**”) or Deputy Chief Restructuring Officer (the “**DCRO**”) of the Canadian Debtors was authorized and directed to deliver this Certificate to Phoenix and Cologix certifying that all conditions precedent in the Specified Agreement are satisfied or waived, other than the vesting in and transfer and assignment of the Specified Assets in accordance with the Specified Agreement (the “**Specified Conditions**”) prior to the date that is ninety (90) days following the closing of the Brookfield Transaction (the “**Specified Date**”, and such closing, the “**Brookfield Transaction Closing**”), whereupon the Specified Agreement is deemed to be excluded from the Acquired Agreements and to be an Excluded Contract under the Brookfield APA, and the Specified Assets are deemed to be excluded from the Canadian Assets and to be Excluded Assets under the Brookfield APA, which exclusions relate back and are effective as of the date of the Brookfield Transaction Closing, and immediately prior to the vesting, assignments, conveying and transferring of the Specified Assets (including for certainty the Assigned Contracts and Acquired Leases as defined in the Specified Agreement) on such date pursuant to the Cologix Recognition Order.

6. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Brookfield APA.

THE DCRO OF THE CANADIAN DEBTORS CERTIFIES the following:

1. All of the Specified Conditions have been satisfied or waived on or prior to the Specified Date.

This Certificate was delivered by the DCRO of the Canadian Debtors at 10:00 PM MT on December 7, 2023.



Name: Raymond Li
Title: Deputy Chief Restructuring Officer