

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
PLASTIQ INC., *et al.*,<sup>1</sup> )  
 ) Case No. 23-10671 (BLS)  
Debtors. )  
 ) (Joint Administration Requested)

**DEBTORS’ SECOND OMNIBUS MOTION FOR ENTRY OF ORDER  
AUTHORIZING REJECTION OF CERTAIN EXECUTORY  
CONTRACTS, EFFECTIVE AS OF THE PETITION DATE**

EACH CONTRACT COUNTERPARTY RECEIVING THIS MOTION SHOULD LOCATE THEIR RESPECTIVE NAMES AND CONTRACT DESCRIPTION IN THE SCHEDULE ATTACHED TO THE PROPOSED ORDER AS SCHEDULE 1.

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) hereby submit this motion (this “**Motion**”) for the entry of an order, substantially in the form attached hereto as Exhibit A (the “**Proposed Order**”), pursuant to sections 105(a) and 365(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), authorizing the Debtors to reject certain executory contracts as set forth on Schedule 1 to the Proposed Order, effective as of the Petition Date. In support of this Motion, the Debtors rely upon and incorporate by reference the *Declaration of Vladimir Kasparov in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”),<sup>2</sup> filed contemporaneously herewith. In further support of this Motion, the Debtors respectfully state as follows:

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.



## **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over these chapter 11 cases and this Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012 (the “**Amended Standing Order**”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief sought herein are sections 105(a) and 365 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

## **BACKGROUND**

### **I. General**

2. On the date hereof (the “**Petition Date**”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in these chapter 11 cases and no request has been made for the appointment of a trustee or examiner.

3. Additional information regarding the Debtors’ business, their capital structure, and the circumstances leading to the filing of these chapter 11 cases is set forth in the First Day Declaration.

### **II. The Rejected Executory Contracts**

4. Prior to the Petition Date, the Debtors and their advisors reviewed the Debtors’ executory contracts, and determined that certain licensing, service, vendor, and other agreements are no longer necessary to the operation of the Debtors’ businesses, and therefore do

not further the Debtors' goals of maximizing value for all creditors and stakeholders and minimizing costs in these chapter 11 cases. As set forth more fully in the First Day Declaration, in September of 2022, the Debtors completed an acquisition for Nearside Business Corp. and certain of its subsidiaries ("**Nearside**"). The Debtors acquired Nearside primarily for its technology and the ability to offer business bank accounts to customers. Subsequent to the acquisition, however, the Debtors discovered that Nearside lacked the technology, security, and controls to sell into the Debtors' customer base. Given the gaps in the technology and the cost/time it would take to achieve commercial feasibility, the Debtors ultimately made the decision to completely shut down the Nearside business in November of 2022.

5. Schedule 1 to the Proposed Order contains certain executory contracts related to the acquisition or operation of the Nearside business (collectively, including any amendments or modifications thereto, the "**Contracts**"). Since the Contracts are no longer utilized by the Debtors, the Debtors determined, in an exercise of their business judgment, to immediately reject the Contracts to avoid potentially incurring further costs and expenses that would only undermine the Debtors' efforts to minimize costs and maximize value of the estate for the benefit of all creditors.

### **RELIEF REQUESTED**

6. By this Motion, to preserve and maximize the value of their estates, the Debtors, in an exercise of their business judgment, seek to reject the Contracts, effective as of the Petition Date.

7. Section 365(a) of the Bankruptcy Code provides, in pertinent part, that a debtor-in-possession "subject to the court's approval, may assume or reject any executory contract or unexpired lease of the debtor." 11 U.S.C. § 365(a). As courts have held, "[t]he purpose behind allowing the assumption or rejection of executory contracts is to permit the trustee or debtor-in-

possession to use valuable property of the estate and to ‘renounce title to and abandon burdensome property.’” *Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.)*, 4 F.3d 1095, 1098 (2d Cir. 1993) (quoting 2 *Collier on Bankruptcy* ¶ 365.01[1] (15th ed. 1993)).

8. The standard applied to determining whether the rejection of an unexpired lease or executory contract should be authorized is the “business judgment” standard. *Sharon Steel Corp. v. Nat’l Fuel Gas Distr. Corp.*, 872 F.2d 36, 40 (3d Cir. 1989); *In re HQ Global Holdings, Inc.*, 290 B.R. 507, 511 (Bankr. D. Del. 2003) (stating that a debtor’s decision to reject an executory contract is governed by the business judgment standard and can only be overturned if the decision was the “product of bad faith, whim, or caprice”); *see also In re Tayfur*, 599 F. App’x 44, 49–50 (3d Cir. 2015) (extending the standard articulated in *Sharon Steel* to unexpired leases). Once a debtor states a valid business justification, “[t]he business judgment rule ‘is a presumption that in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.’” *Official Comm. of Subordinated Bondholders v. Integrated Res., Inc. (In re Integrated Res., Inc.)*, 147 B.R. 650, 656 (Bankr. S.D.N.Y. 1992) (quoting *Smith v. Van Gorkom*, 488 A.2d 858, 872 (Del. 1985)).

9. The business judgment rule is crucial in chapter 11 cases and shields a debtor’s management from judicial second-guessing. *See Comm. of Asbestos Related Litigants and/or Creditors v. Johns-Manville Corp.*, 60 B.R. 612, 615–16 (Bankr. S.D.N.Y. 1986) (“The Code favors the continued operation of a business by a debtor and a presumption of reasonableness attached to a debtor’s management decisions.”). Generally, courts defer to a debtor-in-possession’s business judgment to reject a lease or an executory contract. *See, e.g., NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 523 (1984), *superseded by statute on other grounds*,

Bankruptcy Amendments and Federal Judgeship Act of 1984, sec. 541, § 1113, Pub. L. No. 98-353, 98 Stat. 333 (codified at 11 U.S.C. § 1113); *In re Minges*, 602 F.2d 38, 43 (2d Cir. 1979); *In re Riodizio*, 204 B.R. 417, 424–25 (Bankr. S.D.N.Y. 1997); *In re G Survivor Corp.*, 171 B.R. 755, 757 (Bankr. S.D.N.Y. 1994).

10. Upon finding that the Debtors have exercised their sound business judgment in determining that the rejection of the Contracts is in the best interests of the Debtors and their estates, the Court should approve the proposed rejections under section 365(a) of the Bankruptcy Code. *See, e.g., Westbury Real Estate Ventures, Inc. v. Bradlees, Inc. (In re Bradlees Stores, Inc.)*, 194 B.R. 555, 558 n.1 (Bankr. S.D.N.Y. 1996); *Summit Land Co. v. Allen (In re Summit Land Co.)*, 13 B.R. 310, 315 (Bankr. D. Utah 1981) (holding that, absent extraordinary circumstances, court approval of a debtor’s decision to assume or reject an executory contract “should be granted as a matter of course”). If a debtor’s business judgment has been reasonably exercised, a court should approve the assumption or rejection of an unexpired lease or executory contract. *See, e.g., Sharon Steel Corp.*, 872 F.2d at 39–40.

11. Following the acquisition of Nearside in September of 2022, the Debtors discovered that Nearside lacked the necessary technology, security, and controls to sell into the Debtors’ customer base. Due to the time and cost needed to make Nearside commercially feasible, the decision was made to shut down Nearside in November 2022. The Debtors have therefore determined that the Contracts are not integral to the Debtors’ chapter 11 efforts, are not otherwise beneficial to the Debtors’ estates, and may present burdensome contingent liabilities. Accordingly, the Debtors’ decision to reject the Contracts is an exercise of sound business judgment, and therefore should be approved.

12. Furthermore, the Debtors have analyzed each of the Contracts, and have determined that such agreements do not provide the Debtors with any material benefit, and should be immediately rejected to cut off the potential incurrence of additional administrative cost or expense. The facts and circumstances of the chapter 11 cases and the balance of the equities favor the Debtors' rejection of the Contracts effective as of the Petition Date. Without a retroactive date of rejection, the Debtors may incur unnecessary administrative charges related to the legacy contracts of a business no longer in operation. Moreover, the counterparties to the Contracts will not be unduly prejudiced if the Contracts are rejected effective as of the Petition Date because the Debtors will serve this Motion on each counterparty or its agent or representative by electronic mail and/or first class mail, stating that the Debtors intend to reject the Contracts.

13. In light of the foregoing facts and circumstances, the Debtors respectfully submit that their rejection of the Contracts under section 365 of the Bankruptcy Code, effective as of the Petition Date, is a sound exercise of their business judgment, and is necessary, prudent, and in the best interests of the Debtors, their estates, and their creditors. Accordingly, entry of the Proposed Order is appropriate.

#### **RESERVATION OF RIGHTS**

14. Nothing in the Proposed Orders of this Motion: (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates; (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates; or (c) shall be construed as a promise to pay a claim.

**NOTICE**

15. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the District of Delaware (Attn: Richard L. Schepacarter); (b) the Debtors' twenty (20) largest unsecured creditors (excluding insiders); (c) counsel to the Agent; (d) the Internal Revenue Service; (e) the Securities and Exchange Commission; (f) the Office of the United States Attorney for the District of Delaware; and (g) the counterparties to the Contracts (via electronic mail and/or first class mail). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

**CONCLUSION**

WHEREFORE, the Debtors request entry of the Proposed Order, granting the relief requested herein and such other and further relief as is just and proper.

Dated: May 24, 2023  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

*/s/ Joseph M. Mulvihill*

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*Proposed Counsel for Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|  |   |                         |
|--|---|-------------------------|
| In re:                                     | ) |                         |
|  | ) | Chapter 11              |
| PLASTIQ INC., <i>et al.</i> , <sup>1</sup> | ) |                         |
|  | ) | Case No. 23-10671 (BLS) |
| Debtors.                                   | ) |                         |
|  | ) | (Jointly Administered)  |
|  | ) |                         |
|  | ) | Re: Docket No. _____    |

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**ORDER AUTHORIZING REJECTION OF CERTAIN EXECUTORY  
CONTRACTS EFFECTIVE AS OF THE PETITION DATE**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for the entry of an order authorizing the Debtors to reject, effective as of the Petition Date, certain executory contracts, as more fully set forth in the Motion; and this Court having reviewed the Motion and the First Day Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; 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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Order, therefore, **IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, the Contracts are hereby rejected by the Debtors, with such rejection being effective as of the Petition Date.
3. Nothing herein shall impair, prejudice, waive or otherwise affect the rights of the Debtors to: (a) assert that the Contracts (i) were terminated prior to the Petition Date, or (ii) are not executory contracts under 365 of the Bankruptcy Code; (b) assert that any claim for damages arising from the rejection of the Contracts is limited to the remedies available under any applicable termination provisions of the Contracts; (c) assert that any such claim is an obligation of a third party, and not that of the Debtors or their estates; or (d) otherwise contest any claims that may be asserted in connection with the Contracts. All rights, claims, defenses and causes of action that the Debtors and their estates may have against the counterparties to the Contracts, whether or not such claims arise under, are related to the rejection of, or are independent of the Contracts, are reserved, and nothing herein is intended or shall be deemed to impair, prejudice, waive or otherwise affect such rights, claims, defenses and causes of action.
4. Claims arising out of the rejection of the Contracts must be filed on or before the later of (a) the deadline for filing proofs of claim based on prepetition claims against any of the Debtors as set by an order of this Court or (b) thirty (30) days after entry of this Order.
5. The requirements of Bankruptcy Rule 6006 are satisfied.
6. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

7. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**Schedule 1<sup>1</sup>****Rejected Contracts**

| <b>Debtor</b> | <b>Creditor Name</b>                  | <b>Address</b>                    | <b>City</b>   | <b>State</b> | <b>Zip</b> | <b>Country</b> |
|---------------|---------------------------------------|-----------------------------------|---------------|--------------|------------|----------------|
| Nearside      | 16PERSONALITIES.COM                   | Nine Hills Road                   | Cambridge     |              | CB2 1GE    | United Kingdom |
| Nearside      | 1Password                             | 4711 Yonge St., 10th Floor        | Toronto       | ON           | M2N 6K8    | Canada         |
| Nearside      | 2ndAddress                            | 67 Langton St                     | San Francisco | CA           | 94103      | USA            |
| Nearside      | 601 California Property Investors LLC | 255 Shoreline Drive, Suite 300    | Redwood City  | CA           | 94065      | USA            |
| Nearside      | Abacus                                | 610 Gusryan Street                | Baltimore     | MD           | 21224      | USA            |
| Nearside      | ABTasty                               | 408 Broadway                      | New York      | NY           | 10013      | USA            |
| Nearside      | Acceleration Partners, LLC            | 6 Liberty Square, PMB 96813       | Boston        | MA           | 02109      | USA            |
| Nearside      | Access Intelligence, Rockville, MD    | 9211 Corporate Blvd., 4th Floor   | Rockville     | MD           | 20850      | USA            |
| Nearside      | Accessibe                             | 1140 Broadway                     | New York      | NY           | 10001      | USA            |
| Nearside      | Ada Support Inc                       | 371 Front Street W, Suite 314     | Toronto       | ON           | M5V 3S8    | Canada         |
| Nearside      | Adobe                                 | 345 Park Avenue                   | San Jose      | CA           | 95110-2704 | USA            |
| Nearside      | Adobe Creative Cloud                  | 345 Park Avenue                   | San Jose      | CA           | 95110-2704 | USA            |
| Nearside      | AdQuick                               | 1291 Electric Ave                 | Venice        | CA           | 90291      | USA            |
| Nearside      | AdvertiseCast                         | 2403 Sidney St, Suite 210         | Pittsburgh    | PA           | 15203      | USA            |
| Nearside      | Ahrefs                                | 16 Raffles Quay #33-03            | Singapore     |              | 04858 1    | Singapore      |
| Nearside      | Aircall                               | 381 Park Avenue South, 16th Floor | New York      | NY           | 10016      | USA            |
| Nearside      | Allma                                 | 1201 Pacific Ave. Suite 600       | Tacoma        | WA           | 98402      | USA            |
| Nearside      | allpoint                              | 864 Spring Street, N.W.           | Atlanta       | GA           | 30308-1007 | USA            |
| Nearside      | Amazon Web Services, Inc.             | 410 Terry Avenue North            | Seattle       | WA           | 98109-5210 | USA            |
| Nearside      | Amazon Web Services, Inc.             | 410 Terry Avenue North            | Seattle       | WA           | 98109-5210 | USA            |
| Nearside      | Amazon.com                            | 410 Terry Ave. North              | Seattle       | WA           | 98109-5210 | USA            |
| Nearside      | American Bankers Association          | 1333 New Hampshire Avenue NW      | Washington    | DC           | 20036      | USA            |
| Nearside      | American Express                      | P.O. Box 981535                   | El Paso       | TX           | 79998-1535 | USA            |
| Nearside      | Amplitude                             | 201 3rd Street, Suite 200         | San Francisco | CA           | 94103      | USA            |

<sup>1</sup> Certain of the Contracts may have expired or terminated by their own terms prior to the filing of the Motion. The Debtors seek to reject such Contracts out of an abundance of caution to avoid potentially incurring further costs and expenses.

| Debtor   | Creditor Name                               | Address  | City                          | State | Zip            | Country   |
|----------|---|--|-------------------------------|-------|----------------|-----------|
| Nearside | Anytime Mailbox                             | 2831 St Rose Pkwy                                    | Henderson                     | NV    | 89052          | USA       |
| Nearside | Apple Search Ads                            | One Apple Park Way                                   | Cupertino                     | CA    | 95014          | USA       |
| Nearside | Artifact                                    | 340 S. Lemon Ave<br>#8232                            | Walnut                        | CA    | 91789          | USA       |
| Nearside | Asana                                       | 633 Folsom Street, Suite<br>100                      | San Francisco                 | CA    | 94107          | USA       |
| Nearside | Ascend Payments                             | 625 2nd St, Suite 104                                | San Francisco                 | CA    | 94107          | USA       |
| Nearside | Ask Themis Inc                              | 7162 Belcrest Dr                                     | Duluth                        | GA    | 30097          | USA       |
| Nearside | Atlassian                                   | Level 6, 341 George<br>Street                        | Sydney                        | NSW   | 2000           | Australia |
| Nearside | AWin  | 8 Market Place Suite<br>600                          | Baltimore                     | MD    | 21202          | USA       |
| Nearside | Bell Curve Agency<br>Inc                    | 4460 Redwood Hwy,<br>Suite 16-535                    | San Rafael                    | CA    | 94903          | USA       |
| Nearside | Better Business<br>Bureau (BBB)             | 290 Donald Lynch<br>Blvd., Suite 102                 | Marlborough                   | MA    | 01752          | USA       |
| Nearside | Bill.com                                    | 6220 America Center<br>Drive Suite 100               | San Jose                      | CA    | 95002          | USA       |
| Nearside | Bitly                                       | 601 W. 26th St., Suite<br>357 3rd Floor, DPT<br>5006 | New York                      | NY    | 10001-<br>1101 | USA       |
| Nearside | Blind Hummingbird<br>Productions, LLC       | 1050 Washington Street,<br>Apt 4                     | San Francisco                 | CA    | 94108          | USA       |
| Nearside | BlockScore, LLC dba<br>Cognito              | 340 S Lemon Ave, Suite<br>4260                       | Walnut                        | CA    | 91789          | USA       |
| Nearside | Bright Funds<br>Donations                   | 555 E North Ln,<br>Suite 5030A                       | Conshohocken                  | PA    | 19428          | USA       |
| Nearside | Cable                                       | 2261 Market Street,<br>Suite 4472                    | San Francisco                 | CA    | 94114          | USA       |
| Nearside | CA-New York<br>Express, Bell Gardens,<br>CA | 5698 Bandini Blvd B.                                 | Bell                          | CA    | 90201          | USA       |
| Nearside | Canva                                       | 110 Kippax St  | Surry Hills                   | NSW   | 2010           | Australia |
| Nearside | Carta                                       | 333 Bush Street, Floor<br>23, Ste. 2300              | San Francisco                 | CA    | 94104          | USA       |
| Nearside | CATER2.ME                                   | 212 Sutter Street                                    | San Francisco                 | CA    | 94108          | USA       |
| Nearside | CBIZ ARC<br>Consulting                      | PO Box 741704  | Los Angeles                   | CA    | 90074-<br>1704 | USA       |
| Nearside | CDW Direct, Chicago,<br>IL                  | 75 Tri-State<br>International                        | 75 Tri-State<br>International | IL    | 60069          | USA       |
| Nearside | Checkbook io                                | 1500 Fashion Island<br>Boulevard, 103                | San Mateo                     | CA    | 94404          | USA       |
| Nearside | Citadel SPV LLC                             | 85 Broad Street, 17th<br>Floor                       | New York                      | NY    | 10004          | USA       |
| Nearside | Clearscope                                  | 3300 N Interstate 35,<br>Suite 700                   | Austin                        | TX    | 78705          | USA       |
| Nearside | Cocoon                                      | 548 Market St,<br>PMB 26858                          | San Francisco                 | CA    | 94104-<br>5401 | USA       |
| Nearside | Coderpad                                    | 44 Montgomery St,<br>Floor 3                         | San Francisco                 | CA    | 94104          | USA       |

| Debtor   | Creditor Name                  | Address   | City          | State | Zip            | Country   |
|----------|--------------------------------|---|---------------|-------|----------------|-----------|
| Nearside | Cognito                        | 331 W Barclay Drive,<br>Suite 203               | Sisters       | OR    | 97759          | USA       |
| Nearside | Column National<br>Association | A4-700 1 Letterman<br>Drive                     | San Francisco | CA    | 94129          | USA       |
| Nearside | Compligo                       | 1380 Forest Park Circle                         | Lafayette     | CO    | 80026          | USA       |
| Nearside | Connor Group                   | 8170 Crown Bay Marina<br>PMB 52                 | St. Thomas    | VIC   | 00802          | Australia |
| Nearside | Costco                         | 999 Lake Drive                                  | Issaquah      | WA    | 98027          | USA       |
| Nearside | CultureAmp                     | Level 2, 29 Stewart St                          | Richmond      | VIC   | 3121           | Australia |
| Nearside | Datadog                        | 620 8th Ave Floor 45                            | New York      | NY    | 10018          | USA       |
| Nearside | dbt Cloud                      | 915 Spring Garden<br>Street, Suite 500          | Philadelphia  | PA    | 19123          | USA       |
| Nearside | Design Departement<br>LLC      | 21 C Orinda Way, # 318                          | Orinda        | CA    | 94563          | USA       |
| Nearside | Docker                         | 3790 El Camino Real #<br>1052                   | Palo Alto     | CA    | 94306          | USA       |
| Nearside | DocuPost                       | 315 E 5th St,<br>Suite 202                      | Waterloo      | IA    | 50703          | USA       |
| Nearside | DocuSign                       | 221 Main St., Suite 1550                        | San Francisco | CA    | 94105          | USA       |
| Nearside | Drossman Law, PC               | 2261 Market Street #454                         | San Francisco | CA    | 94114          | USA       |
| Nearside | Dun & Bradstreet               | P.O. Box 75434                                  | Chicago       | IL    | 60675          | USA       |
| Nearside | Dwolla                         | 909 Locust St,<br>Suite 201                     | Des Moines    | IA    | 50309-<br>2808 | USA       |
| Nearside | Earthclass Mail                | 122 E Houston, 300                              | San Antonio   | TX    | 78205          | USA       |
| Nearside | Earthclass Mail                | 122 E Houston, 300                              | San Antonio   | TX    | 78205          | USA       |
| Nearside | Earthclass Mail<br>(Growth)    | 122 E Houston, 300                              | San Antonio   | TX    | 78205          | USA       |
| Nearside | EasyLlama                      | 440 N Barranca Ave<br>#3753                     | Covina        | CA    | 91723          | USA       |
| Nearside | Ekata                          | 1301 Fifth Ave. Suite<br>1600                   | Seattle       | WA    | 98101          | USA       |
| Nearside | Emailage                       | 25 South Arizona Place                          | Chandler      | AZ    | 85225          | USA       |
| Nearside | Emburse                        | PO Box 780813                                   | Philadelphia  | PA    | 19178-<br>0813 | USA       |
| Nearside | Emerge Tools                   | 1034 Princeton St                               | Santa Monica  | CA    | 90403          | USA       |
| Nearside | Envoy                          | 10496 Katy Freeway,<br>Suite 250                | Houston       | TX    | 77043          | USA       |
| Nearside | Evoke Law, PC                  | 201 Spear Street, Suite<br>1100, #16            | San Francisco | CA    | 94105          | USA       |
| Nearside | Facebook Ads                   | 1 Hacker Way                                    | Menlo Park    | CA    | 94025          | USA       |
| Nearside | Facta (Teleport<br>Group)      | 600 California Street,<br>11th Floor            | San Francisco | CA    | 94108          | USA       |
| Nearside | FCR                            | 2525 West Harvard Ave.                          | Roseburg      | OK    | 94741          | USA       |
| Nearside | Figma                          | 760 Market Street Floor<br>10                   | San Francisco | CA    | 94102          | USA       |
| Nearside | First Republic                 | 111 Pine Street                                 | San Francisco | CA    | 94111          | USA       |
| Nearside | Fivetran                       | 405 14th Street, Suite<br>1050                  | Oakland       | CA    | 94612          | USA       |
| Nearside | Forbes Business<br>Council     | 177 Huntington Ave,<br>Suite 1703,<br>PMB 52536 | Boston        | MA    | 02115-<br>3153 | USA       |

| Debtor   | Creditor Name         | Address  | City             | State | Zip            | Country |
|----------|-----------------------|--|------------------|-------|----------------|---------|
| Nearside | Fringe                | 1717 E Cary St   | Richmond         | VA    | 23223          | USA     |
| Nearside | FullStory             | 1745 Peachtree St NW,<br>Suite G                       | Atlanta          | GA    | 30309          | USA     |
| Nearside | FUTUREOFFINANC<br>E20 | 330 Hudson Street                                      | New York         | NY    | 10013          | USA     |
| Nearside | Galileo               | 6510 South Millrock<br>Dr., Suite 300                  | Salt Lake City   | UT    | 84121          | USA     |
| Nearside | Gem                   | One Post Street,<br>18th Floor                         | San Francisco    | CA    | 94104          | USA     |
| Nearside | GetSitecontrol        | Klimentos 41-43,<br>Klimentos Tower,<br>Flat/Office 25 | Nicosia          |       | 1061           | Cyprus  |
| Nearside | Getty Images          | 605 5th Ave. S.,<br>Suite 400                          | Seattle          | WA    | 98104          | USA     |
| Nearside | Github                | 88 Colin P Kelly Jr St                                 | San Francisco    | CA    | 94107          | USA     |
| Nearside | GoDaddy               | 2155 E. GoDaddy Way                                    | Tempe            | AZ    | 85284          | USA     |
| Nearside | golinks               | 2558 Forest Avenue                                     | San Jose         | CA    | 95117-<br>1117 | USA     |
| Nearside | Goodly                | 2 Mint Plaza   | San Francisco    | CA    | 94103          | USA     |
| Nearside | Google                | 1600 Amphitheatre<br>Parkway                           | Mountain<br>View | CA    | 94043          | USA     |
| Nearside | Google Ads            | 1600 Amphitheatre<br>Parkway                           | Mountain<br>View | CA    | 94043          | USA     |
| Nearside | Google Analytics      | 1600 Amphitheatre<br>Parkway                           | Mountain<br>View | CA    | 94043          | USA     |
| Nearside | Gridwise Inc          | 322 North Shore Dr<br>Building 1B, Suite 200           | Pittsburgh       | PA    | 15212          | USA     |
| Nearside | Guideline             | 1412 Chapin Avenue                                     | Burlingame       | CA    | 94010          | USA     |