

**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. )  
 ) (Jointly Administered)

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**STATEMENT OF FINANCIAL AFFAIRS FOR  
NEARSIDE BUSINESS CORP. (CASE NO. 23-10673)**

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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.



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FOR THE DISTRICT OF DELAWARE**

In re:	)	
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	)	Case No. 23-10671 (BLS)
Debtors.	)	
	)	(Jointly Administered)
	)	

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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY  
AND DISCLAIMER REGARDING THE DEBTORS’ SCHEDULES OF  
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

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The above-captioned debtors and debtors in possession (each, a “**Debtor**,” and collectively, the “**Debtors**”) are filing their respective Schedules of Assets and Liabilities (collectively, the “**Schedules**”) and Statements of Financial Affairs (collectively, the “**Statements**,” and together with the Schedules, collectively, the “**Schedules and Statements**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). The Debtors, with the assistance of their professional advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

These Global Notes and Statement of Limitations, Methodology and Disclaimer regarding the Schedules and Statements (collectively, the “**Global Notes**”) pertain to, are incorporated by reference in, and compose an integral part of, all of the Schedules and Statements. These Global Notes should be referred to as part of, and reviewed in connection with, the Schedules and Statements.<sup>2</sup>

The Schedules and Statements have been prepared based on information provided by the Debtors’ Chief Restructuring Officer, other management personnel, and their professional advisors, and are unaudited and subject to potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. With respect to Debtor Nearside Business Corp., the Debtors only possess financial data from the date Nearside was acquired (September 8, 2022) forward. The Debtors have used commercially reasonable efforts to ensure the accuracy and completeness of such information and data; however, subsequent information, data, or discovery may result in

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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> These Global Notes are in addition to any specific notes that may be contained in each of the Schedules or Statements. The fact that the Debtors have prepared a general note herein with respect to any of the Schedules and Statements and not to others should not be interpreted as a decision by the Debtors to exclude the applicability of such general note to the Debtors’ remaining Schedules and Statements, as appropriate.

material changes to the Schedules and Statements and inadvertent errors, omissions, or inaccuracies may exist. The Debtors and their estates reserve all rights to amend or supplement the Schedules and Statements as may be necessary and appropriate.

**Reservation of Rights.** Nothing contained in the Schedules and Statements or these Global Notes shall constitute a waiver of any rights of the Debtors and their estates or an admission with respect to the Debtors' chapter 11 cases, including, but not limited to, any issues involving objections to claims, setoff or recoupment, equitable subordination or recharacterization of debt, defenses, characterization or re-characterization of contracts, leases and claims, assumption or rejection of contracts and leases and/or causes of action arising under the Bankruptcy Code or any other applicable laws.

**Description of the Cases and "As of" Information Date.** On May 24, 2023 (the "**Petition Date**"), each of the Debtors filed a voluntary petition for relief with the Court under chapter 11 of the Bankruptcy Code to conduct a sale process for substantially all of their assets pursuant to section 363 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to manage their financial affairs as debtors in possession. Unless otherwise indicated herein or in the Schedules and Statements, all financial information for the Debtors in the Schedules and Statements and these Global Notes is provided as of the Petition Date or as close thereto as reasonably practicable under the circumstances.

**Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("**GAAP**"), nor are they intended to fully reconcile to any financial statements prepared by the Debtors.

**Recharacterization.** Notwithstanding the Debtors' commercially reasonable efforts to properly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless seek to recharacterize, reclassify, recategorize, redesignate, add, or delete items included in the Schedules and Statements, and the Debtors and their estates reserve all rights in this regard.

**Accounts Payable and Disbursement Systems.** The Debtors maintain a cash management system (the "**Cash Management System**") to collect and disburse funds in the ordinary course. A more complete description of the Cash Management System is set forth in the *Debtors' Motion for Interim and Final Orders, Pursuant to Sections 105(a), 345, 363, 1107(a) and 1108 of the Bankruptcy Code, Bankruptcy Rule 2015, and Local Rule 2015-2, (A) Authorizing and Approving Continued Use of Cash Management System, (B) Approving the Payment of the FBO Account Fees, (C) Authorizing Use of Prepetition Bank Accounts and Business Forms, (D) Waiving the Requirements of Section 345(b) on an Interim Basis, and (E) Granting Certain Related Relief* [Docket No. 10] filed on the Petition Date.

**Insiders.** For purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) current or former directors, officers, or persons in control of the Debtors; (b) relatives of current or former directors, officers, or persons in control of the Debtors; (c) a partnership in which the Debtors is a general partner; or (d) an affiliate of the Debtors. Except as otherwise disclosed herein or in the Statements, payments to insiders listed in

(a) through (d) above are set forth on Statement 4. Persons listed as “insiders” have been included for informational purposes only, and such listing is not intended to be, nor should it be construed as, a legal characterization of such person as an insider, nor does it serve as an admission of any fact, claim, right, or defense, and all such claims, rights, and defenses with respect thereto are hereby expressly reserved. Further, the Debtors and their estates do not take any position with respect to: (a) any such person’s influence over the control of the Debtors; (b) the management responsibilities or functions of any such individual; (c) the decision-making or corporate authority of any such individual; or (d) whether any such individual could successfully argue that he or she is not an “insider” under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

**Summary of Significant Reporting Policies.** The following is a summary of certain significant reporting policies:

a. **Current Market Value – Net Book Value.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate resources for the Debtors to obtain current market valuations for all estate assets. Accordingly, unless otherwise indicated herein or in the Schedules and Statements, the Schedules and Statements reflect the net book values, rather than current market values, of the Debtors’ assets as of the Petition Date (unless another date is indicated herein or in the Schedules and Statements), and may not reflect the net realizable value of such assets.

b. **First Day Orders.** Pursuant to various “first day” orders and any supplements or amendments to such orders entered by the Court (each, a “**First Day Order**,” and collectively, the “**First Day Orders**”), the Debtors and their estates are authorized to pay certain pre-petition claims, including, without limitation, certain claims relating to employee wages and benefits, claims for taxes and fees, claims of vendors, claims related to customer programs, and claims related to insurance programs. The Debtors have not included certain claims of this nature in the Schedules and Statements to the extent that such claims were paid under the First Day Orders.

c. **Setoffs.** To the extent the Debtors have incurred or effectuated any ordinary course setoffs with third parties (including, without limitation, customers and vendors) prior to the Petition Date, or are subject to the occurrence of, or maintain the right to effectuate, ordinary course setoffs on account of activities occurring prior to the Petition Date, such setoffs are excluded from the Schedules and Statements. The Debtors and their estates reserve all rights with respect to any such setoffs.

d. **Credits and Adjustments.** Claims of creditors are listed in the amounts entered on the Debtors’ books and records, and may not reflect certain credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors and their estates reserve all rights with regard to any such credits, allowances, and other adjustments, including, without limitation, the right to assert claims, objections, setoffs, and recoupments with respect to the same.

e. **Executory Contracts and Unexpired Leases.** The Debtors have not set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors’ estates. Rather, executory

contracts and unexpired leases have been set forth solely on Schedule G. The Debtors' rejection of executory contracts and unexpired leases may result in the assertion of rejection damages claims against the Debtors and their estates; however, the Schedules and Statements do not reflect any claims for rejection damages. The Debtors and their estates reserve all rights with respect to the assertion of any such claims.

**Unknown or Undetermined Amounts.** Where a description of an amount is left blank or listed as "unknown" or "undetermined," such response is not intended to reflect upon the materiality of such amount.

**Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and post-petition periods based on the information available at the time of filing the Schedules and Statements. If additional information becomes available or further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change. Accordingly, the Debtors and their estates reserve all rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

**Estimates.** The Debtors were required to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and reported revenue and expenses. The Debtors and their estates reserve all rights to amend the reported amounts of assets, liabilities, revenue, and expenses to reflect changes in those estimates and assumptions.

**Classifications.** Listing a claim (a) on Schedule D as "secured," (b) on Schedule E/F as "unsecured priority," or "unsecured non-priority," or (c) listing a contract or lease on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors and their estates of the legal rights of any claimant, or a waiver of the rights of the Debtors and their estates to amend these Schedules and Statements to recharacterize or reclassify any claim or contract.

**Claims Description.** The Debtors and their estates reserve all rights to dispute, and to assert any offsets or defenses to, any claim reflected on the applicable Schedule on any grounds, including, without limitation, amount, liability, validity, priority, or classification, and to subsequently designate any claim as "disputed," "contingent," or "unliquidated."

**Guaranties and Other Secondary Liability Claims.** Guaranties and other secondary liability claims (collectively, the "Guaranties") with respect to the Debtors' contracts and leases may not be included on Schedule H. Therefore, the Debtors and their estates reserve all rights to amend the Schedules to the extent additional Guaranties are identified.

### **NOTES FOR SCHEDULES**

**Schedule A/B – Assets – Real and Personal Property.** As set forth above, the Debtors and their estates are authorized to pay certain pre-petition claims pursuant to the First Day Orders.

Being money transmitters, certain Debtors have authority to and do maintain settlement asset accounts to hold cash received from customers. This cash is subsequently disbursed as an integral part of core operations. The Debtors' books and records reflect a corresponding settlement liability account, resulting in a net zero balance on the balance sheet.

With respect Schedule A/B, Part 10, question 60, the Debtors have capitalized certain costs associated with trademarks and licenses but have not included such capitalized costs in their Schedules.

With respect to “Interests in Insurance Policies or Annuities,” the Debtors maintain a variety of insurance policies including directors and officers, employment practices and fiduciary liability, general liability, property, automobile liability, and cyber liability as described in the *Debtors’ Motion for Interim and Final Orders, Pursuant to Sections 105(a), 363, and 364 of the Bankruptcy Code, (I) Authorizing Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection With Insurance Programs and Bonding Program, Including Payment of Policy Premiums, Costs, and Broker Fees, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, (III) Authorizing Maintenance of Postpetition Insurance Coverage and Bonding Program, and (IV) Scheduling a Final Hearing* [Docket No. 5]. The Debtors believe that there is little or no cash value to the vast majority of such insurance policies. Accordingly, such policies are not listed on Schedule A/B, Part 11. To the extent an insurance policy is determined to have value, it will be included in Schedule A/B.

Debtor Plastiq Inc. is the parent of a consolidated tax group that includes the Debtors. Federal tax returns, as well as certain state tax returns, are filed on a consolidated basis. Consequently, the Debtors maintain net operating losses, if any, from consolidated tax filings made by Plastiq Inc. The Debtors reserve all rights to assert that the net operating losses are property of a different Debtor. Moreover, the Debtors have historically recorded a yearly valuation allowance that, along with other deferred tax liabilities, have reduced any deferred tax assets and/or NOLs to zero, and a tax audit has not been performed for the Debtors’ fiscal year 2022. As such, the Debtors have not listed any NOLs in Schedule A/B, Part 11, Item 72, but the Debtors reserve all rights with respect to NOLs or any other similar tax asset.

Despite their commercially reasonable efforts to identify all known assets, the Debtors may not have listed all of their respective causes of action or potential causes of action against third parties as assets in Schedule A/B, Part 11, Item 74, including, but not limited to, causes of action arising under the Bankruptcy Code or any other applicable laws (including, but not limited to, intellectual property laws). The Debtors and their estates reserve all rights with respect to any claims and causes of action that they may have (including, but not limited to, patent infringement), and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims and causes of actions, or in any way waive, prejudice, impair, or otherwise affect the assertion of such claims and causes of action.

**Schedule D – Creditors Who Have Claims Secured by Property.** Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Court that is or becomes final, the Debtors and their estates reserve all rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any of the Debtors. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors’ assets in which such creditors may have a lien has been undertaken. Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the

Court that is or becomes final, the Debtors and their estates reserve all rights to dispute or challenge the secured nature of any such claim or the characterization of the structure of any transaction, document, or instrument related to any such claim. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in these Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

In certain instances, a Debtor may be a co-obligor with respect to scheduled claims of other Debtors. No claim set forth on the Schedule D of any Debtor is intended to acknowledge claims of creditors that are or may be otherwise satisfied or discharged.

The Debtors have not included on Schedule D all parties that may believe their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtors, inchoate statutory lien rights, or real property lessors, utility companies, and other parties that may hold security deposits.

Except as specifically stated herein, utility companies and other parties that may hold security deposits have not been listed on Schedule D. The Debtors have not included parties that may believe their Claims are secured through setoff rights or inchoate statutory lien rights.

Certain of the amounts listed for parties on Schedule D may not be reflective of any accrued and unpaid interest, prepayment premiums, and other similar fees or expenses that such parties may be entitled to, and are not reflective of any payments made by the Debtors subsequent to the Petition Date.

### **Schedule E/F – Creditors Who Have Unsecured Claims.**

**Part 2.** Certain creditors listed on Part 2 of Schedule E/F may owe amounts to the Debtors; accordingly, the Debtors and their estates may have valid setoff and recoupment rights with respect to such amounts. Also, the amounts listed on Part 2 of Schedule E/F reflect known prepetition claims as of the Petition Date. Such amounts do not reflect any rights of setoff or recoupment that may be asserted by any creditors listed on Part 2 of Schedule E/F, and the Debtors and their estates reserve all rights to challenge any setoff and recoupment rights that may be asserted against them. The Debtors and their estates reserve all rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be perfected by a creditor listed on Part 2 of Schedule E/F.

The Debtors have used commercially reasonable efforts to include all creditors on Part 2 of Schedule E/F. The amounts listed for liabilities on Schedule E/F may be exclusive of certain contingent and unliquidated amounts.

To the extent that they have been paid, the Debtors have not listed on Part 2 of Schedule E/F, among others, certain unsecured employee wage or benefit claims or claims related to the Debtors' insurance programs for which the Debtors have been granted authority to pay pursuant to a First Day Order. The Debtors and their estates reserve their rights to dispute or challenge whether creditors listed on Schedule E/F are entitled to priority claims.

Third parties should not anticipate that the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules will reflect their ultimate recoveries in these chapter 11 cases. Actual assets and liabilities may deviate from the amounts shown in the Schedules due to various events that occur throughout the duration of these chapter 11 cases.

**Schedule G – Executory Contracts and Unexpired Leases.** Although commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions, or over-inclusion may have occurred in preparing Schedule G. Omission of a contract, lease, or other agreement from Schedule G does not constitute an admission that such omitted contract, lease, or other agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted executory contracts, unexpired leases, and other agreements to which the Debtors are a party, including, without limitation, to add any that the Debtors did not list on Schedule G at this time. Likewise, the listing of an agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease, or that such agreement was in effect or unexpired on the Petition Date, or is valid or enforceable. The agreements listed on Schedule G may have expired, or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements that may not be listed on Schedule G.

Additionally, the Debtors maintain certain insurance programs. The Debtors and their estates reserve all rights in connection with such insurance programs.

Moreover, with respect to Debtor Nearside Business Corp., the Debtors do not possess a list of active or terminated contracts, and the Debtors rejected any potentially active contracts associated with Nearside pursuant to various rejection motions filed on the Petition Date. As such, the Debtors have not listed any such contract in Schedule G.

All rights, claims, and causes of action of the Debtors and their estates with respect to the agreements listed on Schedule G are hereby reserved and preserved. The Debtors and their estates hereby reserve all rights to: (a) dispute the validity, status, or enforceability of any agreements set forth on Schedule G; (b) dispute or challenge the characterization of the structure of any transaction, document, or instrument related to a creditor's claim, including, but not limited to, the agreements listed on Schedule G; and (c) amend or supplement Schedule G, as necessary.

### **NOTES FOR STATEMENTS**

**Statement 3.** Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days prior to filing, except for those made to insiders or in connection with the bankruptcy, which are reflected on Statements 4 and 11, respectively.

**Statement 4.** Statement 4 has been presented on a gross payment basis. Actual amounts received by the parties listed on Statement 4 may differ based upon withholding and other tax obligations.

**Statement 26.** With respect to SOFA Part 13 question 26(c)-(d), the Debtors contacted various parties in connection with the Debtors' efforts to market their assets and raise new sources of capital, and the Debtors shared certain financial information to certain of those parties, who are not individually disclosed herein.



**Fill in this information to identify the case:**

Debtor Name: In re : Nearside Business Corp.  
 United States Bankruptcy Court for the: District Of Delaware  
 Case number (if known): 23-10673 (BLS)

Check if this is an amended filing

**Official Form 207**

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income**

**1. Gross revenue from business**

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
<b>From the beginning of the fiscal year to filing date:</b>	From <u>1/1/2023</u> MM / DD / YYYY	to Filing date	
		<input checked="" type="checkbox"/> Operating a business	
		<input type="checkbox"/> Other _____	\$ <u>13,426.00</u>
<b>For prior year:</b>	From <u>1/1/2022</u> MM / DD / YYYY	to <u>12/31/2022</u> MM / DD / YYYY	
		<input checked="" type="checkbox"/> Operating a business	
		<input type="checkbox"/> Other _____	\$ <u>81,928.00</u>
<b>For the year before that:</b>	From <u>1/1/2021</u> MM / DD / YYYY	to <u>12/31/2021</u> MM / DD / YYYY	
		<input checked="" type="checkbox"/> Operating a business	
		<input type="checkbox"/> Other _____	\$ <u>0.00</u>

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

		Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
<b>From the beginning of the fiscal year to filing date:</b>	From <u>1/1/2023</u> to <u>Filing date</u>	Interest income	\$ <u>81.00</u>
	<small>MM / DD / YYYY</small>		
<b>For prior year:</b>	From <u>1/1/2022</u> to <u>12/31/2022</u>	Interest Income	\$ <u>471.31</u>
	<small>MM / DD / YYYY</small> <small>MM / DD / YYYY</small>		
<b>For the year before that:</b>	From <u>1/1/2021</u> to <u>12/31/2021</u>	Interest Income	\$ <u>0.00</u>
	<small>MM / DD / YYYY</small> <small>MM / DD / YYYY</small>		

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy**

**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers-including expense reimbursements-to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575 . (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1 Cigna Creditor's Name  400 North Brand Blvd Street  Glendale CA 91203 City State ZIP Code  Country	3/6/2023	\$ 7,725.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
3.2 Facta Creditor's Name  600 California Street Street  San Francisco CA 94108 City State ZIP Code  Country	3/3/2023	\$ 9,184.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
3.3 Facta Creditor's Name  600 California Street Street  San Francisco CA 94108 City State ZIP Code  Country	3/9/2023	\$ 11,545.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
3.4 Facta Creditor's Name  600 California Street Street  San Francisco CA 94108 City State ZIP Code  Country	3/23/2023	\$ 7,418.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

3.5 Facta 3/30/2023 \$ 12,241.00  Secured debt

Creditor's Name

Unsecured loan repayments

600 California Street

Suppliers or vendors

Street

Services

Other

San Francisco CA 94108

City State ZIP Code

Country

3.6 Facta 3/31/2023 \$ 11,545.00  Secured debt

Creditor's Name

Unsecured loan repayments

600 California Street

Suppliers or vendors

Street

Services

Other

San Francisco CA 94108

City State ZIP Code

Country

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Insider's Name and Address	Dates	Total amount or value	Reason for payment or transfer
4.1 Plastiq Inc. Insider's Name	9/12/2022	\$ 10,000,000.00	Interco transfer, profit pulls, and funding of payment operations

1475 Folsom Street

Street

Suite 400

San Francisco CA 94103

City State ZIP Code

Country

**Relationship to Debtor**

Affiliate

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

4.2 Plastiq Inc. 10/26/2022 \$ 1,100,100.00 Interco transfer, profit pulls, and funding of payment operations

Insider's Name

1475 Folsom Street

Street

Suite 400

San Francisco

CA

94103

City

State

ZIP Code

Country

**Relationship to Debtor**

Affiliate

4.3 Plastiq Inc. 10/26/2022 \$ 1,800,000.00 Interco transfer, profit pulls, and funding of payment operations

Insider's Name

1475 Folsom Street

Street

Suite 400

San Francisco

CA

94103

City

State

ZIP Code

Country

**Relationship to Debtor**

Affiliate

4.4 Plastiq Inc. 1/17/2023 \$ 2,700,000.00 Interco transfer, profit pulls, and funding of payment operations

Insider's Name

1475 Folsom Street

Street

Suite 400

San Francisco

CA

94103

City

State

ZIP Code

Country

**Relationship to Debtor**

Affiliate

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

4.5 Plastiq Inc. 2/10/2023 \$ 3,400,000.00 Interco transfer, profit pulls, and funding of payment operations

Insider's Name

1475 Folsom Street

Street

Suite 400

San Francisco CA 94103  
City State ZIP Code

Country

**Relationship to Debtor**

Affiliate

4.6 Plastiq Inc. 2/14/2023 \$ 7,000,000.00 Interco transfer, profit pulls, and funding of payment operations

Insider's Name

1475 Folsom Street

Street

Suite 400

San Francisco CA 94103  
City State ZIP Code

Country

**Relationship to Debtor**

Affiliate

4.7 Plastiq Inc. 3/6/2023 \$ 1,850,000.00 Interco transfer, profit pulls, and funding of payment operations

Insider's Name

1475 Folsom Street

Street

Suite 400

San Francisco CA 94103  
City State ZIP Code

Country

**Relationship to Debtor**

Affiliate

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

4.8 Plastiq Inc. 3/13/2023 \$ 200,208.24 Interco transfer, profit pulls, and funding of payment operations

Insider's Name

1475 Folsom Street

Street

Suite 400

San Francisco

CA

94103

City

State

ZIP Code

Country

**Relationship to Debtor**

Affiliate

**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's Name and Address	Description of the Property	Date	Value of property
5.1 Creditor's Name			\$
Street			
City State ZIP Code			
Country			

**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's Name and Address	Description of the action creditor took	Date action was taken	Amount
6.1 Creditor's Name			\$
Street			
	Last 4 digits of account number: XXXX-		
City State ZIP Code			
Country			

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 3: Legal Actions or Assignments**

**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1		Name	<input type="checkbox"/> Pending
		Street	<input type="checkbox"/> On appeal
		City State ZIP Code	<input type="checkbox"/> Concluded
		Country	

**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Custodian's name and address	Description of the Property	Value
8.1		\$
Custodian's name		<b>Court name and address</b>
Street	<b>Case title</b>	Name
City State ZIP Code	<b>Case number</b>	Street
Country	<b>Date of order or assignment</b>	City State ZIP Code
		Country



Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 4: Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1 Creditor's Name <hr/> Street <hr/> City State ZIP Code <hr/> Country <hr/> Recipient's relationship to debtor <hr/>			\$

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 5: Certain Losses**

**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
10.1			\$

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 6: Certain Payments or Transfers**

**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1			\$
<b>Address</b>			
Street			
City State ZIP Code			
Country			
<b>Email or website address</b>			
<b>Who made the payment, if not debtor?</b>			

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1			\$
<b>Trustee</b>			

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**13. Transfers not already listed on this statement**

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1			\$

**Address**

Street

City State ZIP Code

Country

**Relationship to Debtor**

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 7: Previous Locations**

**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address			Dates of occupancy			
14.1	601 California St		From	2/20/2020	To	11/2022
	Street					
	Suite 1210					
	San Francisco	CA		94018		
	City	State		ZIP Code		
	Country					

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 8: Health Care Bankruptcies**

**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:  
 — diagnosing or treating injury, deformity, or disease, or  
 — providing any surgical, psychiatric, drug treatment, or obstetric care?

- No. Go to Part 9.
- Yes. Fill in the information below.

Facility Name and Address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1 Facility Name		
Street	<b>Location where patient records are maintained</b> (if different from facility address). If electronic, identify any service provider.	<b>How are records kept?</b>
City State ZIP Code		Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
Country		

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 9: Personally Identifiable Information**

**16. Does the debtor collect and retain personally identifiable information of customers?**

- No.
- Yes. State the nature of the information collected and retained. Identifiers such as (name, email, mailing address, etc.) for KYC and security/fraud prevention purposes

Does the debtor have a privacy policy about that information?

- No
- Yes

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?
  - No. Go to Part 10.
  - Yes. Fill in below:

Name of plan	Employer identification number of the plan
17.1 _____	EIN: _____

- Has the plan been terminated?
- No
  - Yes

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?  
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1 Name  Street  City State ZIP Code  Country	XXXX-	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other		\$

**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
19.1 Name  Street  City State ZIP Code  Country			<input type="checkbox"/> No  <input type="checkbox"/> Yes



Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
20.1 Name <hr/> Street <hr/> <hr/> City State ZIP Code <hr/> Country <hr/>			<input type="checkbox"/> No  <input type="checkbox"/> Yes

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**

**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

	Owner's name and address	Location of the property	Description of the property	Value
21.1	Name _____ Street _____ _____ City _____ State _____ ZIP Code _____ Country _____			\$ _____

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

**Report all notices, releases, and proceedings known, regardless of when they occurred.**

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

- No
- Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1	Name Street		<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
<b>Case Number</b>	City State ZIP Code		
	Country		

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

- No
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1 Name Street	Name Street		
City State ZIP Code	City State ZIP Code		
Country	Country		

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

No

Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1			
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		
Country	Country		

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Part 13: Details About the Debtor's Business or Connections to Any Business**

**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1 Hatch Funding I, LLC Name  1209 Orange Street Street  _____  Wilmington DE 19801 City State ZIP Code  _____ Country	Dormant entity with no historical operations	EIN: _____ <b>Dates business existed</b> From 1/10/2020 To Current

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.2 Nearside Business Software Canada Inc. Name  Labarge Weinstein LLP Street  500-225 Richmond Street West _____  Toronto ON M5V 1W2 City State ZIP Code  _____ Canada Country	Established to employ individuals in Canada; dormant entity	EIN: BN: 776399743 _____ <b>Dates business existed</b> From 3/5/2021 To Current

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and Address	Dates of service
26a.1 Abhinav Bhashyakarla - Revenue Accounting Manager Name  1475 Folsom Street, Suite 400 Street  _____  San Francisco CA 94103 City State ZIP Code  _____ Country	From 11/23/2021 To Current

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

26a.2 Anna Aguilar - VP, Accounting From 1/25/2022 To 2/15/2023  
 Name  
 1475 Folsom Street, Suite 400  
 Street  
 San Francisco CA 94103  
 City State ZIP Code  
 Country

26a.3 Bjorn Halvorson - Director of Revenue Accounting From 6/29/2021 To Current  
 Name  
 1475 Folsom Street, Suite 400  
 Street  
 San Francisco CA 94103  
 City State ZIP Code  
 Country

26a.4 Camil Realibut - Assistant Controller From 7/20/2021 To Current  
 Name  
 1475 Folsom Street, Suite 400  
 Street  
 San Francisco CA 94103  
 City State ZIP Code  
 Country

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and Address		Dates of service	
26b.1	CBIZ ARC Consulting - Accounting services provider Name Nancy Mai Street 44 Montgomery Street San Francisco CA 94104 City State ZIP Code Country	From	To
		9/2022	3/2023

26b.2 Deloitte & Touche LLP - Auditor From 9/2022 To 2/2023  
 Name  
 PO Box 844708  
 Street  
 Dallas TX 75284-4708  
 City State ZIP Code  
 Country

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

26b.3 Deloitte Tax - Tax consultant From 9/2022 To 2/2023  
 Name  
 Steve Kimble  
 Street  
 555 Mission Street, Suite 1400  
 San Francisco CA 94105  
 City State ZIP Code  
 Country

26b.4 Hill Barth & King LLC - Auditor From 10/2022 To 1/2023  
 Name  
 6603 Summit Drive  
 Street  
 Canfield OH 44406  
 City State ZIP Code  
 Country

26b.5 Sagent Management - Tax consultant From 9/2022 To Current  
 Name  
 691 S. Milpitas Blvd, Suite 212  
 Street  
 Milpitas CA 95035  
 City State ZIP Code  
 Country

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address	If any books of account and records are unavailable, explain why
------------------	--

26c.1 Abhinav Bhashyakarla  
 Name  
 1475 Folsom Street, Suite 400  
 Street  
 San Francisco CA 94103  
 City State ZIP Code  
 Country

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**Name and address**

**If any books of account and records are unavailable, explain why**

26c.2 Bjorn Halvorson

Name

1475 Folsom Street, Suite 400

Street

San Francisco

CA

94103

City

State

ZIP Code

Country

**Name and address**

**If any books of account and records are unavailable, explain why**

26c.3 Camil Realibut

Name

1475 Folsom Street, Suite 400

Street

San Francisco

CA

94103

City

State

ZIP Code

Country

**Name and address**

**If any books of account and records are unavailable, explain why**

26c.4 Sagent Management

Name

691 S Milpitas Blvd

Street

Milpitas

CA

95035

City

State

ZIP Code

Country



Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

**Name and address**

26d.1 See Global Note

Name

Street

City

State

ZIP Code

Country

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No

Yes. Give the details about the two most recent inventories.

**Name of the person who supervised the taking of the inventory**

**Date of Inventory**

**The dollar amount and basis (cost, market, or other basis) of each inventory**

\$

**Name and address of the person who has possession of inventory records**

27.1

Name

Street

City

State

ZIP Code

Country

**28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

**Name**

**Address**

**Position and Nature of any interest**

**% of interest, if any**

28.1 Eliot Buchanan

1475 Folsom Street, Suite 400, San Francisco, CA 94103

Director

28.2 Plastiq Inc.

1475 Folsom Street, Suite 400, San Francisco, CA 94103

Sole Shareholder

100.00%

Debtor: Nearside Business Corp.

Case number (if known): 23-10673

Name

**29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**

No

Yes. Identify below.

Name	Address	Position and Nature of any interest	Period during which position or interest was held
29.1 Thomson Nguyen	Address on File	Former CEO	From <u>4/12/2018</u> To <u>2/23/2023</u>

**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

No

Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 See SOFA Question 4 Name _____ Street _____ City _____ State _____ ZIP Code _____ Country _____ Relationship to debtor _____			

**31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

No

Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
31.1 <u>Plastiq Inc.</u>	EIN: <u>45-4306125</u>

**32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

No

Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
32.1 _____	EIN: _____

**Part 14: Signature and Declaration**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.

18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/21/2023  
MM / DD / YYYY

**x** / s / Vladimir Kasparov \_\_\_\_\_

Printed name Vladimir Kasparov \_\_\_\_\_

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Restructuring Officer \_\_\_\_\_

**Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207)* attached?**

No

Yes