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

<p>In re:</p> <p>CYXTERA TECHNOLOGIES, INC., <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p>	<p>Chapter 11</p> <p>Case No. 23-14853 (JKS)</p> <p>(Joint Administration Requested)</p>
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**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,**

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed 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.



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

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (the “Motion”):²

Relief Requested

1. The Debtors seek entry of orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B** (respectively, the “Interim Order” and “Final 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; and (b) granting related relief. In addition, the Debtors request that the Court schedule a final hearing twenty-eight days after the commencement of these chapter 11 cases to consider entry of an order approving the relief requested herein on a final basis.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). The Debtors confirm their consent to the Court entering a final order in connection with this Motion to the extent that it is later determined that the Court,

² A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ chapter 11 cases, is set forth in the *Declaration of Eric Koza, Chief Restructuring Officer of Cyxtera Technologies, Inc., in Support of the Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith. Capitalized terms used but not defined in this Motion have the meaning ascribed to them in the First Day Declaration.

absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105, 345, 363, 364, and 503 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002, 6003, and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 9013–1 and 9013–5 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”).

Background

5. The Debtors, together with their non-Debtor affiliates (collectively, “Cyxtera”), are a leading global data center provider of: (i) retail colocation—the practice of renting space and power to customers to deploy their technology infrastructure including servers, storage, and security devices in an extremely resilient and highly connected environment; (ii) interconnection services—the practice of connecting information technology equipment to a customer’s network service providers; and (iii) digital exchange services—the practice of offering customers additional resources including the ability to rent Cyxtera-owned servers or the ability to access partner-delivered products and software to help customers holistically manage their hybrid technology systems. Cyxtera offers this advanced suite of services to more than 2,000 customers. Founded in 2017 and headquartered in Coral Gables, Florida, Cyxtera employs a global workforce of over 600 employees worldwide and operates a footprint of more than sixty data centers in over thirty markets around the world, including the United States, Canada, London, Amsterdam, Singapore, Tokyo, and Germany.

6. On June 4, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have also filed a motion requesting procedural consolidation and joint administration of these chapter 11 cases pursuant to

Bankruptcy Rule 1015(b). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no official committees have been appointed or designated.

The Cash Management System

I. Overview.

7. In the ordinary course of business, Cyxtera operates a complex cash management system (the “Cash Management System”), a schematic of which is attached as Exhibit 1 to Exhibit A hereto. Cyxtera uses the Cash Management System to collect, transfer, and disburse funds, and to facilitate cash monitoring, forecasting, and reporting. Cyxtera’s treasury department maintains daily oversight of the Cash Management System and implements cash management controls for accepting, processing, and releasing funds, including in connection with any Intercompany Transactions (as defined herein). Cyxtera’s accounting department regularly reconciles Cyxtera’s books and records to ensure that all transfers are accounted for properly.

8. The Cash Management System is similar to those commonly employed by businesses comparable in size and scale to Cyxtera to help control funds, ensure cash availability for each entity, and reduce administrative expenses by facilitating the movement of funds among multiple entities. Cyxtera estimates that its cash receipt collections averaged approximately \$65 million per month in the twelve months prior to the Petition Date. In addition, Cyxtera estimates that total disbursements to third parties averaged approximately \$55 million per month in the twelve months prior to the Petition Date.

9. Because of the nature and operational scale of the Debtors’ business, any disruption to the Cash Management System would have an immediate and material adverse effect on the Debtors’ business and operations, to the detriment of their estates and stakeholders. Accordingly,

to minimize the disruption caused by these chapter 11 cases, the Debtors request authority to continue to use their existing Cash Management System during the pendency of these chapter 11 cases, subject to the terms described herein.

II. The Bank Accounts and Flow of Funds.

10. As of the Petition Date, Cyxtera's Cash Management System is composed of thirty-four bank accounts, (each, a "Bank Account" and, collectively, the "Bank Accounts"). Of those Bank Accounts, fifteen are owned and controlled by the Debtors (the "Debtor Bank Accounts"), four are owned and controlled by non-Debtor affiliate Cyxtera Receivables Holdings, LLC ("Cyxtera Receivables Holdings"), and the other fifteen are owned by foreign-based non-Debtor affiliates (the "Non-Debtor Foreign Bank Accounts" and together with the Receivables Accounts and the Receivables Program Cash Collateral Account (each as defined herein), the "Non-Debtor Bank Accounts") that are direct and indirect subsidiaries of the Debtors. The Debtor Bank Accounts include: (a) seven accounts maintained at Bank of America Corporation ("BoA"); and eight accounts maintained at Citibank, N.A. ("Citibank").

11. The Debtor Bank Accounts consist of (a) five Concentration Accounts, (b) three Payroll Accounts, (c) two Disbursement Accounts, (d) four Foreign Bank Accounts, and (e) the Adequate Assurance Account (each as defined herein). The Debtors maintain one primary concentration account (the "Primary Concentration Account") maintained by Cyxtera Communications, LLC ("Cyxtera Communications"), and four secondary concentration accounts controlled by other Debtors (together with the Primary Concentration Account, the "Concentration Accounts"). All of the domestic Debtors' revenue is received directly into two receivables accounts that are Non-Debtor Bank Accounts (collectively the "Receivables Accounts") maintained by non-Debtor affiliate Cyxtera Receivables Holdings by way of check, wire transfer, and/or electronic fund transfer. This revenue is then automatically transferred on a daily basis to

the Receivables Program Cash Collateral Account maintained by Cyxtera Receivables Holdings with PNC Bank, N.A. (“PNC Bank”) and is manually pushed from the Receivables Program Cash Collateral Account to the Primary Concentration Account via ordinary course Intercompany Transactions on a daily basis to the extent permitted by the Receivables Program (as defined herein). Generally, funds are then transferred from the Primary Concentration Account to the other Debtor Bank Accounts on an as needed basis to make disbursements and support the Debtors’ operations. The Receivables Accounts also play a key role in the Receivables Program, as described in greater detail herein.

12. The Foreign Bank Accounts and the Non-Debtor Foreign Bank Accounts, all but one of which are maintained at banks headquartered in the United States,³ are used to fund Cyxtera’s operations in Europe, Canada, South America, Australia, and Asia Pacific. The foreign-based Debtors and non-Debtor affiliates generate cash from local operations, which is then collected into the Foreign Bank Accounts and Non-Debtor Foreign Bank Accounts, as applicable. This cash is then used to fund each foreign-based Debtor and non-Debtor affiliates’ business operations. The vast majority of the foreign-based Debtors and non-Debtor affiliates are cash positive and maintain their own operations without the need for regular additional funding. On the occasion when cash from the domestic-based Debtors is needed to fund a foreign-based Debtor or non-Debtor affiliate, the Debtors will make an ordinary course transfer from the Concentration Accounts to the applicable Foreign Bank Account or Non-Debtor Foreign Bank Account. Conversely, excess cash generated from the business operations of the foreign-based Debtors and non-Debtor affiliates is also occasionally repatriated back to the Concentration Accounts from the applicable Foreign Bank Accounts and Non-Debtor Foreign Bank Account to help fund domestic

³ Mizuho Bank, Ltd. (“Mizuho”), headquartered in Japan, maintains one Non-Debtor Foreign Bank Account.

business operations. While uncommon, these transfers are an integral part of Cyxtera’s Cash Management System and allow Cyxtera to support its global operations when necessary. The Bank Accounts are identified on **Exhibit C** attached hereto.

13. The Debtors’ cash on-hand is largely comprised of proceeds from the Debtors’ ongoing business operations. As of the Petition Date, the aggregate balance of funds held in the Debtor Bank Accounts is approximately \$40.7 million. The Bank Accounts include the following, each serving a dedicated function:

Bank Accounts	Description of Accounts
Concentration Accounts	
Primary Concentration Account <i>Bank of America</i> x4675	Cyxtera Communications maintains the Primary Concentration Account at BoA ending in 4675. All of the domestic Debtors’ revenue is first deposited into the two Receivables Accounts maintained by non-Debtor affiliate Cyxtera Receivables Holdings. This revenue is then automatically transferred on a daily basis to the Receivables Program Cash Collateral Account and is then swept manually to the Primary Concentration Account via ordinary course Intercompany Transactions on a daily basis to the extent permitted by the Receivables Program. To support its primary operations, the Debtors then transfer funds manually from the Primary Concentration Account to the Primary Payroll Account and automatically to the Primary Disbursement Account (each as defined herein). The Debtors also maintain four other Concentration Accounts, all of which are manually funded on an at needed basis by the Primary Concentration Account to support the business operations of certain Debtors.
Technologies Concentration Account <i>Citibank</i> x7036	Debtor Cyxtera Technologies, Inc. (“ <u>Cyxtera Technologies</u> ”) maintains a concentration account at Citibank ending in 7036 (the “ <u>Technologies Concentration Account</u> ”). It acts as a general checking account for Cyxtera Technologies, with additional protections, making disbursements as needed to support Cyxtera Technologies’ operations. It is rarely used, and the disbursements that are made are generally related to the needs of Cyxtera Technologies’ needs as a public company.
Federal Concentration Account <i>Citibank</i> x9516	Debtor Cyxtera Federal Group, Inc. (“ <u>Cyxtera Federal</u> ”) maintains a concentration account at Citibank ending in 9516 (the “ <u>Federal Concentration Account</u> ”). This account supports the business operations of Cyxtera Federal along with liabilities incurred by Travel Cards (as defined herein) issued to Cyxtera Federal employees under the Amex Credit Card Program (as defined herein). Funds from the Federal Concentration Account are transferred manually to the Federal Payroll Account (as defined herein) maintained by Cyxtera Federal to cover its payroll obligations.
Management Concentration Account	Debtor Cyxtera Management, Inc (“ <u>Cyxtera Management</u> ”) maintains a concentration account at Citibank ending in 1682 (the “ <u>Management Concentration Account</u> ”). This account supports the business operations of

Bank Accounts	Description of Accounts
<p><i>Citibank</i> x1682</p>	<p>Cyxtera Management. Funds from this account are transferred (a) manually to the Management Payroll Account (as defined herein) maintained by Cyxtera Management to cover its payroll obligations and (b) manually to the Management Disbursement Account (as defined herein) maintained by Cyxtera Management upon the presentation of payment for disbursement.</p>
<p>DC Holdings Concentration Account <i>Citibank</i> x1674</p>	<p>Debtor Cyxtera DC Holdings, Inc. (“<u>Cyxtera DC Holdings</u>”) maintains a concentration account at Citibank ending in 1674 (the “<u>DC Holdings Concentration Account</u>”). This account supports the business operations of Cyxtera DC Holdings and certain of its subsidiaries.</p>
<p>Payroll Accounts</p>	
<p>Primary Payroll Account <i>Citibank</i> x5233</p>	<p>The Debtors maintains three payroll accounts (collectively, the “<u>Payroll Accounts</u>”) at Citibank to fund payroll expenses to, and on account of, the Debtors’ employees. Each Payroll Account is manually funded from the Concentration Accounts in an amount sufficient to cover biweekly payroll disbursements prior to their initiation each pay period. Ultimate Kronos Group (“<u>UKG</u>”), a third-party vendor, handles the actual payroll payments. In making these payments, UKG requests cash from the Payroll Accounts and funds the payroll through ACH transfers. The Payroll Accounts are essentially zero balance accounts but maintain a small balance to cover certain Bank Fees (as defined herein) and other account maintenance obligations.</p> <p>Cyxtera Communications maintains a payroll account at Citibank ending in 5233 (the “<u>Primary Payroll Account</u>”). It is manually funded by the Primary Concentration Account and is used to cover general payroll expenses to, and on account of, the Debtors’ employees.</p>
<p>Federal Payroll Account <i>Citibank</i> x782</p>	<p>Cyxtera Federal maintains a payroll account at Citibank ending in 782 (the “<u>Federal Payroll Account</u>”). It is manually funded by the Federal Secondary Concentration Account and is used to cover the payroll obligations of Cyxtera Federal.</p>
<p>Management Payroll Account <i>Citibank</i> x803</p>	<p>Cyxtera Management maintains a payroll account at Citibank ending in 803 (the “<u>Management Payroll Account</u>”). It is manually funded by the Management Concentration Account and is used to cover Cyxtera Management’s payroll obligations.</p>
<p>Disbursement Accounts</p>	
<p>Primary Disbursement Account <i>Bank of America</i> x9364</p>	<p>The Debtors maintain two disbursement accounts (collectively, the “<u>Disbursement Accounts</u>”) to cover the Debtors’ accounts payable in the ordinary course.</p> <p>Cyxtera Communications maintains a disbursement account at BoA ending in 9364 (the “<u>Primary Disbursement Account</u>”). The Primary Disbursement Account is manually funded by the Primary Concentration Account upon the presentation of payment for disbursement and is used to cover in the ordinary course (a) the Debtors’ general accounts payable, (b) liabilities incurred by Cyxtera Communications’ employees under the Amex Credit Card Program, (c) the Receivables Program Fees (as defined herein), and (d) Debtor Cyxtera</p>

Bank Accounts	Description of Accounts
	Netherlands B.V.'s (" <u>Cytxera Netherlands</u> ") accounts payable after the conversion of funds from U.S. dollars to euros,
<p>Management Disbursement Account</p> <p><i>Citibank</i> x4505</p>	<p>Cytxera Management maintains a disbursement account at Citibank ending in 4505 (the "<u>Management Disbursement Account</u>"). It is manually funded by the Management Concentration Account upon the presentation of payment for disbursement and is used to cover Cytxera Management's accounts payable in the ordinary course along with liabilities incurred by Cytxera Management's employees under the Amex Credit Card Program and the liabilities incurred by the foreign-based Debtors and non-Debtor affiliates under the Legacy Credit Card Program (as defined herein).</p>
<p>Foreign Bank Accounts⁴</p>	
<p><i>Bank of America</i> x8206, x8214, x8230, x8222,</p>	<p>The Debtors maintain four accounts at BoA that are used to fund the Debtors' operations in Canada (the "<u>Foreign Bank Accounts</u>").</p> <p>Debtor Cytxera Canada Communications, ULC ("<u>Cytxera Canada</u>") maintains four Foreign Bank Accounts at BoA as part of a generally self-sustaining cash management system that mimics the structure of the main Cash Management System. Funds generated from Cytxera Canada's operations are initially received into two accounts ending in 8230 and 8206 that act as receivables accounts. These funds are swept automatically into the Foreign Bank Account ending in 8222, which acts a concentration account. When disbursing payments, Cytxera Canada then transfers funds automatically to the Foreign Bank Account ending in 8214, which acts as a disbursement account.</p> <p>Cytxera Canada is cash positive and maintain their operations without the need for regular additional funding from the domestic-based Debtors. Nevertheless, the Foreign Bank Accounts are connected to the Concentration Accounts, which allows funds to occasionally flow to Cytxera Canada as necessary. Excess cash generated from Cytxera Canada's business operations is also occasionally repatriated back to the Concentration Accounts to help fund domestic business operations</p>
<p>Adequate Assurance Account</p>	
<p><i>Bank of America</i> x0762</p>	<p>Cytxera Communications maintains the BoA account ending in 0762 (the "<u>Adequate Assurance Account</u>"). The Adequate Assurance Account will hold \$5.3 million as adequate assurance for utility providers as further described in the Utilities Motion.⁵</p>

⁴ The Foreign Bank Accounts maintained by BoA are located at its branches in Canada.

⁵ Contemporaneously herewith, the Debtors filed the *Debtors' Motion for Entry of Interim and Final Orders (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, and (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief* (the "Utilities Motion"). The Adequate Assurance Account will be funded in accordance with the procedures set forth in the Utilities Motion.

Bank Accounts	Description of Accounts
Non-Debtor Bank Accounts	
Receivables Accounts <i>Bank of America</i> x9862 x9930	Non-Debtor affiliate Cyxtera Receivables Holdings maintains two Receivables Accounts at BoA ending in 9862 and 9930, both of which are controlled solely by PNC Bank pursuant to a Deposit Account Control Agreement (as defined herein). The Receivables Accounts are funded by revenue and accounts receivable generated by the domestic Debtors’ business operations. The Receivables Accounts and all funds from time to time on deposit therein are pledged to PNC Bank as collateral for the Receivables Program. All of the domestic Debtors’ revenue enters the Cash Management System through the Receivables Accounts and is automatically transferred on a daily basis to the Receivables Program Cash Collateral Account, from which it is then transferred manually to the Primary Concentration Account maintained by Debtor Cyxtera Communications on a daily basis via ordinary course Intercompany Transactions to the extent permitted by the Receivables Program.
Receivables Program Cash Collateral Account <i>PNC Bank</i> x0354	Non-Debtor affiliate Cyxtera Receivables Holdings maintains a cash collateral account (the “ <u>Receivables Program Cash Collateral Account</u> ”) at PNC Bank ending in 0354 that is subject to a Deposit Account Control Agreement (as defined herein) with PNC Bank. The Receivables Program Cash Collateral Account receives all funds deposited to the Receivables Accounts and is subject to PNC Bank’s control pursuant to the Receivables Program. The Receivables Program Cash Collateral Account and all funds from time to time on deposit therein are pledged to PNC Bank as collateral for the Receivables Program and are used to make payments from time to time due under the Receivables Program. Subject to satisfaction of the relevant conditions precedent under the Receivables Program, excess available funds on deposit in the Receivables Program Cash Collateral Account are transferred manually to the Primary Concentration Account maintained by Debtor Cyxtera Communications on a daily basis via ordinary course Intercompany Transactions.
Inactive Account <i>Bank of America</i> x6463	Non-Debtor affiliate Cyxtera Receivables Holdings maintains an inactive account at BoA ending in 6463 that is part of the Receivables Program.
Non-Debtor Foreign Bank Accounts <i>Bank of America</i> x1017, x1025, x01011, x20, x7014, x12, x38, x4028, x4010, x4031, x4015, x4023 <i>Citibank</i> x261 <i>Mizuho</i> x9178	The Debtors’ foreign-based non-Debtor affiliates maintain eleven Non-Debtor Foreign Bank Accounts at BoA, Citibank, and Mizuho, which act as concentration accounts for the applicable foreign-based non-Debtor affiliate. The Non-Debtor Foreign Bank Accounts are used to support Cyxtera’s operations in Japan, Germany, Asia Pacific, South America, and Australia. The vast majority of the foreign-based non-Debtor affiliates are cash positive and maintain their operations without the need for regular additional funding from the domestic-based Debtors. On the occasion when cash from the domestic-based Debtors is needed to fund a foreign-based non-Debtor affiliate, the domestic-based Debtors will make an ordinary course Intercompany Transaction from a Concentration Account to the applicable Non-Debtor Foreign Bank Account. Conversely, excess cash generated from the business operations of the foreign-based non-Debtor affiliates is also occasionally repatriated back to the Concentration Accounts maintained by the domestic-based Debtors from the applicable Non-Debtor Foreign Bank Account to help fund domestic business operations via ordinary course Intercompany Transactions.

Bank Accounts	Description of Accounts
Shared Operations Account <i>Bank of America</i> x3018	Debtor Cyxtera Netherlands does not maintain a Bank Account due to its small operational footprint and minimal cash flow. Thus, customer receipts received by Cyxtera Netherlands are deposited into a shared operations account (the “ <u>Shared Operations Account</u> ”) ending in 3018 maintained by foreign-based non-Debtor affiliate Cyxtera Germany GmbH (“ <u>Cyxtera Germany</u> ”) in euros. As explained herein, these funds are then converted to U.S. dollars and transferred to the Primary Concentration Account via ordinary course Intercompany Transactions on at least a weekly basis.

III. Compliance with the Bankruptcy Code and Guidelines.

A. Compliance with U.S. Trustee Guidelines and Section 345 of the Bankruptcy Code.

14. Section 345(a) of the Bankruptcy Code governs a debtor’s cash deposits during a chapter 11 case and authorizes deposits of money as “will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment.” To comply with section 345 of the Bankruptcy Code, the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees* (the “U.S. Trustee Guidelines”) for the United States Trustee for the District of New Jersey (the “U.S. Trustee”) generally require chapter 11 debtors to, among other things, deposit all estate funds into an account with an authorized bank depository that agrees to comply with certain requirements set by the U.S. Trustee (each, an “Authorized Depository”). Section 345(b) of the Bankruptcy Code requires a debtor’s bank to post a bond unless a debtor’s funds are “insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States.” 11 U.S.C. § 345(b).

15. The banks where the Debtor Bank Accounts are maintained—Citibank and BoA and its foreign affiliates (collectively, the “Cash Management Banks”)—are Authorized Depositories or foreign affiliates of Authorized Depositories under the U.S. Trustee Guidelines. Likewise, most of the Debtor Bank Accounts are insured by the Federal Deposit Insurance

Corporation (the “FDIC”). The remaining Debtor Bank Accounts are the Foreign Bank Accounts. BoA’s foreign affiliates are well-capitalized, financially stable, and reputable institutions. Further, relocating the Foreign Bank Accounts to U.S.-only accounts could have potentially significant tax or regulatory impacts. Cause exists to allow the Debtors to continue utilizing the Foreign Bank Accounts consistent with historical practices.

16. Pursuant to the foregoing, the Debtors request a thirty-day waiver of the requirements of section 345(b), subject to the Debtors’ rights to seek further extensions thereof. In any event, the Debtors will continue to work in good faith with the U.S. Trustee to address any concerns regarding the continued use of Foreign Bank Accounts on a postpetition basis.

B. Compliance with U.S. Trustee Guidelines as to Business Forms and Books and Records.

17. As part of the Cash Management System, the Debtors use a variety of preprinted business forms (including letterhead, correspondence forms, invoices, and other business forms) in the ordinary course of business (collectively, and as they may be modified from time to time, the “Business Forms”). The Debtors also maintain books and records to document their financial results and a wide array of operating information (collectively, the “Books and Records”). To avoid a material disruption to their business operations and to minimize administrative expense to their estates, the Debtors request authorization to continue using all of the Business Forms and Books and Records in a manner consistent with prepetition practice, without reference to the Debtors’ status as chapter 11 debtors in possession.

IV. Bank Accounts and Fees.

18. In the ordinary course of business, the Debtors incur periodic service charges and other fees in connection with maintenance of the Cash Management System (collectively, the “Bank Fees”). The Debtors incur approximately \$50,000 in the aggregate in Bank Fees each

month under the Cash Management System to maintain the Debtor Bank Accounts. The Debtors estimate that they owe approximately \$50,000 total in prepetition Bank Fees as of the Petition Date. To maintain the integrity of their Cash Management System, the Debtors seek authority to continue paying Bank Fees, including any Bank Fees that are owed as of the Petition Date, in the ordinary course on a postpetition basis, consistent with historical practice.

V. The Receivables Program.

19. In addition to the Debtor Bank Accounts, as of the Petition Date, the Cash Management System also includes two Receivables Accounts held by non-Debtor affiliate Cyxtera Receivables Holdings⁶ at BoA, which are used in connection with the Debtors' accounts receivables securitization program (the "Receivables Program").⁷ As part of the Receivables Programs, the Receivables Accounts collect receipts on account of certain trade receivables (the "Receivables") generated by Debtors Cyxtera Communications and Cyxtera Federal Group that are sold to Cyxtera Receivables Holdings.

20. Cyxtera Receivables Holdings also maintains the Receivables Program Cash Collateral Account, which is associated with the Receivables Program. Funds received in the two Receivables Accounts are automatically transferred daily to the Receivables Program Cash Collateral Account. Funds in the Receivables Program Cash Collateral Account are used to make payments from time to time due under the Receivables Program. Subject to satisfaction of the relevant conditions precedent under the Receivables Program, on a daily basis, excess available

⁶ Cyxtera Receivables Holdings is a bankruptcy-remote special purpose entity under Delaware law.

⁷ A detailed description of the Receivables Program can be found in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Certain Debtors to Continue Selling, Contributing, and Servicing Receivables and Related Rights Pursuant to the Receivables Program, (II) Modifying the Automatic Stay, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief* (the "Receivables Motion"), filed substantially contemporaneously herewith. Pursuant to the Receivables Motion, the Debtors seek authority to maintain the Receivables Program on a postpetition basis.

funds on deposit in the Receivables Program Cash Collateral Account are manually swept into the Primary Concentration Account via an ordinary course Intercompany Transaction.

21. Additionally, Cyxtera Receivables Holdings makes certain yield and other fee payments to PNC Bank (the “Receivables Program Fees”) through the Receivables Program Cash Collateral Account maintained by Cyxtera Receivables Holdings or the Primary Disbursement Account maintained by Debtor Cyxtera Communications. Further, as security under the Receivables Program, PNC Bank, Cyxtera Receivables Holdings and one or more Debtors entered into deposit account control agreements (each, a “Deposit Account Control Agreement”) with respect to the Receivables Accounts and the Receivables Program Cash Collateral Account.

22. The Receivables Program allows the Debtors to address certain of their near-term liquidity needs through monetization of the Receivables. Through the Receivables Program, the Debtors are able to promptly receive cash on account of the Receivables sold to non-Debtor Cyxtera Receivables Holdings (effectively shortening the collection period with respect to those Receivables). The Receivables Program thus provides an important source of liquidity and operational flexibility for the Debtors. As such, it is crucial that the Debtors be authorized to continue operating under the Receivables Program as part of their Cash Management System.

VI. Credit Card Programs.

23. As part of the Cash Management System, Cyxtera provides certain employees with access to travel and travel-related expense credit cards (“Travel Cards”) and purchase credit cards (“P-Cards”) issued by American Express (collectively, the “Amex Credit Cards”) as part of its Amex credit card program (the “Amex Credit Card Program”). The Amex Credit Cards issued under the Amex Credit Card Program are used to cover certain approved air travel expenses, non-air travel expenses, such as hotel stays and meals, and other miscellaneous expenses. Cyxtera Communications, Cyxtera Federal, Cyxtera Management, and Cyxtera Technologies pay the

balances accrued on the Amex Credit Cards directly for approved charges made by their respective employees through the applicable Disbursement Account or Concentration Account. Employees receive monthly billing statements that reflect the payments these entities made on their behalf. For any expenses not approved by these entities, the employees are responsible for paying the accrued balances on the Amex Credit Cards directly.

24. Cyxtera also maintains a legacy credit card program (the “Legacy Credit Card Program,” and together with the Amex Credit Card Program, the “Credit Card Programs”), which provides Cyxtera’s employees with P-Cards issued by Citibank (the “Legacy Credit Cards,” and together with the Amex Credit Cards, the “Credit Cards”). The Legacy Credit Card Program combines the features of a corporate credit card with a P-Card and is maintained solely for the benefit of international employees who would otherwise have problems using the Amex Credit Card Program due to their location or need to make international purchases. All obligations incurred under the Legacy Credit Card Program on account of foreign-based employees at Debtors Cyxtera Netherlands, Cyxtera Canada, Cyxtera Canada TRS, ULC, and, as more fully described herein, the Debtors’ foreign-based non-Debtor affiliates are paid by Debtor Cyxtera Management through the Management Disbursement Account.

25. The Debtors incur approximately \$200,000 each month under the Cash Management System to maintain the Credit Card Programs, approximately \$180,000 of which is on account of the Amex Credit Card Program and approximately \$20,000 of which is on account of the Legacy Credit Card Program. The Debtors estimate that they owe approximately \$120,000 in prepetition obligations related to the Credit Card Programs as of the Petition Date, approximately \$100,000 of which is on account of the Amex Credit Card Program and approximately \$20,000 of which is on account of the Legacy Credit Card Program.

26. The Credit Card Programs are an integral part of Cyxtera's Cash Management System. Employees continued use of the Credit Cards for expense and travel purposes and the Debtors' ability to pay the balances accrued on the Credit Cards through the Credit Card Programs is essential to the continued operation of the Debtors' businesses. Accordingly, the Debtors seek authority, but not direction, to issue Credit Cards pursuant to the Credit Card Programs consistent with prepetition practice in the ordinary course of business, 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.

VII. Intercompany Transactions.

27. As explained above, Cyxtera operates as a global enterprise, and thus, in the ordinary course of business, the Debtors maintain and engage in routine business relationships with each other and their non-Debtor affiliates (such transactions, the "Intercompany Transactions"), resulting in intercompany receivables and payables (the "Intercompany Balances"). The Debtors generally account for and record all Intercompany Transactions and Intercompany Balances in their centralized accounting system, the results of which are recorded on the Debtors' balance sheets and regularly reconciled.

28. The vast majority of the foreign-based non-Debtor affiliates are cash positive and maintain their operations without the need for regular additional funding from the Debtors. On the occasion when cash is needed to fund a foreign-based non-Debtor affiliate, the domestic-based Debtors will make an ordinary course transfer from a Concentration Account to the applicable Non-Debtor Foreign Bank Account to cover business operations and costs such as employee payroll, payments to vendors, and benefits and expenses incurred by the international offices, including rent, utilities, and similar operational costs. In the past twelve months, the

domestic-based Debtors remitted an aggregate amount of approximately \$18 million to the foreign-based Debtors and non-Debtor affiliates. Conversely, excess cash generated from the business operations of the foreign-based Debtors and non-Debtor affiliates is also occasionally repatriated back to the Concentration Accounts maintained by the domestic-based Debtors to help fund domestic business operations. In the past twelve months, the domestic Debtors received an aggregate amount of approximately \$7 million from foreign-based Debtors and non-Debtor affiliates due to excess cash from foreign operations.

29. As explained above, the Debtors also maintain the Legacy Credit Card Program, which is used by both the foreign Debtors and non-Debtor foreign affiliates. Debtor Cyxtera Management is directly responsible for paying down all liabilities incurred by both the foreign Debtors and the foreign-based non-Debtor affiliates under the Legacy Credit Card Program. Cyxtera Management makes these payments out of the Management Disbursement Account, resulting in Intercompany Balances between Cyxtera Management and the applicable foreign-based non-Debtor affiliates.

30. The Debtors regularly engage in Intercompany Transactions in the ordinary course related to Debtor Cyxtera Netherlands. Cyxtera Netherlands does not maintain any Bank Accounts due to its small operational footprint. Instead, all customer receipts generated by Cyxtera Netherlands are deposited directly into the Shared Operations Account maintained by non-Debtor Cyxtera Germany. All of these funds are then transferred from the Shared Operations Account to the Primary Concentration Account maintained by Debtor Cyxtera Communications via an Intercompany Transaction on at least a weekly basis and are converted into U.S. dollars. Due to Cyxtera Netherlands' small operational footprint, these Intercompany Transactions involve minimal amounts of cash and are simple for the Debtors to ascertain, trace, and account for.

31. The Debtors also regularly engage in Intercompany Transactions with non-Debtor affiliate Cyxtera Receivables Holdings in the ordinary course of business as part of the Cash Management System. Most notably, as part of the Receivables Program described above, Debtor Cyxtera Communications and non-Debtor affiliate Cyxtera Receivables Holdings engage in ordinary course Intercompany Transactions involving the transfer of Receivables and cash between the Receivables Accounts and the Receivables Program Cash Collateral Account (each of which is held by Cyxtera Receivables Holdings and pledged to PNC Bank as collateral for the Receivables Program) and the Primary Concentration Account, as well due to payments on account of the Receivables Program Fees from the Primary Disbursement Account. In addition to its role in the Receivables Program, the Receivables Accounts are also maintained for the collection of all other revenue generated by the domestic Debtors' business operations. This revenue is automatically transferred on a daily basis to the Receivables Program Cash Collateral Account. Funds in the Receivables Program Cash Collateral Account are used to make payments from time to time due under the Receivables Program. Subject to satisfaction of the relevant conditions precedent under the Receivables Program, excess available funds on deposit in the Receivables Program Cash Collateral Account are manually swept to the Primary Concentration Account maintained by Debtor Cyxtera Communications on a daily basis via ordinary course Intercompany Transactions.

32. The Intercompany Transactions are an essential component of Cyxtera's operations and centralized Cash Management System. Any interruption of the Intercompany Transactions would severely disrupt the Debtors' operations and greatly harm the Debtors' estates and their stakeholders as these Intercompany Transactions are integral in allowing Cyxtera to support its global operations. Accordingly, the Debtors seek authority—and, to the extent applicable, relief

from the automatic stay—to continue the Intercompany Transactions (including with respect to “netting” or setoffs) in the ordinary course of business on a postpetition basis, including transfers to/from the Receivables Accounts and the Receivables Program Cash Collateral Account under the Receivables Program and Intercompany Transactions with non-Debtor affiliates, in a manner consistent with the Debtors’ past practice.⁸

Basis for Relief Requested

I. Maintaining the Existing Cash Management System Is Essential to Maximizing the Value of the Debtors’ Estates.

33. The Cash Management System constitutes an ordinary course and essential business practice of the Debtors. The Cash Management System provides material benefits to the Debtors including, among other things, the ability to control corporate funds, ensure the availability of funds when necessary, and reduce costs and administrative expenses by facilitating the movement of funds and developing timely and accurate account balance information. Thus, to ensure the stable operation of the Debtors’ business and realize the benefits of the Cash Management System, the Debtors should be allowed to continue using the Cash Management System, including the Credit Card Programs, and should not be required to open new bank accounts.

34. Pursuant to 28 U.S.C. § 586(a)(3) and the U.S. Trustee Guidelines, debtors in possession are required to, among other things: (a) close all existing bank accounts and open new debtor in possession accounts; (b) establish one debtor in possession bank account for all estate monies required for the payment of taxes, including payroll taxes; and (c) maintain a separate

⁸ This Motion provides an overview of the Debtors’ typical Intercompany Transactions. The relief requested herein is applicable with respect to all Intercompany Transactions and is not limited to those Intercompany Transactions described in this Motion. To the extent that there are any outstanding prepetition obligations related to Intercompany Transactions not described herein, the Debtors, out of an abundance of caution, seek authority to honor such obligations.

debtor in possession account for cash collateral (collectively, the “Accounting Requirements”). The Accounting Requirements are intended to provide a clear line of demarcation between prepetition and postpetition transactions and operations and to prevent inadvertent payment of prepetition claims. Considering the breadth and complexity of the Debtors’ international businesses and financial affairs and the sheer volume of collections, disbursements, and movement of funds through the Cash Management System on a daily basis, enforcement of the Accounting Requirements during these chapter 11 cases would severely disrupt the ordinary financial operations of the Debtors by reducing efficiencies and causing unnecessary expense.

35. Notwithstanding the Accounting Requirements, continuation of the Cash Management System, including the Credit Card Programs, is permitted pursuant to section 363(c)(1) of the Bankruptcy Code, which authorizes a debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1). Bankruptcy courts routinely treat requests for authority to continue using existing cash management systems as a relatively “simple matter.” *In re Baldwin-United Corp.*, 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987). In addition, in granting such relief, courts recognize that an integrated cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” *In re Columbia Gas Sys., Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1992), *aff’d in relevant part*, 997 F.2d 1039, 1061 (3rd Cir. 1993). As a result, courts have concluded that the requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient.” *Columbia Gas*, 997 F.2d at 1061; *see also Southmark Corp. v. Grosz (In re Southmark Corp.)*, 49 F.3d 1111, 1114 (5th Cir. 1995) (noting that debtor’s cash

management system allowed it “to administer more efficiently and effectively its financial operations and assets”).

36. To accomplish the goals of the Accounting Requirements without the burden and expense of overhauling the Cash Management System in the early days of these chapter 11 cases, the Debtors, with the assistance of their advisors, have implemented internal control procedures that prohibit payments on account of prepetition debts without the prior approval of the Debtors’ treasury department. In light of such protective measures, the Debtors submit that parties in interest will not be harmed by their maintenance of the Cash Management System, including the Credit Card Programs.

37. Requiring the Debtors to adopt a new, segmented cash management system during these chapter 11 cases would be expensive, burdensome, and unnecessarily disruptive to the Debtors’ operations. Importantly, the Cash Management System provides the Debtors with the ability to track and report the location and amount of funds, which, in turn, allows management to track and control such funds, ensure cash availability, and reduce administrative costs through a centralized method of coordinating the collection and movement of funds. Any disruption of the Cash Management System, including the Credit Card Programs, could have a negative effect on the Debtors’ restructuring efforts.

38. By contrast, maintaining the current Cash Management System will facilitate the Debtors’ transition into chapter 11 by, among other things, minimizing delays in paying postpetition debts and eliminating administrative inefficiencies. Maintaining the current Cash Management System will also allow the Debtors’ treasury and accounting employees to focus on their daily responsibilities. The Debtors can distinguish between prepetition and postpetition obligations and payments without closing the Bank Accounts and opening new ones. With the

protective measures put in place by the Debtors and their advisors, the benefits of continuing the Cash Management System decidedly outweigh the costs.

39. In addition, all Cash Management Banks where the Debtors maintain Debtor Bank Accounts have been or are in the process of being advised not to honor checks, drafts, or other requests for payment issued prior to the Petition Date, except as otherwise expressly permitted by an order of the Court and as directed by the Debtors. Therefore, the goals of the U.S. Trustee Guidelines can be satisfied, and the Debtors' creditors will be protected without closing the Bank Accounts.

40. As part of the requested relief, the Debtors also seek a waiver of the requirement to establish specific bank accounts for tax payments. The Debtors' tax obligations can be paid out of the Debtor Bank Accounts as they are in the ordinary course of business, and the U.S. Trustee can adequately monitor the flow of funds into, among, and out of the accounts, as set forth in the required reporting. Moreover, the creation of a new debtor-in-possession account designated solely for tax obligations would be unnecessary and inefficient.

41. In further connection with the Cash Management System, the Debtors request authorization to continue to pay, honor, or deduct certain Bank Fees from the appropriate accounts. Payment of the Bank Fees will minimize disruption to the Debtors' operations and is therefore in the best interests of their estates. Absent payment of the Bank Fees, the Cash Management Banks might assert setoff rights against the funds in the Bank Accounts, freeze the Debtor Bank Accounts, and/or refuse to provide banking services to the Debtors. Accordingly, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, the Debtors seek authority, in their sole discretion, to pay and/or reimburse the Cash Management Banks in the ordinary course of business for any Bank Fees arising prior to or after the Petition Date.

42. For these reasons, the Debtors submit that cause exists to continue to allow the Debtors to use the existing Debtor Bank Accounts as described herein. The Debtors will work in good faith with the U.S. Trustee, however, to resolve any concerns regarding the continued use of these accounts on a postpetition basis.

43. Courts in this and other districts have regularly allowed debtors in large chapter 11 cases to maintain their existing cash management systems and such relief generally is non-controversial. *See, e.g., In re David's Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. May 18, 2023) (authorizing the debtors to continue using the cash management system maintained by the debtors prepetition on an interim basis); *In re Bed Bath & Beyond Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. May 17, 2023) (same); *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Jan. 17, 2023) (authorizing the debtors to continue using the cash management system maintained by the debtors prepetition on a final basis); *In re L'Occitane, Inc.*, No. 21-10632 (MBK) (Bankr. D.N.J. Feb. 25, 2021) (same); *In re Modell's Sporting Goods, Inc.*, Case No. 20-14179 (VFP) (Bankr. D.N.J. June 24, 2020) (same).

II. Authorizing the Debtors to Continue Using Debit, Wire, Credit Card, and ACH Payments is Warranted.

44. The Debtors request that the Court grant further relief from any applicable guidelines to the extent they require the Debtors to make all disbursements by check. In the ordinary course of business, the Debtors conduct transactions through methods, including, but not limited to, wires, ACH transactions, direct deposits, and other similar methods. If the Debtors' ability to conduct transactions by these methods is impaired, the Debtors may be unable to perform under certain contracts, and payments to vendors could be delayed, resulting in unnecessary disruption to their business operations and the incurrence of additional costs to their estates.

III. The Court Should Authorize the Debtors to Continue Conducting Intercompany Transactions in the Ordinary Course and Grant Administrative Priority Status to Postpetition Intercompany Claims.

45. The Debtors' funds move through the Cash Management System as described above. At any given time, there may be intercompany claims (the "Intercompany Claims") owed by one Debtor to another Debtor and/or by a non-Debtor affiliate to a Debtor in the ordinary course as part of the Cash Management System. The Debtors track all fund transfers in their accounting system and can ascertain, trace, and account for all Intercompany Transactions previously described. The Debtors, moreover, will continue to maintain records of such Intercompany Transactions. If the Intercompany Transactions were to be discontinued, the Cash Management System and related administrative controls would be disrupted to the Debtors' and their estates' detriment. Further, granting the Debtors relief to continue Intercompany Transactions between Debtors and non-Debtor affiliates is warranted under the circumstances. If any of the non-Debtor affiliates were to be severed from the Cash Management System, it may not be able to meet its obligations as they come due, which may in turn have adverse, value-destructive consequences across the entire Cyxtera corporate structure. Additionally, the Debtors anticipate that postpetition Intercompany Transactions with non-Debtor affiliates will be consistent with those prepetition. Accordingly, the Debtors submit that the continued performance of the Intercompany Transactions is in the best interest of the Debtors' estates and their creditors and, therefore, the Debtors should be permitted to continue such performance.

46. The Debtors submit that postpetition Intercompany Transactions arising in the ordinary course are authorized as a matter of law pursuant to section 363(c)(1) of the Bankruptcy Code, and no additional relief is required. However, out of an abundance of caution, the Debtors request authority to continue to enter into the Intercompany Transactions in the ordinary course of business and in accordance with the Interim Order and Final Order after the Petition Date.

47. Because these transactions represent extensions of intercompany credit made in the ordinary course of the Debtors' operations that are an essential component of the Cash Management System, the Debtors request the authority to continue conducting the Intercompany Transactions in the ordinary course of business without need for further Court order and request that pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all postpetition payments (or other transfer of cash, whether to or from the Debtors) from a Debtor to another Debtor or a non-Debtor affiliate on account of a postpetition Intercompany Transaction be accorded administrative expense status, subject and junior to any claims, including adequate protection claims, cash collateral and/or claims for postpetition financing, granted in connection with approving the use of such cash collateral and/or the Debtors' entry into any postpetition financing facilities or credit agreements. This relief will ensure that each entity receiving payments from a Debtor will continue to bear ultimate repayment responsibility for such ordinary course transactions, thereby reducing the risk that these transactions would jeopardize the recoveries available to each Debtor's respective creditors.

48. The Debtors further submit that the relief requested herein fairly balances the Debtors' need to facilitate the ordinary course operation of their business, minimize disruption, and preserve value, on the one hand, with the interests of their stakeholders in transparency, on the other hand. The requested relief will also ensure that a Debtor's estate will not be unduly burdened by the cost of transfers.

49. Similar relief has been granted in other comparable multi-debtor chapter 11 cases in this district and others. *See, e.g., In re David's Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. May 18, 2023) (authorizing the continued performance of the intercompany transactions by the debtors on an interim basis); *In re Bed Bath & Beyond Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J.

May 17, 2023) (same); *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Jan. 17, 2023) (authorizing the continued performance of the intercompany transactions by the debtors on a final basis); *In re Carestream Health, Inc.*, No. 22-10778 (JKS) (Bankr. D. Del. Sept. 22, 2022) (same); *In re L'Occitane, Inc.*, No. 21-10632 (MBK) (Bankr. D.N.J. Feb. 25, 2021) (same).

IV. The Court Should Authorize the Debtors to Continue Using Existing Business Forms and Books and Records.

50. To avoid disruption of the Cash Management System and unnecessary expenses, the Debtors request authorization to continue to use the Business Forms and Books and Records substantially in the form existing immediately before the Petition Date, without reference to their status as debtors in possession.

51. The Debtors submit that parties in interest will not be prejudiced by this relief. Parties doing business with the Debtors likely will be aware of their status as debtors in possession and, thus, changing Business Forms is unnecessary and would be unduly burdensome. The Debtors further submit that once they have exhausted their existing stock of Business Forms, they shall ensure that any new Business Forms are clearly labeled “Debtors in Possession.” With respect to any Business Forms that exist or are generated electronically, the Debtors shall ensure that such electronic Business Forms are clearly labeled “Debtors in Possession.”

52. The Debtors should also be permitted to maintain their existing Books and Records rather than open a new set as required under the U.S. Trustee Guidelines. The Debtors use a sophisticated recordkeeping system that enables them to consolidate their Books and Records for financial reporting purposes while tracking operations and results of individual entities across their corporate structure. Continued use of the Debtors’ current Books and Records, therefore, will maximize efficiency and reduce administrative strain on the Debtors in these chapter 11 cases.

V. Authorizing the Cash Management Banks to Continue to Maintain, Service, and Administer the Bank Accounts in the Ordinary Course of Business is Warranted.

53. As discussed above, strict implementation of the U.S. Trustee Guidelines would needlessly interrupt the Debtors' operations and impair the Debtors' efforts to preserve the value of their estates and reorganize in an efficient manner. Thus, the Debtors request that the Court authorize the Cash Management Banks to continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business. In this regard, the Cash Management Banks should be authorized to receive, process, honor, and pay any and all checks, ACH transfers and other instructions, and drafts payable through, drawn, or directed on such Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto. Notwithstanding the foregoing, any check, draft, or other notification that the Debtors advise the Cash Management Banks to have been drawn, issued, or otherwise presented before the Petition Date may be honored by the Cash Management Banks only to the extent authorized by order of the Court.

54. The Debtors further request that the Court authorize the Cash Management Banks to accept and honor all representations from the Debtors as to which checks, drafts, wires, or ACH transfers should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, wires, or ACH transfers are dated before or after the Petition Date. The Debtors also request that, to the extent a bank honors a prepetition check or other item drawn on any account either: (a) at the direction of the Debtors; (b) in a good-faith belief that the Court has authorized such prepetition check or item to be honored; or (c) as a result of a mistake made despite implementation of customary item handling procedures, such bank will not be deemed to be liable to the Debtors, their estates, or any other party on account of such

prepetition check or other item honored postpetition. The Debtors submit that such relief is reasonable and appropriate because the Cash Management Banks are not in a position to independently verify or audit whether a particular item may be paid in accordance with a Court order or otherwise.

55. Moreover, the Debtors request that the Court authorize the Cash Management Banks to (a) continue to charge the Debtors the Bank Fees, as applicable, and (b) charge-back returned items to the Bank Accounts, whether such items are dated before, on, or subsequent to the Petition Date, in the ordinary course of business. The Debtors further request that the Court order that liens on any of the Bank Accounts granted to creditors will not have priority over the Bank Fees of the respective bank at which the Bank Account is located. Finally, the Debtors request that the Court authorize the Debtors to pay any Bank Fees, including prepetition amounts.

56. The relief requested herein is consistent with relief regularly granted by Courts in this and other districts. *See, e.g., In re David's Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. May 18, 2023) (authorizing cash management banks to continue to maintain, service, and administer debtors' bank accounts as accounts of the debtors as debtors in possession on an interim basis); *In re Bed Bath & Beyond Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. May 17, 2023) (same); *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Jan. 17, 2023) (authorizing cash management banks to continue to maintain, service, and administer debtors' bank accounts as accounts of the debtors as debtors in possession on a final basis); *In re Aceto Corp.*, No. 19-13448 (VFP) (Bankr. D.N.J. Feb. 19, 2019) (same); *In re Frank Theatres Bayonne/South Cove, LLC*, No. 18-34808 (Bankr. D.N.J. Dec. 21, 2018) (same).

VI. Cause Exists to Suspend the Investment and Deposit Guidelines Under Section 345 of the Bankruptcy Code.

57. Section 345(a) of the Bankruptcy Code authorizes deposit or investment of the money of the estate, such as cash, as “will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment.” 11 U.S.C. § 345(a). Although section 345(b) of the Bankruptcy Code generally requires that, with respect to investments other than investments “insured or guaranteed by the United States or by a department, agency or instrumentality of the United States or backed by the full faith and credit of the United States,” the estate must require a bond in favor of the United States secured by the undertaking of a U.S. Trustee approved corporate surety, the court is permitted to dispense with this undertaking “for cause.” 11 U.S.C. § 345(b).

58. Courts may extend, modify, or waive compliance with section 345 of the Bankruptcy Code and the Guidelines for “cause.” In evaluating whether “cause” exists, courts have considered a number of factors such as:

- a. the sophistication of the debtor’s business;
- b. the size of the debtor’s business operations;
- c. the amount of the investments involved;
- d. the bank ratings (*e.g.*, Moody’s Investor Service, Inc. and Standard & Poor’s Financial Services LLC) of the financial institutions where the debtor in possession funds are held;
- e. the complexity of the case;
- f. the safeguards in place within the debtor’s own business for insuring the safety of the funds;
- g. the debtor’s ability to reorganize in the face of a failure of one or more of the financial institutions;
- h. the benefit to the debtor;
- i. the harm, if any, to the debtor;

- j. the harm, if any, to the estate; and
- k. the reasonableness of the debtor's request for relief from section 345(b) requirements in light of the overall circumstances of the case.

In re Service Merch. Co., Inc., 240 B.R. 894, 896 (Bankr. M.D. Tenn. 1999).

59. Cause exists to suspend the requirements under section 345(b) of the Bankruptcy Code for a period of thirty (30) days. Both Cash Management Banks, where all of Debtor Bank Accounts are maintained, are Authorized Depositories. However, while the Debtor Bank Accounts held domestically at the Cash Management Banks are FDIC-insured, the Foreign Bank Accounts maintained at BoA's Canadian branches are not. Nevertheless, BoA's Canadian branches are well-capitalized, financially stable, and reputable institutions. Moreover, these chapter 11 cases are large and involve sophisticated Debtors with international operations and the Foreign Bank Accounts are essential to conducting these international operations.

60. Requiring the Debtors to modify their Cash Management System to strictly adhere to the restrictions established by section 345(b) of the Bankruptcy Code will only distract the Company's management, slow the Debtors' momentum, and cause the estates to unnecessarily incur potentially substantial costs to the detriment of creditors. Further, requiring the Debtors to relocate the Foreign Bank Accounts to U.S.-only accounts could have potentially significant tax or regulatory impacts. To avoid disruption to the Debtors' operations, the Debtors submit that waiver of the deposit guidelines to permit the Debtors to maintain all of the Debtor Bank Accounts, including the Foreign Bank Accounts, is in the best interests of the Debtors, their estates, and their creditors. Therefore, the Debtors request that they be permitted to continue to maintain the existing Debtor Bank Accounts consistent with historical practices.

The Requirements of Bankruptcy Rule 6003(b) Are Satisfied

61. Bankruptcy Rule 6003 empowers a court to grant relief within the first twenty-one days after the Petition Date “to the extent that relief is necessary to avoid immediate and irreparable harm.” As set forth in this Motion, the Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of their operations and that any delay in granting the relief requested could hinder the Debtors’ operations and cause irreparable harm. Furthermore, the failure to receive the requested relief during the first twenty-one days of these chapter 11 cases would severely disrupt the Debtors’ operations at this critical juncture. For the reasons discussed herein, the relief requested is vital to a smooth transition into chapter 11. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 to support the relief requested herein.

Request of Waiver of Stay

62. To the extent that the relief sought in the Motion constitutes a use of property under section 363(b) of the Bankruptcy Code, the Debtors seek a waiver of the fourteen-day stay under Bankruptcy Rule 6004(h). Further, to the extent applicable, the Debtors request that the Court find that the provisions of Bankruptcy Rule 6003 are satisfied. As explained herein, the relief requested in this Motion is immediately necessary for the Debtors to be able to continue to operate their businesses and preserve the value of their estates.

Waiver of Memorandum of Law

63. The Debtors respectfully request that the Court waive the requirement to file a separate memorandum of law pursuant to Local Rule 9013-1(a)(3) because the legal basis upon which the Debtors rely is set forth herein and the Motion does not raise any novel issues of law.

Reservation of Rights

64. Notwithstanding anything to the contrary herein, nothing contained in this Motion or any actions taken pursuant to any order granting the relief requested by this Motion is intended or should be construed as (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 Motion or any order granting the relief requested by this 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 this 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. If the Court grants the relief sought herein, any payment made pursuant to the Court's 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.

No Prior Request

65. No prior request for the relief sought in this Motion has been made to this Court or any other court.

Notice

66. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the U.S. Trustee for the District of New Jersey; (b) the holders of the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis); (c) Gibson, Dunn & Crutcher LLP, as counsel to the Ad Hoc First Lien Group of the Debtors' prepetition term loan facilities; (d) the agents under each of the Debtors' prepetition secured credit facilities and counsel thereto; (e) Mayer Brown LLP, as counsel to PNC Bank; (f) the office of the attorney general for each of the states in which the Debtors operate; (g) the United States Attorney's Office for the District of New Jersey; (h) the Securities and Exchange Commission; (i) the Internal Revenue Service; (j) the Cash Management Banks; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request that the Court enter interim and final orders, in substantially the forms submitted herewith, granting the relief requested herein and such other relief as is just and proper under the circumstances.

Dated: June 4, 2023

/s/ Michael D. Sirota

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*Proposed Co-Counsel for Debtors and
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Exhibit A

Proposed Interim Order

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. (<i>pro hac vice</i> pending) Christopher Marcus, P.C. (<i>pro hac vice</i> pending) Derek I. Hunter (<i>pro hac vice</i> pending) 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	
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<i>Proposed 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) (Joint Administration Requested)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed 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.

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 (17), is

ORDERED.

(Page | 3)

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

Case No. 23-14853 (JKS)

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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 "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; (c) 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)

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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 _____, **2023 at** _____

(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 _____, **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 DIP

(Page | 5)

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

Case No. 23-14853 (JKS)

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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**, 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 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)

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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 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 the Cash

(Page | 7)

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

Case No. 23-14853 (JKS)

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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 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.

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 Interim Order or such longer time as agreed with the U.S. Trustee, without prejudice to seeking an additional extension, 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 stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.

(Page | 8)

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

Case No. 23-14853 (JKS)

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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 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 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 DIP Orders (as defined herein) and any orders in connection to the Receivables Program, 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

(Page | 9)

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

Case No. 23-14853 (JKS)

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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; *provided further* that the Debtors provide reasonable prior notice, but in no event less than five (5) days, to the U.S. Trustee, any committee appointed in these chapter 11 cases, 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 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

(Page | 10)

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

Case No. 23-14853 (JKS)

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Accounts. The relief granted in this 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 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 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 (email is sufficient)

(Page | 11)

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

Case No. 23-14853 (JKS)

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within one (1) business day, providing reasonable information relating to the charge back and detailing the resultant fees and expenses, if any, incurred as a result.

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 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 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

(Page | 12)

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

Case No. 23-14853 (JKS)

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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 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.

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).

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

(Page | 13)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*
Case No. 23-14853 (JKS)
Caption of Order: 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

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. The Debtors shall promptly provide access to such Books and Records to the Ad Hoc First Lien Group 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 DIP Order and any order approving the Receivables Program.

21. Nothing contained in the Motion or this 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 Interim Order and any actions taken pursuant to such relief, nothing in this 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'

(Page | 14)

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

Case No. 23-14853 (JKS)

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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 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 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 | 15)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*
Case No. 23-14853 (JKS)
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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 Interim Order.

24. Notwithstanding anything to the contrary contained in the Motion or this 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 final order entered by the Court in respect of (a) *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protections, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* filed substantially contemporaneously herewith (the "DIP Orders"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof and (b) the Receivables Program. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Orders or any order in connection with the Receivables Program.

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

(Page | 16)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*
Case No. 23-14853 (JKS)
Caption of Order: 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 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 Interim Order.

26. Nothing in this 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 Interim Order in accordance with the Motion.

29. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this 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 | 17)

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

Case No. 23-14853 (JKS)

Caption of Order: 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. The Debtors shall serve by regular mail a copy of this Interim Order and the Motion on all parties required to receive such service pursuant to Local Rule 9013-5(f) within two (2) business days after the entry of this Order.

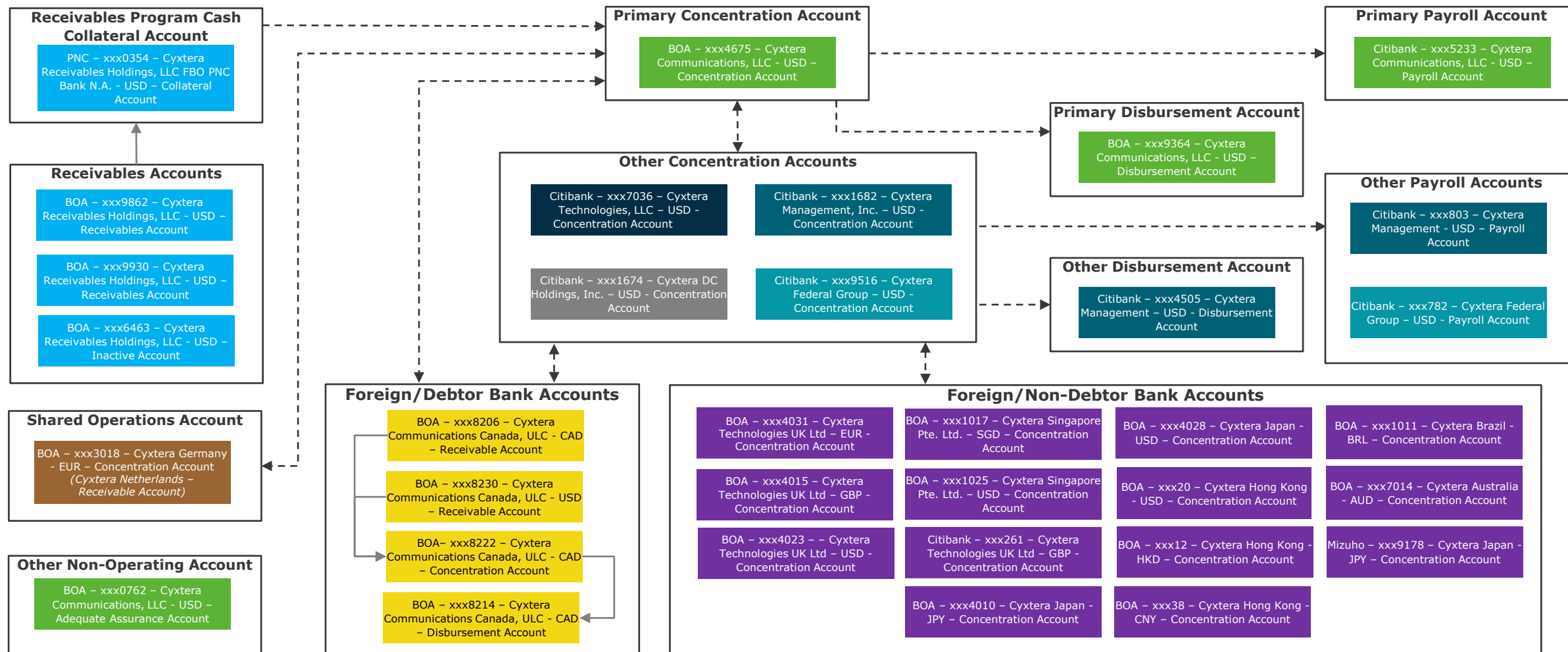
33. Any party may move for modification of this Interim Order in accordance with Local Rule 9013-5(e).

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

Exhibit 1

Cash Management System Schematic

Cyxtera – Illustrative Cash Management Schematic



Cyxtera Technologies, LLC
 Cyxtera Management, Inc.
 Cyxtera Federal Group, Inc.
 Cyxtera DC Holdings, Inc.
 Cyxtera Germany GmbH – Shared Operations Account

Cyxtera Communications, LLC
 Cyxtera Communications Canada, ULC
 Cyxtera Receivables Holdings, LLC
 Cyxtera Communications – Other Foreign/Non-Debtor Accounts

Manual funds flow
 Automatic funds flow

Exhibit B

Proposed Final Order

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. (<i>pro hac vice</i> pending) Christopher Marcus, P.C. (<i>pro hac vice</i> pending) Derek I. Hunter (<i>pro hac vice</i> pending) 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	
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<i>Proposed Co-Counsel for Debtors and Debtors in Possession</i>	
In re:	Chapter 11
CYXTERA TECHNOLOGIES, INC., <i>et al</i>	Case No. 23-14853 (JKS)
Debtors. ¹	(Joint Administration Requested)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed 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.

FINAL 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 fifteen (15), is
ORDERED.

(Page | 3)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*
Case No. 23-14853 (JKS)
Caption of Order: Final 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 a final order (this "Final 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; and (b) 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 sufficient cause exists for the relief set forth herein; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and

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: Final 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

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 this Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, to: (a) continue using the Cash Management System, substantially as identified on Exhibit 1 attached to the Interim Order, 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 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, 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

(Page | 5)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

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 Final Order, the Debtors will update any electronically produced checks to reflect their status as debtors-in-possession and to include the corresponding bankruptcy number.

3. 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 Final Order.

4. 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

(Page | 6)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

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.

5. 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 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 Final 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.

6. 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

(Page | 7)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

until a date that is thirty (30) days from the entry of this Final Order or such longer time as agreed with the U.S. Trustee, without prejudice to seeking an additional extension, 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 stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.

7. 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 Final 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.

8. 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 Order. The U.S. Trustee's rights to seek further relief

(Page | 8)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

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 DIP Orders (as defined herein) and any orders in connection to the Receivables Program, 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.

9. 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

(Page | 9)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

consent of the Ad Hoc First Lien Group; *provided further* that the Debtors provide reasonable prior notice, but in no event less than five (5) days, to the U.S. Trustee, any committee appointed in these chapter 11 cases, 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 Final 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 Final 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.”

10. All banks maintaining any of the Debtor Bank Accounts that are provided with notice of this Final 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.

11. 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

(Page | 10)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

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.

12. 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 (email is sufficient) within one (1) business day, providing reasonable information relating to the charge back and detailing the resultant fees and expenses, if any, incurred as a result.

13. 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 Final 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 Final Order.

(Page | 11)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

14. 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.

15. 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 Final Order and any other applicable interim and/or final orders of this Court.

16. 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.

17. 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

(Page | 12)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

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).

18. 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. The Debtors shall promptly provide access to such Books and Records to the Ad Hoc First Lien Group upon reasonable request.

19. 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 DIP Order and any order approving the Receivables Program.

20. Nothing contained in the Motion or this Final 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

(Page | 13)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

security interest or lien or setoff right, in favor of any person or entity, that existed as of the Petition Date.

21. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final 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 Final 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

(Page | 14)

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

Case No. 23-14853 (JKS)

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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 Final 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.

22. 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 Final Order.

23. Notwithstanding anything to the contrary contained in the Motion or this Final 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 final order entered by the Court in respect of (a) *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protections, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* filed substantially contemporaneously herewith (the "DIP Orders"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof and (b) the Receivables Program. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Orders or any order in connection with the Receivables Program.

(Page | 15)

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

Case No. 23-14853 (JKS)

Caption of Order: Final 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

24. 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 Final Order.

25. Nothing in this Final Order authorizes the Debtors to accelerate any payments not otherwise due.

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

27. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be effective and enforceable immediately upon entry hereof.

28. 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.

29. 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.

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

Exhibit C

Bank Accounts

No.	Entity	Bank	Location	Description	Account No.	Currency
<i>Debtor Bank Accounts</i>						
1.	Cyxtera Technologies, Inc.	Citibank	USA	Concentration Account	x7036	USD
2.	Cyxtera Communications, LLC	BoA	USA	Concentration Account	x4675	USD
3.	Cyxtera Communications, LLC	BoA	USA	Payroll Account	x5233	USD
4.	Cyxtera Communications, LLC	BoA	USA	Disbursement Account	x9364	USD
5.	Cyxtera Communications, LLC	BoA	USA	Adequate Assurance Account	x0762	USD
6.	Cyxtera Federal Group, Inc.	Citibank	USA	Concentration Account	x9516	USD
7.	Cyxtera Federal Group, Inc.	Citibank	USA	Payroll Account	x782	USD
8.	Cyxtera Management, Inc.	Citibank	USA	Concentration Account	x1682	USD
9.	Cyxtera Management, Inc.	Citibank	USA	Payroll Account	x803	USD
10.	Cyxtera Management, Inc.	Citibank	USA	Disbursement Account	x4505	USD
11.	Cyxtera DC Holdings, Inc.	Citibank	USA	Concentration Account	x1674	USD
12.	Cyxtera Canada Communications, ULC	BoA	Canada	Foreign Bank Account	x8222	CAD
13.	Cyxtera Canada Communications, ULC	BoA	Canada	Foreign Bank Account	x8206	CAD
14.	Cyxtera Canada Communications, ULC	BoA	Canada	Foreign Bank Account	x8230	USD
15.	Cyxtera Canada Communications, ULC	BoA	Canada	Foreign Bank Account	x8214	CAD
<i>Non-Debtor Bank Accounts</i>						
16.	Cyxtera Receivables Holdings, LLC	BoA	USA	Receivables Account	x9862	USD
17.	Cyxtera Receivables Holdings, LLC	BoA	USA	Receivables Account	x9930	USD
18.	Cyxtera Receivables Holdings, LLC	BoA	USA	Inactive Account	x6463	USD
19.	Cyxtera Receivables Holdings, LLC	PNC Bank	USA	Receivables Program Cash Collateral Account	x0354	USD
20.	Cyxtera Singapore Pte. Ltd.	BoA	Singapore	Non-Debtor Foreign Bank Account	x1017	SGD

No.	Entity	Bank	Location	Description	Account No.	Currency
21.	Cyxtera Singapore Pte. Ltd.	BoA	Singapore	Non-Debtor Foreign Bank Account	x1025	SGD
22.	Cyxtera Brasil Colocation e Data Center Ltda	BoA	Brazil	Non-Debtor Foreign Bank Account	x01011	BRL
23.	Cyxtera Hong Kong Limited	BoA	Hong Kong	Non-Debtor Foreign Bank Account	x20	USD
24.	Cyxtera Hong Kong Limited	BoA	Hong Kong	Non-Debtor Foreign Bank Account	x12	HKD
25.	Cyxtera Hong Kong Limited	BoA	Hong Kong	Non-Debtor Foreign Bank Account	x38	CNY
26.	Cyxtera Germany GmbH	BoA	Germany	Shared Operations Account	x3018	EUR
27.	Cyxtera Japan, Ltd.	BoA	Japan	Non-Debtor Foreign Bank Account	x9178	JPY
28.	Cyxtera Japan, Ltd.	BoA	Japan	Non-Debtor Foreign Bank Account	x4028	JPY
29.	Cyxtera Japan, Ltd.	Mizuho	Japan	Non-Debtor Foreign Bank Account	x4010	JPY
30.	Cyxtera Australia Pty. Ltd.	BoA	Australia	Non-Debtor Foreign Bank Account	x7014	AUD
31.	Cyxtera Technologies UK Ltd.	BoA	United Kingdom	Non-Debtor Foreign Bank Account	x4031	EUR
32.	Cyxtera Technologies UK Ltd.	BoA	United Kingdom	Non-Debtor Foreign Bank Account	x4015	GBP
33.	Cyxtera Technologies UK Ltd.	BoA	United Kingdom	Non-Debtor Foreign Bank Account	x4023	USD
34.	Cyxtera Technologies UK Ltd.	Citibank	United Kingdom	Non-Debtor Foreign Bank Account	x261	GBP