

Clerk's stamp:

COURT FILE NUMBER 2301-07385

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

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

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

DOCUMENT **AFFIDAVIT**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

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

AFFIDAVIT OF RAYMOND LI

Sworn on March 21, 2024

I, Raymond Li, of the City of New York in the State of New York, United States of America,
SWEAR AND SAY THAT:

1. Until January 12, 2024, I was the Deputy Chief Restructuring Officer (the "**DCRO**") of CTI Liquidation Co., Inc. ("**CTI Liquidation**"), whose former corporate name was Cyxtera Technologies, Inc., Cyborg Oldco Canada, LLC ("**Cyborg LLC**"), whose former corporate name was Cyxtera Canada, LLC, Cyxtera Communications Canada, ULC

(“**Communications ULC**”), Cyxtera Canada TRS, ULC (“**TRS ULC**”, and TRS ULC and Communications ULC being “**Cyxtera Canada**”, and Cyxtera Canada and Cyborg LLC being the “**Canadian Debtors**”) and the other Chapter 11 Debtors (as defined below).

2. I served as the DCRO of the Canadian Debtors and the Chapter 11 Debtors (as defined below) from May 5, 2023 until the Effective Date¹ being January 12, 2024. Since that time, I have been engaged as a financial advisor to the Post-Effective Date Debtors (as defined below) in connection with completing their liquidation and wind-up pursuant to the Plan (as defined below). I am an employee of AlixPartners which has since been retained to assist in implementing the Plan (as defined below) and as such, all facts set forth in this Affidavit are based upon my personal knowledge, except where stated to be based on information and belief, in which case I believe the same to be true.
3. I have reviewed the business records maintained by the Chapter 11 Debtors (as defined below) herein in respect of the matters at issue, which I verily believe were made in the ordinary and usual course of business. Where I do not have direct personal knowledge of matters deposed to herein, and my knowledge is derived from my review of the business records.
4. All references to dollar amounts contained herein are in United States dollars unless otherwise stated.

RELIEF REQUESTED

5. This affidavit is sworn in support of an application pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”, and the recognition proceedings of the Canadian Debtors under Part IV of the CCAA being the “**Recognition Proceedings**”) by CTI Liquidation as foreign representative of the Canadian Debtors (in such capacity, the “**Foreign Representative**”) in the cases commenced by CTI Liquidation, the Canadian Debtors and twelve (12) other affiliated corporations (the “**Chapter 11 Cases**”, and CTI Liquidation, the Canadian Debtors and such affiliated corporations being collectively the “**Chapter 11 Debtors**”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**US Bankruptcy Code**”) before the United States Bankruptcy Court for the District of New Jersey (the “**US Bankruptcy Court**”) for, among other things:
 - (a) an order (the “**Termination Order**”) terminating the Recognition Proceedings, discharging Alvarez & Marsal Canada Inc. as the information officer appointed by

¹ As such term is defined in the Chapter 11 Debtors' fourth amended joint plan of reorganization under the US Bankruptcy Code filed November 13, 2023.

the Court of King's Bench in these Recognition Proceedings (in such capacity, the "**Information Officer**"), granting a release of the Information Officer and providing related relief, all effective upon the filing by the Information Officer of the termination certificate by the Information Officer;

- (b) an order (the "**Fee Approval Order**"):
 - (i) approving the professional fees, costs and disbursements of Gowling WLG (Canada) LLP ("**Gowling**") as Canadian counsel for the Foreign Representative and the Canadian Debtors for the period January 1, 2024 up to and including March 19, 2024, and its subsequent final accounts;
 - (ii) approving the professional fees and disbursements for the Information Officer for the period of January 1, 2024 up to and including February 29, 2024, and its subsequent final accounts; and
 - (iii) approving the professional fees and disbursements for McMillan LLP, as counsel for the Information Officer, for the period of January 1, 2024 up to and including January 25, 2024, and its subsequent final accounts;
 - (c) an order approving the actions, activities and conduct of the Information Officer as set out in its Pre-Filing Report dated June 7, 2023, First Report dated June 30, 2023, Second Report dated July 28, 2023, Third Report dated September 1, 2023, Fourth Report dated October 6, 2023, Fifth Report dated November 17, 2023, Sixth Report dated January 23, 2024 and Seventh Report, to be filed.
 - (d) an order amending the style of cause in these Recognition Proceeding upon the changes of the names of CTI Liquidation and the Canadian Debtors becoming effective and the Plan Administrator filing a certificate in the form attached to such order confirming the changes of names have become effective; and
 - (e) an order granting such further and other relief as this Honourable Court may deem appropriate.
6. For the purpose of this Application, the background and course of the Chapter 11 Cases and Recognition Proceedings is set out in, and CTI Liquidation and the Canadian Debtors are relying upon, this Affidavit together with:
- (a) the Affidavit of Eric Koza, sworn June 6, 2023;
 - (b) the Affidavit of Eric Koza #2, sworn on June 30, 2023;
 - (c) the Affidavit of Eric Koza #3, sworn July 27, 2023;

- (d) the Affidavit of Eric Koza #4, sworn September 1, 2023;
- (e) the Affidavit of Eric Koza #5, sworn October 5, 2023;
- (f) the Affidavit of Raymond Li sworn November 17, 2023 (the “**Li Affidavit #1**”);
- (g) the Affidavit of Raymond Li sworn January 23, 2024 (together with the Affidavits referred to in subparagraphs (a) to (f), the “**Affidavits**”);
- (h) the sixth report of the Information Officer dated January 23, 2024; and
- (i) the seventh report of the Information Officer.

BACKGROUND

The Parties

7. CTI Liquidation is a United States corporation incorporated pursuant to the laws of the State of Delaware with its head office in Coral Gables, Florida and its registered office in Wilmington, Delaware. CTI Liquidation is the ultimate parent corporation of a group of companies previously operating under the tradename “Cyxtera” that are incorporated in the United States, Canada, United Kingdom, Germany, Australia, Japan, the Netherlands, Hong Kong, Singapore and the Cayman Islands, including the Chapter 11 Debtors (collectively “**Cyxtera**”).
8. Cyborg LLC is a United States limited liability corporation incorporated pursuant to the laws of the State of Delaware with its registered office in Wilmington, Delaware. Cyborg LLC’s sole activity is to hold all of the shares in Communications ULC.
9. Communications ULC is an Alberta unlimited liability corporation incorporated pursuant to the laws of the Province of Alberta and has its registered in Calgary, Alberta. Communications ULC is extra-provincially registered in British Columbia, Ontario and Québec and previously carried on business in those provinces and in Alberta. Communications ULC previously had four (4) data centres operating in (i) Vancouver, British Columbia, (ii) Mississauga and Markham, Ontario, and (iii) Montreal, Québec that have now been sold by Cyxtera in the two sale transactions discussed below.
10. TRS ULC is an Alberta unlimited liability corporation incorporated pursuant to the laws of Alberta and has its registered office in Calgary, Alberta. TRS ULC has no property other than its corporate records and does not carry on business. Communications ULC is the sole shareholder of TRS ULC.

Chapter 11 Cases and Recognition Proceedings

11. As related in the Affidavits, on June 4, 2023, the Canadian Debtors and the other Chapter 11 Debtors filed voluntary petitions for relief under Chapter 11 of the US Bankruptcy Code in the US Bankruptcy Court, commencing the Chapter 11 Cases, whereupon the Chapter 11 Debtors received certain automatic relief under the US Bankruptcy Code including a world-wide stay of proceedings.
12. During the course of the Chapter 11 Cases and these Recognition Proceedings, the US Bankruptcy Court issued a series of interim and final orders (the “**Chapter 11 Orders**”) setting out the processes applicable to the Chapter 11 Cases, authorizing the appointment of experts and professionals to advise and assist the Chapter 11 Debtors during the course of the Chapter 11 Cases, providing for the proving of claims in the Chapter 11 Cases, authorizing a sale and marketing process (the “**Sale Process**”) and providing such other relief as necessary in order to allow the Chapter 11 Cases to proceed.
13. Pursuant to an application of CTI Liquidation and the Canadian Debtors, these Recognition Proceedings were commenced by an Order pronounced June 7, 2023 of the Honourable Associate Chief Justice B. Nixon commencing the Recognition Proceedings, recognizing the Canadian Debtors Chapter 11 Cases and providing related relief. Subsequently CTI Liquidation and the Canadian Debtors, where necessary and appropriate to the efficient functioning of the Chapter 11 Cases, sought and obtained additional Orders from this Honourable Court in the Recognition Proceedings recognizing and giving effect in Canada to the Chapter 11 Orders and seeking additional relief related thereto.

TERMINATION OF THESE RECOGNITION PROCEEDINGS

14. As described in detail in Part D of the Li Affidavit #1, the Chapter 11 Debtors engaged in a comprehensive Sale Process which led to the following sale transactions:
 - (a) a sale transaction pursuant to an asset purchase agreement (the “**Brookfield APA**”) dated as of October 31, 2023 between Phoenix Date Center Holdings LLC (together with its designees, “**Brookfield**”) and CTI Liquidation, the Canadian Debtors and the other Chapter 11 Debtors (the “**Brookfield Transaction**”), pursuant to which the Chapter 11 Debtors agreed to sell and Brookfield agreed to purchase substantially all of the property and assets of the Chapter 11 Debtors (the “**Brookfield Assets**”), other than, if the Cologix Transaction (as defined below) closed within a stipulated time period, the Cologix APA (as defined below) and Cologix Assets (as defined below); and
 - (b) a sale transaction pursuant to an asset purchase agreement dated as of October 30, 2023 (the “**Cologix APA**”) between Cologix Canada, Inc. (“Cologix”) and

Communications ULC, pursuant to which the Chapter 11 Debtors agreed to sell substantially all of the property and assets relating to the data centres located in Montreal, Québec and Vancouver, British Columbia (the “**Cologix Assets**”, and such transaction, the “**Cologix Transaction**”).

15. The Brookfield Transaction was implemented pursuant to the fourth amended joint plan of reorganization under the US Bankruptcy Code filed with the US Bankruptcy Court on November 13, 2023 (as amended, the “**Plan**”). On November 17, 2023, the US Bankruptcy Court granted an order authorizing and confirming the Plan, the Brookfield APA and Brookfield Transaction (the “**Confirmation Order**”) and an order approving the Cologix Transaction (the “**Canada Sale Order**”).
16. On November 21, 2023, this Honourable Court granted orders, *inter alia*, recognizing and giving full effect in Canada to the Confirmation Order (the “**Plan Recognition Order**”) and the Canada Sale Order (the “**Cologix Recognition Order**”).
17. On December 1, 2023, Communications ULC closed the Cologix Transaction. Thereafter, on December 7, 2023, Gowling delivered the Cologix Closing Certificates and Specified Assets Certificate (as such terms are defined in the Cologix APA and Brookfield APA respectively), whereupon the following became effective:
 - (a) the vesting of Communication ULC’s right, title and interest in and to the Cologix Assets vested in Cologix, free and clear of any Encumbrances (as defined in the Cologix Recognition Order); and
 - (b) the Cologix APA and Cologix Assets became Excluded Assets (as such term is defined in the Brookfield APA).

Gowling thereafter served the Cologix Certificates on the Service List maintained by it in these Recognition Proceedings and the noticing agent appointed by the US Bankruptcy Court served the Cologix Certificates on the counterparties to contracts included in the Cologix Assets.

18. On January 12, 2024, the Brookfield Transaction closed and on January 12, 2024, Gowling delivered the Closing Certificate (as defined in the Brookfield APA) to Brookfield, whereupon the vesting of, *inter alia*, the right, title and interest of the Chapter 11 Debtors in the Brookfield Assets vested in Brookfield free and clear of all Encumbrances (as defined in the Plan Recognition Order) became effective.
19. On January 12, 2024, the Chapter 11 Debtors emerged from the Chapter 11 Cases in accordance with the Plan and became “Post Effective Date Debtors” (“**Post Effective Date Debtors**”). Prior to emerging from Chapter 11, the Chapter 11 Debtors filed two

amendments to the plan supplement filed with the US Bankruptcy Court in connection with the Plan (the “**Plan Supplement Amendments**”). I understand from Kirkland & Ellis LLP (“**Kirkland**”), counsel for the Chapter 11 Debtors and Post Effective Date Debtors, that no corresponding Order has been granted by the US Bankruptcy Court with respect to the Plan Supplement Amendments as the Confirmation Order allows for revisions of the Plan Supplement without further order of the US Bankruptcy Court. Accordingly, the Canadian Debtors are not seeking recognition of an order of the US Bankruptcy Court approving the Plan Supplement Amendments.

20. Eugene Davis has been appointed as Plan Administrator (in such capacity, the “**Plan Administrator**”).
21. The powers of the Plan Administrator, as more fully stated in the Plan and the Plan Administrator Agreement (as defined in the Plan), include any and all powers and authority to implement the Plan and to administer and wind down the business and affairs of the Debtors and Post-Effective Date Debtors, including, but not limited to: (i) making distributions under the Plan; (ii) liquidating, receiving, holding, investing, supervising, and protecting the assets of the Post-Effective Date Debtors; (iii) paying all reasonable fees, expenses, debts, charges, and liabilities of the Post-Effective Date Debtors; (iv) administering and paying taxes of the Post-Effective Date Debtors; and (v) performing other duties and functions that are consistent with the implementation of the Plan. Upon a certification to be filed with the US Bankruptcy Court by the Plan Administrator that all distributions having been made, all of the Plan Administrator’s duties under the Plan and the Brookfield APA have been completed, and the entry of a final decree closing the last of the Chapter 11 Cases, the Post-Effective Date Debtors shall then be deemed to be dissolved without any further action by the Post-Effective Date Debtors, including the filing of any documents with the secretary of state for the states in which each Post-Effective Date Debtor is formed or any other jurisdiction.
22. On March 5, 2024, the Chapter 11 Debtors filed a Notice of The Post-Effective Date Debtors’ Motion for Entry of an Order (i) granting the Post-Effective Date Debtors’ motion for final decree closing certain of the Chapter 11 Cases; (ii) amending the caption of the remaining case; and (iii) granting related relief (the “**Final Decree Motion**”, and the order of the US Bankruptcy Court in the Final Decree Motion, the “**Final Order**”). The Final Decree Motion is scheduled to be heard on March 26, 2024 at 11:00 am prevailing Eastern time. A copy of the Final Decree Motion is attached to this Affidavit as **Exhibit “A”**. Attached hereto and marked as **Exhibit “B”** is the certificate of no objection with respect to the Final Decree Motion filed by the Chapter 11 Debtors.
23. I am informed by Kirkland that should the Final Order be granted by the US Bankruptcy Court, the Chapter 11 Cases shall be closed other than with respect to CTI Liquidation, as

the wind-up debtor, and pursuant to the Plan, the Post-Effective Date Debtors will be dissolved and the Plan Administrator will continue to administer any remaining claims through CTI Liquidation.

24. According to the terms of the Final Decree Motion any objections to the same are required to be received by no later than March 19, 2024. The objection deadline has passed, and the Post-Effective Date Debtors have resolved any formal and informal objections to the Final Decree Motion.
25. Given the proposed order pursuant to the Final Decree Motion, there will no longer be an active foreign proceeding for this Honourable Court to recognize and no further steps will be required of the Foreign Representative under the Plan. Accordingly, the Foreign Representative seeks the Termination Order terminating these Recognition Proceedings.
26. Under section 6.6(a) of the Brookfield APA, the Post-Effective Date Debtors are required to cause amendments to their respective certificates of incorporation or formation (or other constituent documents) to be filed with the appropriate Governmental Body (as defined in the Brookfield APA) and take all other action necessary to change their respective names to names not containing “Cyxtera”, “Cyxtera Technologies or any other trademark included in the Brookfield Assets. Further, under section 6.6(b) of the Brookfield APA, as soon as reasonably practicable but in any event no more than fifteen (15) days after the name change, the Post-Effective Date Debtors are required to file pleadings in the Chapter 11 Cases to reflect these name changes. Consistent with these steps, the Post-Effective Date Debtors are seeking in this Application to amend the style of cause in the Recognition Proceedings to reflect the changes to the corporate names of CTI Liquidation and the Canadian Debtors. Attached to this Affidavit as **Exhibit “C”** is a true copy of section 6.6(a) and 6.6(b) of the Brookfield APA.
27. The following changes have occurred or are in the process of being made to the corporate names of CTI Liquidation and the Canadian Debtors:
 - (a) CTI Liquidation has changed its corporate name from “*Cyxtera Technologies, Inc.*” to “*CTI Liquidation Co., Inc.*”;
 - (b) Cyborg LLC has changed its corporate name from “*Cyxtera Canada, LLC*” to “*Cyborg Oldco Canada, LLC*”;
 - (c) Communications ULC is in the process of changing its corporate name from “*Cyxtera Communications Canada, ULC*” to “*Cyborg Communications Canada (OldCo), ULC*”; and

- (d) TRS ULC is in the process of changing its corporate name from “*Cyxtera Canada TRS, ULC*” to “*Cyborg Canada TRS (OldCo), ULC*”.
28. Once the name changes described in paragraphs 27(c) and 27(d) above become effective, the Plan Administrator intends to file with this Honourable Court a certificate of Communications ULC and TRS ULC in the form attached to the order described in paragraph 5(c) of this Affidavit confirming such changes are effective.

APPROVAL OF FEES AND DISBURSEMENTS

29. I understand from Gowling that Gowling is required to obtain approval of its professional fees, costs, and disbursements in the Recognition Proceedings. Attached hereto and marked as **Exhibit “D”** is Gowling’s invoice to CTI Liquidation dated March 20, 2024 for its work performed up to and including, March 19, 2024. I have reviewed the invoice and it is accurate, fair, and reasonable, and based on the necessary work performed by Gowling.
30. I understand from Gowling that the Information Officer and its legal counsel McMillan LLP must also obtain approval of their respective professional fees, costs, and disbursements in the Recognition Proceedings. I am advised by Gowling that information pertaining to those professionals’ respective invoices will be made available to the CCAA Court and any interested party requesting copies of the same prior to the March 26, 2024 hearing date. I have reviewed the invoices for the Information Officer and McMillan. Their invoices appear to be fair and reasonable, and based on their actual work performed. I am also advised by Gowling that the Information Officer will place a forecast for its future fees to the close of the Recognition Proceedings in its Seventh Report.

CONCLUSION

31. Based on the foregoing, CTI Liquidation and the Canadian Debtors seek approval of the Termination Order, the Fee Approval Order and the other relief set out in their Application from this Honourable Court.

SWORN BEFORE ME at the City of New York, in the State of New York, United States, this 21st day of March, 2024.

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



RAYMOND LI

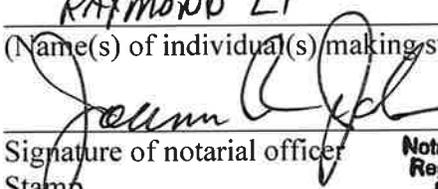
For a verification on oath or affirmation:

State of NEW YORK

County of BRONX

Signed and sworn to (or affirmed) before me on MAR 21, 2024 (date) by

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



Signature of notarial officer
Stamp

JOANN R. JOHNSON
Notary Public, State of New York
Registration No. 01JO006325
Qualified in Bronx County
Commission Expires April 26, 2027

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

THIS IS EXHIBIT "A" TO THE AFFIDAVIT
OF RAYMOND LI SWORN ON THE
21TH DAY OF MARCH, 2024

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

*Sworn to before me
this 21st day of March 2024.
Joann R. Johnson*

JOANN R. JOHNSON
Notary Public, State of New York
Registration No. 01JO006326
Qualified in Bronx County
Commission Expires April 26, 2027

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP

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

COLE SCHOTZ P.C.

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

Co-Counsel for Post-Effective Date Debtors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

CYXTERA TECHNOLOGIES, INC., *et al.*,
Post-Effective Date Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Post-Effective Date Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Post-Effective Date Debtor Cyxtera Technologies, Inc.'s principal place of business and the Post-Effective Date Debtors' service address in these chapter 11 cases is: c/o Halperin Battaglia Benzija, LLP, 40 Wall Street, 37th Floor, New York, NY 10005.



**NOTICE OF
THE POST-EFFECTIVE DATE
DEBTORS' MOTION FOR ENTRY
OF AN ORDER (I) GRANTING THE POST-EFFECTIVE
DATE DEBTORS' MOTION FOR FINAL DECREE CLOSING
CERTAIN OF THE CHAPTER 11 CASES, (II) AMENDING THE
CAPTION OF THE REMAINING CASE, AND (III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on March 26, 2024, at 11:00 a.m., prevailing Eastern Time, or as soon thereafter as counsel may be heard, the above-captioned post-effective date debtors (the "Post-Effective Date Debtors"), by and through their undersigned counsel, shall move the *Post-Effective Date Debtors' Motion for (I) Entry of a Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending the Caption of the Remaining Case, and (III) Granting Related Relief* (the "Motion") before the Honorable John K. Sherwood, United States Bankruptcy Judge, in Courtroom 3D of the United States Bankruptcy Court for the District of New Jersey (the "Bankruptcy Court"), 50 Walnut Street, Newark, NJ 07102, for entry of an order (the "Order"), substantially in the form submitted herewith, authorizing the Post-Effective Date Debtors to close certain of the Chapter 11 Cases and to amend the caption of the Remaining Case.²

PLEASE TAKE FURTHER NOTICE that in support of the Motion, the Post-Effective Date Debtors shall rely on the accompanying Motion, which sets forth the relevant legal and factual bases upon which the relief requested should be granted. A proposed Order granting the relief requested in the Motion is also submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall: (i) be in writing, (ii) state with particularity the basis of the objection; and (iii) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

before the Bankruptcy Court in accordance with the *General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002* (the “General Order”) and the *Commentary Supplementing Administrative Procedures* dated as of March 2004 (the “Supplemental Commentary”) (the General Order, the Supplemental Commentary, and the User’s Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties-in-interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary, so as to be received no later than seven (7) days before the hearing date set forth above.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC at <https://www.kccllc.net/cyxtera>. You may also obtain copies of any pleadings by visiting the Court’s website at <https://www.njb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that, unless responses are timely and properly filed and served, the Motion shall be decided on the papers in accordance with D.N.J. LBR 9013-3(d), and the relief requested may be granted without further notice or hearing.

Dated: March 5, 2024

/s/ Michael D. Sirota

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

Email: msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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

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

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

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: edward.sassower@kirkland.com

christopher.marcus@kirkland.com

derek.hunter@kirkland.com

Co-Counsel for Post-Effective Date Debtors

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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

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

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

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

edward.sassower@kirkland.com

christopher.marcus@kirkland.com

derek.hunter@kirkland.com

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

Co-Counsel for Post-Effective Date Debtors

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

In re:

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

Post-Effective Date Debtors.³

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

³ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Post-Effective Date Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Post-Effective Date Debtor Cyxtera Technologies, Inc.'s principal place of business and the Post-Effective Date Debtors' service address in these chapter 11 cases is: c/o Halperin Battaglia Benzija, LLP, 40 Wall Street, 37th Floor, New York, NY 10005.

**POST-EFFECTIVE DATE
DEBTORS' MOTION FOR (I) ENTRY OF
A FINAL DECREE CLOSING CERTAIN OF THE
CHAPTER 11 CASES, (II) AMENDING THE CAPTION OF
THE REMAINING CASE, AND (III) GRANTING RELATED RELIEF**

TO THE HONORABLE JOHN K. SHERWOOD
UNITED STATES BANKRUPTCY JUDGE:

The above-captioned post-effective date debtors (collectively, the “Post-Effective Date Debtors,” and before the Effective Date⁴ of the Plan, collectively, the “Debtors”) respectfully state as follows in support of this motion (the “Motion”):

Relief Requested

1. The Post-Effective Date Debtors seek entry of a final decree, substantially in the form attached hereto as **Exhibit A** (the “Final Decree”): (a) closing each of the Post-Effective Date Debtors’ Chapter 11 Cases other than the case of Cyxtera Technologies, Inc., Case No. 23-14853 (the “Remaining Case”), (b) amending the caption of the Remaining Case to the caption as provided in Exhibit 1 of the Final Decree, and (c) granting related relief.

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 Post-Effective Date Debtors confirm their consent to the Court entering a final order in connection with this Motion to the extent that it is later

⁴ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the *Fourth Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 694] (as amended, supplemented, or otherwise modified from time to time, the “Plan”).

determined that the Court, 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(a) and 350(a) of Title 11 of the United States Code (the “Bankruptcy Code”), rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 3022-1 of the Local Bankruptcy Rules for the Court (the “Local Rules”).

Background

5. On June 4, 2023, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.⁵ On June 6, 2023, the Court entered an order [Docket No. 71] authorizing the joint administration and procedural consolidation of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b) under the case of Cyxtera Technologies, Inc., Case No. 23-14853. The Chapter 11 Cases other than the Lead Case are as follows:

Affiliate Debtor	Case No.
Cyxtera Canada TRS, ULC	23-14854
Cyxtera Canada, LLC	23-14855
Cyxtera Communications Canada, ULC	23-14856
Cyxtera Communications, LLC	23-14852
Cyxtera Data Centers, Inc.	23-14857
Cyxtera DC Holdings, Inc.	23-14858
Cyxtera DC Parent Holdings, Inc.	23-14859
Cyxtera Digital Services, LLC	23-14860
Cyxtera Employer Services, LLC	23-14861
Cyxtera Federal Group, Inc.	23-14862
Cyxtera Holdings, LLC	23-14863
Cyxtera Management, Inc.	23-14864

⁵ A detailed description of the facts and circumstances of these Chapter 11 Cases is set forth in the *Declaration of Eric Koza, Chief Restructuring Officer of Cyxtera Technologies, Inc., in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 20].

Cyxtera Netherlands B.V.	23-14865
Cyxtera Technologies, LLC	23-14867
Cyxtera Technologies Maryland, Inc.	23-14866

6. On October 31, 2023, the Debtors and Phoenix Data Center Holdings LLC (the “Purchaser”), an affiliate of Brookfield Infrastructure Partners L.P., entered into an asset purchase agreement (the “Purchase Agreement”) memorializing the terms of an Asset Sale whereby the Purchaser agreed to, among other things, purchase substantially all of the Debtors’ assets in exchange for \$775 million in cash, subject to certain adjustments (the “Sale Transaction”).

7. On November 17, 2023, the Court confirmed the Plan and entered the *Revised Findings of Fact, Conclusions of Law, and Order Confirming the Fourth Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 718] (the “Confirmation Order”), which, among other things, approved the Sale Transaction. The Confirmation Order is final, non-appealable, and not subject to any pending appeal.

8. On January 12, 2024, the Debtors substantially consummated the transactions contemplated under the Plan, including closing the Sale Transaction, and the Effective Date occurred.⁶

9. On February 26, 2024, pursuant to section 6.6 of the Purchase Agreement, the Post-Effective Date Debtors caused an amendment to the certificate of incorporation for Cyxtera Technologies, Inc. (“Cyxtera”) to occur, changing Cyxtera’s corporate name to CTI Liquidation Co., Inc.

⁶ See Notice of (A) Entry of Order Confirming the Fourth Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code and (B) Occurrence of Effective Date [Docket No. 855].

10. Although the Post-Effective Date Debtors do not currently anticipate any significant contested matters related to these Chapter 11 Cases, miscellaneous motions, applications, pleadings, or other matters or proceedings are likely to arise from time to time (collectively, the “Remaining Matters”). Any Remaining Matters related to any of the Post-Effective Date Debtors can be filed, administered, and adjudicated in the Remaining Case without any substantive or negative impact on any party in interest.⁷

11. The Post-Effective Date Debtors believe that closing these Chapter 11 Cases other than the Remaining Case is in the best interest of the Post-Effective Date Debtors as it will greatly reduce the fees attributable to remaining in chapter 11.

Basis for Relief

A. Section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022 Authorize the Closure of the Affiliate Cases.

12. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022.

13. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Bankruptcy Local Rules. The Advisory Committee Note to

⁷ The Post-Effective Date Debtors, or the GUC Trust (acting through the GUC Trustee), as applicable, reserve all rights to dispute any outstanding claims, and the failure of the Post-Effective Date Debtors or the GUC Trust (acting through the GUC Trustee), as applicable, to object to any claim filed in these Chapter 11 Cases prior to entry of the Final Decree shall not cause such claim to be deemed allowed. The Post-Effective Date Debtors request that the Court permit any objections to claims against or interests in any of the Chapter 11 Cases to be filed, administered, and adjudicated in the Remaining Case.

Bankruptcy Rule 3022 (the “Advisory Committee Note”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- i. whether the order confirming the plan has become final;
- ii. whether deposits required by the plan have been distributed;
- iii. whether the property proposed by the plan to be transferred has been transferred;
- iv. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- v. whether payments under the plan have commenced; and
- vi. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022, Advisory Comm. Note (1991). Courts look to the advisory committee’s notes on Bankruptcy Rule 3022 in seeking guidance as to the meaning of fully administered. *In re SLL, Inc.*, No. 02-12608 (WS), 2005 WL 1668396, at *1 (Bankr. D. Del. June 24, 2005).

14. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan of reorganization has been substantially consummated. *See, In re Broadway 401 LLC.*, No. 10-10070 (KJC), 2011 WL 6008362 at *1 (Bankr. D. Del. Dec. 8, 2011) (approving the debtor’s case closing motion pursuant to Bankruptcy Rule 3022 because the court was “satisfied that the [d]ebtors ha[d] achieved substantial consummation of their Plan”). Section 1101(2) of the Bankruptcy Code defines substantial consummation as the: “(A) transfer of all or substantially all of the property proposed by the plan to be transferred; (B) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (C) commencement of distribution under the plan.”

15. Bankruptcy courts have adopted the view that “[the Advisory Committee Note] factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, 2005 WL 1668396, at *2.

16. Courts have also noted that entry of a final decree is appropriate to stop the accrual of fees paid to the United States Trustee pursuant to section 1930 of the United States Code (the “Section 1930 Fees”). *See In re Jay Bee Enters., Inc.*, 207 B.R. 536, 539 (Bankr. E.D. Ky. 1997) (concluding that “it seems appropriate to close this case to stop the financial drain on the debtor” due to accrual of Section 1930 Fees).

17. Here, the foregoing factors weigh overwhelmingly in favor of closing all of the Chapter 11 Cases other than the Remaining Case (collectively, the “Affiliate Cases”). The Confirmation Order is a final order, the Effective Date of the Plan has occurred, and the Plan was substantially consummated. The Debtors’ estate property has transferred to the Purchaser or the Post-Effective Date Debtors, as applicable, in accordance with the Plan and the Purchase Agreement, the Purchaser has assumed the management and control over the Debtors’ businesses, the Plan Administrator has been appointed in accordance with the Plan, initial distributions have occurred in accordance with the Plan, the GUC Trust has been funded, and all motions, contested matters, and adversary proceedings have been resolved. Therefore, the Affiliate Cases have been “fully administered.” Closing the Affiliate Cases is consistent with the confirmed Plan, which provides that the Post-Effective Date Debtors “shall, promptly after the full administration of the Chapter 11 Cases, File with the Bankruptcy Court all documents required by Bankruptcy Rule 3022 and any applicable order of the Bankruptcy Court to close the Chapter 11 Cases.” Plan, Art. XII.N.

18. While the Post-Effective Date Debtors acknowledge that the payment of certain claims may be pending, such claims will be paid pursuant to the Plan in the Remaining Case, by the Post-Effective Date Debtors, by the GUC Trustee on behalf of the GUC Trust, or outside the Chapter 11 Cases in accordance with the Bankruptcy Code and the Plan. The fact that certain distributions to be made pursuant to a plan remain to be distributed should not be an impediment to the issuance of a final decree. *See, e.g., In re Jay Bee Enterprises, Inc.*, 207 B.R. 536 at 538 (Bankr. E.D. Ky. 1997) (finding that Bankruptcy Rule 3022 “does not require that a chapter 11 case be kept open until all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the statutory fees... have been paid”); *In re JMP Newcor Int’l, Inc.*, 255 B.R. 462 (Bankr. N.D. Ill. 1998) (entering a final decree although the debtors still need to make certain distributions). “The court should not keep [a] case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” Fed. R. Bankr. P. 3022, Advisory Comm. Note (1991). Moreover, the entry of the Final Decree closing the Affiliate Cases would be without prejudice to creditors’ rights to petition the Court to reopen any of such cases pursuant to section 350(b) of the Bankruptcy Code.

19. The Post-Effective Date Debtors will work to resolve any Remaining Matters. To the extent issues arise relating to the Post-Effective Date Debtors, such matters can be resolved under the Remaining Case without keeping the dockets of the Affiliate Cases open. Closing the dockets of the Affiliate Cases will have no impact on the resolution of any remaining claims or distributions, other legal entitlements under the Plan, or the substantive rights of any party in interest, and would stop the accrual of Section 1930 Fees associated with the Affiliate Cases. Accordingly, entry of the Final Decree closing the Affiliate Cases is in the best interests of the

Post-Effective Date Debtors and an appropriate use of the Court's equitable powers pursuant to section 105(a) of the Bankruptcy Code.

B. The Case Caption of the Remaining Case Should be Amended.

20. On November 17, 2023, the Court entered the Confirmation Order, which, among other things, approved the Sale Transaction in accordance with the terms of the Purchase Agreement. *See* Confirmation Order ¶ 8. Pursuant to the Purchase Agreement, the Post-Effective Date Debtors are required to take all necessary actions to change their names to names not containing "Cyxtera" or "Cyxtera Technologies" within thirty (30) days after the closing of the Sale Transaction. *See* Purchase Agreement at § 6.6(a).⁸ Thereafter, the Purchase Agreement requires the Post-Effective Date Debtors to file such pleadings and obtain such orders as are necessary to change the caption of the Remaining Case to a name not containing "Cyxtera" or "Cyxtera Technologies" within fifteen (15) days. *See* Purchase Agreement at § 6.6(b).⁹

21. On February 26, 2024, the Post-Effective Date Debtors took all necessary steps to change Cyxtera's corporate name to CTI Liquidation Co., Inc. Accordingly, the Post-Effective

⁸ 6.6(a) Use of Name. As soon as reasonably practicable, but in no event more than thirty (30) days after the Closing, the Sellers shall cause an amendment to the certificate of incorporation or formation (or other constituent documents) of each Seller and each Subsidiary that is not an Acquired Entity to be filed with the appropriate Governmental Body and shall take all other action necessary to change each Seller's and such Subsidiary's name, as applicable, to a name or names not containing "Cyxtera," "Cyxtera Technologies" or any other trademark included in the Owned Intellectual Property or any name confusingly similar to the foregoing ("Transferred Marks") and will cause to be filed as soon as reasonably practicable after the Closing, in the jurisdiction in which such Seller or such Subsidiary is organized, any documents necessary to reflect such change in its name.

⁹ 6.6(b) Corporate Name. As soon as reasonably practicable, but in no event more than fifteen (15) days after the name change contemplated by Section 6.6(a), the Sellers shall file such pleadings and move to obtain such orders as are necessary to change the caption of each Seller petition that is a Debtor in the Bankruptcy Cases to change each Seller's and such Subsidiary's legal name on such petitions, as applicable, to a name or names not containing "Cyxtera," "Cyxtera Technologies" or any other trademark included in the Acquired Intellectual Property or any name confusingly similar to the foregoing.

Date Debtors now seek to amend the caption of the Remaining Case, as required under the Purchase Agreement.

22. The Post-Effective Date Debtors submit that the relief similar to that requested herein is routinely approved by courts in the Third Circuit. *See, e.g., In re Carestream Health, Inc.*, Case No. 22-10778 (JKS) (Bankr. D. Del. Nov. 11, 2022) (entering an order amending the case caption in connection with the effective date and the closure of certain of the reorganized debtors' chapter 11 proceedings); *PES Holdings, LLC*, Case No. 19-11626 (LSS) (Bankr. D. Del. Mar. 28, 2022) (same); *In re Extraction Oil and Gas, Inc.*, Case No. 20-11548 (CSS) (Bankr. D. Del. Oct. 25, 2021) (same); *Bluestem Brands, Inc.*, Case No. 20-10566 (MFW) (Bankr. D. Del. Aug. 31, 2020) (same); *Questex Media Group, Inc.*, Case No. 09-13423 (MFW) (Bankr. D. Del. Jan. 25, 2010) (entering an order amending a case caption in connection with a sale transaction, as required by an asset purchase agreement).¹⁰ Accordingly, entry of the Final Decree amending the caption of the Remaining Case in accordance with the Confirmation Order and as required by the Purchase Agreement is an appropriate use of the Court's equitable powers pursuant to section 105(a) of the Bankruptcy Code.

No Prior Request

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

Notice

24. The Post-Effective Date Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the United States Trustee for the District of New Jersey

¹⁰ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request of the Post-Effective Date Debtors' counsel.

(the “U.S. Trustee”); (b) Gibson, Dunn & Crutcher LLP, as counsel to the Ad Hoc First Lien Group of the Post-Effective Date Debtors’ prepetition term loan facilities; (c) the Committee; (d) the agents under each of the Post-Effective Date Debtors’ prepetition secured credit facilities and counsel thereto; (e) the office of the attorney general for each of the states in which the Post-Effective Date Debtors operate; (f) the United States Attorney’s Office for the District of New Jersey; (g) the Securities and Exchange Commission; (h) the Internal Revenue Service; (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the Purchaser, and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Post-Effective Date Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Post-Effective Date Debtors request that the Court enter the Final Decree granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: March 5, 2024

/s/ Michael D. Sirota

COLE SCHOTZ P.C.

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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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

Co-Counsel for Post-Effective Date Debtors

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

¹¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Post-Effective Date Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Post-Effective Date Debtor Cyxtera Technologies, Inc.'s principal place of business and the Post-Effective Date Debtors' service address in these chapter 11 cases is: c/o Halperin Battaglia Benzija, LLP, 40 Wall Street, 37th Floor, New York, NY 10005.

**ORDER (I) GRANTING
POST-EFFECTIVE DATE DEBTORS'
MOTION FOR FINAL DECREE CLOSING
CERTAIN OF THE CHAPTER 11 CASES, (II) AMENDING THE
CAPTION OF REMAINING CASE, AND (III) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through seven (7), is

ORDERED.

(Page | 3)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases

Upon the *Post-Effective Date Debtors' Motion for (I) Entry of a Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending Caption of Remaining Case, and (III) Granting Related Relief* (the "Motion")² of the above-captioned Post-Effective Date Debtors (collectively, the "Post-Effective Date Debtors," and before the Effective Date of the Plan, collectively, the "Debtors") for entry of a final decree (this "Final Decree") pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, closing the Affiliate Cases, all as more fully set forth in the Motion; 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 sufficient cause exists for the relief set forth herein; and this Court having found that the Post-Effective Date Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

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 Decree Closing Certain of the Chapter 11 Cases

1. The following Affiliate Cases are hereby closed and a final decree is granted effective as of the date of entry of this Final Decree; *provided* that this Court shall retain jurisdiction as provided in the Plan, the Confirmation Order, and this Final Decree:

Affiliate Debtor	Case No.
Cyxtera Canada TRS, ULC	23-14854
Cyxtera Canada, LLC	23-14855
Cyxtera Communications Canada, ULC	23-14856
Cyxtera Communications, LLC	23-14852
Cyxtera Data Centers, Inc.	23-14857
Cyxtera DC Holdings, Inc.	23-14858
Cyxtera DC Parent Holdings, Inc.	23-14859
Cyxtera Digital Services, LLC	23-14860
Cyxtera Employer Services, LLC	23-14861
Cyxtera Federal Group, Inc.	23-14862
Cyxtera Holdings, LLC	23-14863
Cyxtera Management, Inc.	23-14864
Cyxtera Netherlands B.V.	23-14865
Cyxtera Technologies, LLC	23-14867
Cyxtera Technologies Maryland, Inc.	23-14866

2. The Remaining Case of Cyxtera Technologies Inc. Case No. 23-14853 shall remain open pending the entry of a final decree by this Court closing the Remaining Case.

3. All Remaining Matters, including claims reconciliation with respect to claims against any Post-Effective Date Debtor, shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen any Affiliate Case, and the Court retains jurisdiction

(Page | 5)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*
Case No. 23-14853 (JKS)
Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases

and authority with regard to the Remaining Matters, whether or not they pertain to the Remaining Case or the Affiliate Cases.

4. The clerk shall designate on the dockets of the Affiliate Cases that the cases are now being administered under the Remaining Case. The Post-Effective Date Debtors shall make a docket entry in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of CTI Liquidation Co., Inc. Case No. 23-14853. The docket in Case No. 23-14853 should be consulted for all matters affecting this case.

5. All pleadings, papers, and documents filed in the Remaining Case shall bear the caption as shown in **Exhibit 1** attached hereto.

6. The Post-Effective Date Debtors shall pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) for the Affiliate Cases within twenty-one (21) days after the date of entry of the Final Decree; *provided* that, for the avoidance of doubt, effective as of the date of entry of this Final Decree, no further quarterly U.S. Trustee fees shall be due and payable by the Post-Effective Date Debtors of the Affiliate Cases. This Court shall retain jurisdiction to enforce fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

7. Quarterly disbursements for the Remaining Case will be reported in post-confirmation reports, and quarterly fees will be paid when due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) pending the entry of a final decree by this Court closing the Remaining Case.

8. Entry of this Final Decree is without prejudice to (a) the rights of the Debtors, the Post-Effective Date Debtors, or any party in interest to seek to reopen any of the Affiliate Cases

(Page | 6)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases

for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), the Plan Administrator, or any entity authorized pursuant to the Plan, as applicable, to (i) commence, prosecute, and/or resolve any claims filed against any Debtor, any Post-Effective Date Debtor, or any other person in these Chapter 11 Cases, or (ii) object to claims filed against any Debtor or Post-Effective Date Debtor, and (c) shall have no effect whatsoever on any contested matter, adversary proceeding, or other matters pending before this Court, as provided in the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of any Post-Effective Date Debtor, or any entity authorized pursuant to the Plan, as applicable, to file an objection to a claim against or interest in any Post-Effective Date Debtors' chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed allowed against any Post-Effective Date Debtor. Any objections to claims against or interests in the Post-Effective Date Debtors may be filed, administered, and adjudicated in the Remaining Case.

9. Notwithstanding entry of this Final Decree, in accordance with Articles IV and VII of the Plan, which was incorporated into and made part of the Confirmation Order, the Debtors, the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), and the Plan Administrator, as applicable, shall be entitled to prosecute claims and defenses, make distributions, and attend to other wind-down affairs on behalf of each of the other former Debtors as if such Debtors' estates continued to exist.

10. Notwithstanding the entry of this Final Decree or 11 U.S.C. § 550(f), the closing of the Affiliate Cases shall not affect the rights of the Debtors, the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), or the Plan Administrator, as applicable, to

(Page | 7)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases

commence or maintain any action or proceeding, including without limitation, actions to recover from any transferee or any subsequent transferee.

11. This Final Decree shall be immediately effective and enforceable upon its entry.

12. The Post-Effective Date Debtors and any entity authorized pursuant to the Plan and/or the Confirmation Order, and their respective agents, are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

13. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise, had this Final Decree not been entered.

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

Exhibit 1

Amended Case Caption

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

In re:

CTI Liquidation Co., Inc.

Post-Effective Date Debtor.

Chapter 11

Case No. 23-14853 (JKS)

THIS IS EXHIBIT "B" TO THE AFFIDAVIT
OF RAYMOND LI SWORN ON THE
21TH DAY OF MARCH, 2024

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

*Sworn to before me
This 21st day of March 2024.
Joann R. Johnson*

JOANN R. JOHNSON
Notary Public, State of New York
Registration No. 01JO0006325
Qualified in Bronx County
Commission Expires April 26, 2027

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

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

Co-Counsel for Post-Effective Date Debtors

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

<p>In re:</p> <p>CYXTERA TECHNOLOGIES, INC., <i>et al.</i>,</p> <p>Post-Effective Date Debtors.¹</p>	<p>Chapter 11</p> <p>Case No. 23-14853 (JKS)</p> <p>(Jointly Administered)</p>
---	--

**CERTIFICATE
OF NO OBJECTION
WITH RESPECT TO THE
POST-EFFECTIVE DATE DEBTORS'
MOTION FOR ENTRY OF AN ORDER
(I) GRANTING POST-EFFECTIVE DATE DEBTORS'**

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Post-Effective Date Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Post-Effective Date Debtor Cyxtera Technologies, Inc.'s principal place of business and the Post-Effective Date Debtors' service address in these chapter 11 cases is: c/o Halperin Battaglia Benzija, LLP, 40 Wall Street, 37th Floor, New York, NY 10005.



**MOTION FOR FINAL DECREE CLOSING CERTAIN
OF THE CHAPTER 11 CASES, (II) AMENDING THE CAPTION
OF THE REMAINING CASE, AND (III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that in connection with the *Post-Effective Date Debtors’ Motion for Entry of an Order (I) Granting the Post-Effective Date Debtors’ Motion for Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending the Caption of the Remaining Case, and (III) Granting Related Relief* [Docket No. 947] (the “Motion”), the above-captioned post-effective date debtors (collectively, the “Post-Effective Date Debtors”) hereby file this certificate of no objection (the “Certificate of No Objection”) with a revised proposed form of *Order (I) Granting Post-Effective Date Debtors’ Motion for Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending the Caption of the Remaining Case, and (III) Granting Related Relief* (the “Revised Proposed Order”).

PLEASE TAKE FURTHER NOTICE that a clean version of the Revised Proposed Order is attached hereto as **Exhibit A** and a blackline against the previous filed version is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that the objection deadline has passed, and the Debtors have resolved all formal and informal objections in connection with the relief requested in the Revised Proposed Order and respectfully request that the Court enter the Revised Proposed Order without a hearing.

[Remainder of Page Intentionally Left Blank]

Dated: March 20, 2024

/s/ Michael D. Sirota

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

Email: msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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

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

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

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

edward.sassower@kirkland.com

christopher.marcus@kirkland.com

derek.hunter@kirkland.com

Co-Counsel for Post-Effective Date Debtors

Exhibit A

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

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Post-Effective Date Debtors' claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Post-Effective Date Debtor Cyxtera Technologies, Inc.'s principal place of business and the Post-Effective Date Debtors' service address in these chapter 11 cases is: c/o Halperin Battaglia Benzija, LLP, 40 Wall Street, 37th Floor, New York, NY 10005.

**ORDER (I) GRANTING
POST-EFFECTIVE DATE DEBTORS'
MOTION FOR FINAL DECREE CLOSING
CERTAIN OF THE CHAPTER 11 CASES, (II) AMENDING THE
CAPTION OF THE REMAINING CASE, AND (III) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through seven (7), is

ORDERED.

(Page | 3)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*
Case No. 23-14853 (JKS)
Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending the Caption of the Remaining Case, and (III) Granting Related Relief

Upon the *Post-Effective Date Debtors' Motion for (I) Entry of a Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending Caption of Remaining Case, and (III) Granting Related Relief* (the "Motion")² of the above-captioned Post-Effective Date Debtors (collectively, the "Post-Effective Date Debtors," and before the Effective Date of the Plan, collectively, the "Debtors") for entry of a final decree (this "Final Decree") pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, closing the Affiliate Cases, all as more fully set forth in the Motion; 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 sufficient cause exists for the relief set forth herein; and this Court having found that the Post-Effective Date Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

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 Decree Closing Certain of the Chapter 11 Cases, (II) Amending the Caption of the Remaining Case, and (III) Granting Related Relief

1. The following Affiliate Cases are hereby closed and a final decree is granted effective as of the date of entry of this Final Decree; *provided* that this Court shall retain jurisdiction as provided in the Plan, the Confirmation Order, and this Final Decree:

Affiliate Debtor	Case No.
Cyxtera Canada TRS, ULC	23-14854
Cyxtera Canada, LLC	23-14855
Cyxtera Communications Canada, ULC	23-14856
Cyxtera Communications, LLC	23-14852
Cyxtera Data Centers, Inc.	23-14857
Cyxtera DC Holdings, Inc.	23-14858
Cyxtera DC Parent Holdings, Inc.	23-14859
Cyxtera Digital Services, LLC	23-14860
Cyxtera Employer Services, LLC	23-14861
Cyxtera Federal Group, Inc.	23-14862
Cyxtera Holdings, LLC	23-14863
Cyxtera Management, Inc.	23-14864
Cyxtera Netherlands B.V.	23-14865
Cyxtera Technologies, LLC	23-14867
Cyxtera Technologies Maryland, Inc.	23-14866

2. The Remaining Case of Cyxtera Technologies Inc. Case No. 23-14853 shall remain open pending the entry of a final decree by this Court closing the Remaining Case.

3. All Remaining Matters, including claims reconciliation with respect to claims against any Post-Effective Date Debtor, shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen any Affiliate Case, and the Court retains jurisdiction

(Page | 5)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*
Case No. 23-14853 (JKS)
Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending the Caption of the Remaining Case, and (III) Granting Related Relief

and authority with regard to the Remaining Matters, whether or not they pertain to the Remaining Case or the Affiliate Cases.

4. The clerk shall designate on the dockets of the Affiliate Cases that the cases are now being administered under the Remaining Case. The Post-Effective Date Debtors shall make a docket entry in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of CTI Liquidation Co., Inc. Case No. 23-14853. The docket in Case No. 23-14853 should be consulted for all matters affecting this case.

5. All pleadings, papers, and documents filed in the Remaining Case shall bear the caption as shown in **Exhibit 1** attached hereto.

6. The Post-Effective Date Debtors shall (i) file all post-confirmation quarterly reports and (ii) pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) for the Affiliate Cases, through the date of this Final Decree, within twenty-one (21) days after the date of entry of the Final Decree; *provided* that, for the avoidance of doubt, effective as of the date of entry of this Final Decree, no further quarterly U.S. Trustee fees shall be due and payable by the Post-Effective Date Debtors of the Affiliate Cases. This Court shall retain jurisdiction to enforce fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

7. Quarterly disbursements for the Remaining Case will be reported in post-confirmation reports, and quarterly fees will be paid when due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) pending the entry of a final decree by this Court closing the Remaining Case, or the dismissal or conversion to chapter 7 of the Remaining Case.

(Page | 6)

Debtors: CYXTERA TECHNOLOGIES, INC., *et al.*
Case No. 23-14853 (JKS)
Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending the Caption of the Remaining Case, and (III) Granting Related Relief

8. Entry of this Final Decree is without prejudice to (a) the rights of the Debtors, the Post-Effective Date Debtors, or any party in interest to seek to reopen any of the Affiliate Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), the Plan Administrator, or any entity authorized pursuant to the Plan, as applicable, to (i) commence, prosecute, and/or resolve any claims filed against any Debtor, any Post-Effective Date Debtor, or any other person in these Chapter 11 Cases, or (ii) object to claims filed against any Debtor or Post-Effective Date Debtor, and (c) shall have no effect whatsoever on any contested matter, adversary proceeding, or other matters pending before this Court, as provided in the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of any Post-Effective Date Debtor, or any entity authorized pursuant to the Plan, as applicable, to file an objection to a claim against or interest in any Post-Effective Date Debtors' chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed allowed against any Post-Effective Date Debtor. Any objections to claims against or interests in the Post-Effective Date Debtors may be filed, administered, and adjudicated in the Remaining Case.

9. Notwithstanding entry of this Final Decree, in accordance with Articles IV and VII of the Plan, which was incorporated into and made part of the Confirmation Order, the Debtors, the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), and the Plan Administrator, as applicable, shall be entitled to prosecute claims and defenses, make distributions, and attend to other wind-down affairs on behalf of each of the other former Debtors as if such Debtors' estates continued to exist.

(Page | 7)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending the Caption of the Remaining Case, and (III) Granting Related Relief

10. Notwithstanding the entry of this Final Decree or 11 U.S.C. § 550(f) or § 546(a)(2), the closing of the Affiliate Cases shall not affect the rights of the Debtors, the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), or the Plan Administrator, as applicable, to commence or maintain any action or proceeding, including without limitation, actions to recover from any transferee or any subsequent transferee.

11. This Final Decree shall be immediately effective and enforceable upon its entry.

12. The Post-Effective Date Debtors and any entity authorized pursuant to the Plan and/or the Confirmation Order, and their respective agents, are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

13. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise, had this Final Decree not been entered.

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

Exhibit 1

Amended Case Caption

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

In re:

CTI Liquidation Co., Inc.

Post-Effective Date Debtor.

Chapter 11

Case No. 23-14853 (JKS)

Exhibit B

Blackline

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

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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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

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

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

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

edward.sassower@kirkland.com

christopher.marcus@kirkland.com

derek.hunter@kirkland.com

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

Co-Counsel for Post-Effective Date Debtors

In re:

CYXTERA TECHNOLOGIES, INC., *et al*

Post-Effective Date Debtors.¹

Chapter 11

Case No. 23-14853 (JKS)

(Jointly Administered)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Post-Effective Date Debtors' claims and noticing agent at <https://www.kcellc.net/cyxtera>. The location of Post-Effective Date Debtor Cyxtera Technologies, Inc.'s principal place of business and the Post-Effective Date Debtors' service address in these chapter 11 cases is: c/o Halperin Battaglia Benzija, LLP, 40 Wall Street, 37th Floor, New York, NY 10005.

**ORDER (I) GRANTING
POST-EFFECTIVE DATE DEBTORS'
MOTION FOR FINAL DECREE CLOSING
CERTAIN OF THE CHAPTER 11 CASES, (II) AMENDING THE
CAPTION OF [THE](#) REMAINING CASE, AND (III) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through seven (7), is

ORDERED.

(Page | 3)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, [\(II\) Amending the Caption of the Remaining Case, and \(III\) Granting Related Relief](#)

Upon the *Post-Effective Date Debtors' Motion for (I) Entry of a Final Decree Closing Certain of the Chapter 11 Cases, (II) Amending Caption of Remaining Case, and (III) Granting Related Relief* (the "Motion")² of the above-captioned Post-Effective Date Debtors (collectively, the "Post-Effective Date Debtors," and before the Effective Date of the Plan, collectively, the "Debtors") for entry of a final decree (this "Final Decree") pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, closing the Affiliate Cases, all as more fully set forth in the Motion; 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 sufficient cause exists for the relief set forth herein; and this Court having found that the Post-Effective Date Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

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 Decree Closing Certain of the Chapter 11 Cases, [\(II\) Amending the Caption of the Remaining Case, and \(III\) Granting Related Relief](#)

1. The following Affiliate Cases are hereby closed and a final decree is granted effective as of the date of entry of this Final Decree; *provided* that this Court shall retain jurisdiction as provided in the Plan, the Confirmation Order, and this Final Decree:

Affiliate Debtor	Case No.
Cyxtera Canada TRS, ULC	23-14854
Cyxtera Canada, LLC	23-14855
Cyxtera Communications Canada, ULC	23-14856
Cyxtera Communications, LLC	23-14852
Cyxtera Data Centers, Inc.	23-14857
Cyxtera DC Holdings, Inc.	23-14858
Cyxtera DC Parent Holdings, Inc.	23-14859
Cyxtera Digital Services, LLC	23-14860
Cyxtera Employer Services, LLC	23-14861
Cyxtera Federal Group, Inc.	23-14862
Cyxtera Holdings, LLC	23-14863
Cyxtera Management, Inc.	23-14864
Cyxtera Netherlands B.V.	23-14865
Cyxtera Technologies, LLC	23-14867
Cyxtera Technologies Maryland, Inc.	23-14866

(Page | 5)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, [\(II\) Amending the Caption of the Remaining Case, and \(III\) Granting Related Relief](#)

2. The Remaining Case of Cyxtera Technologies Inc. Case No. 23-14853 shall remain open pending the entry of a final decree by this Court closing the Remaining Case.

3. All Remaining Matters, including claims reconciliation with respect to claims against any Post-Effective Date Debtor, shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen any Affiliate Case, and the Court retains jurisdiction and authority with regard to the Remaining Matters, whether or not they pertain to the Remaining Case or the Affiliate Cases.

4. The clerk shall designate on the dockets of the Affiliate Cases that the cases are now being administered under the Remaining Case. The Post-Effective Date Debtors shall make a docket entry in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of CTI Liquidation Co., Inc. Case No. 23-14853. The docket in Case No. 23-14853 should be consulted for all matters affecting this case.

5. All pleadings, papers, and documents filed in the Remaining Case shall bear the caption as shown in **Exhibit 1** attached hereto.

6. The Post-Effective Date Debtors shall [\(i\) file all post-confirmation quarterly reports and \(ii\) pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930\(a\)\(6\)\(A\) and \(B\) for the Affiliate Cases, through the date of this Final Decree,](#) within twenty-one (21) days after the date of entry of the Final Decree; *provided* that, for the avoidance of doubt, effective as of the date of entry of this Final Decree, no further quarterly U.S. Trustee

(Page | 6)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, [\(II\) Amending the Caption of the Remaining Case, and \(III\) Granting Related Relief](#)

fees shall be due and payable by the Post-Effective Date Debtors of the Affiliate Cases. This Court shall retain jurisdiction to enforce fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

7. Quarterly disbursements for the Remaining Case will be reported in post-confirmation reports, and quarterly fees will be paid when due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) pending the entry of a final decree by this Court closing the Remaining Case, [or the dismissal or conversion to chapter 7 of the Remaining Case](#).

8. Entry of this Final Decree is without prejudice to (a) the rights of the Debtors, the Post-Effective Date Debtors, or any party in interest to seek to reopen any of the Affiliate Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), the Plan Administrator, or any entity authorized pursuant to the Plan, as applicable, to (i) commence, prosecute, and/or resolve any claims filed against any Debtor, any Post-Effective Date Debtor, or any other person in these Chapter 11 Cases, or (ii) object to claims filed against any Debtor or Post-Effective Date Debtor, and (c) shall have no effect whatsoever on any contested matter, adversary proceeding, or other matters pending before this Court, as provided in the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of any Post-Effective Date Debtor, or any entity authorized pursuant to the Plan, as applicable, to file an objection to a claim against or interest in any Post-Effective Date Debtors' chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed allowed against any Post-Effective Date Debtor. Any objections to claims against or interests in

(Page | 7)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, [\(II\) Amending the Caption of the Remaining Case, and \(III\) Granting Related Relief](#)

the Post-Effective Date Debtors may be filed, administered, and adjudicated in the Remaining Case.

9. Notwithstanding entry of this Final Decree, in accordance with Articles IV and VII of the Plan, which was incorporated into and made part of the Confirmation Order, the Debtors, the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), and the Plan Administrator, as applicable, shall be entitled to prosecute claims and defenses, make distributions, and attend to other wind-down affairs on behalf of each of the other former Debtors as if such Debtors' estates continued to exist.

10. Notwithstanding the entry of this Final Decree or 11 U.S.C. § 550(f) [or § 546\(a\)\(2\)](#), the closing of the Affiliate Cases shall not affect the rights of the Debtors, the Post-Effective Date Debtors, the GUC Trust (acting through the GUC Trustee), or the Plan Administrator, as applicable, to commence or maintain any action or proceeding, including without limitation, actions to recover from any transferee or any subsequent transferee.

11. This Final Decree shall be immediately effective and enforceable upon its entry.

12. The Post-Effective Date Debtors and any entity authorized pursuant to the Plan and/or the Confirmation Order, and their respective agents, are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

(Page | 8)

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

Case No. 23-14853 (JKS)

Caption of Order: Final Decree Closing Certain of the Chapter 11 Cases, [\(II\) Amending the Caption of the Remaining Case, and \(III\) Granting Related Relief](#)

13. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise, had this Final Decree not been entered.

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

Exhibit 1

Amended Case Caption

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

In re:

CTI Liquidation Co., Inc.

Post-Effective Date Debtor.

Chapter 11

Case No. 23-14853 (JKS)

THIS IS EXHIBIT "C" TO THE AFFIDAVIT
OF RAYMOND LI SWORN ON THE
21TH DAY OF MARCH, 2024

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

*Sworn to before me
this 21st day of March 2024.*

Joann R. Johnson

JOANN R. JOHNSON
Notary Public, State of New York
Registration No. 01JO0006325
Qualified in Bronx County
Commission Expires April 26, 2027

ASSET PURCHASE AGREEMENT
DATED AS OF OCTOBER 31, 2023
BY AND AMONG
PHOENIX DATA CENTER HOLDINGS LLC, AS PURCHASER,
AND
CYXTERA TECHNOLOGIES, INC.
AND ITS SUBSIDIARIES NAMED HEREIN, AS SELLERS

Section 7.1(a) prior to the Outside Date, in each case, so as to allow the consummation of this Agreement and the Transactions as soon as practicable and, in any event, prior to the Outside Date.

(c) None of the Sellers or Purchaser will participate in any substantive meeting or discussion with any Governmental Body with respect to any filings, applications, investigation or other inquiry relating to the Transactions without giving the other Party reasonable prior notice of the meeting or discussion and, to the extent permitted by the relevant Governmental Body, the opportunity to attend and participate in such meeting or discussion, unless prohibited by such Governmental Body. Each Party will have the right to review the content of any draft notifications, formal notifications, filings, submissions, or other substantive written communications (and any analyses, memoranda, presentations, white papers, correspondence or other written materials submitted therewith) to be submitted to any Governmental Body in advance of any such submission and will consider in good faith the views of the other Party in connection therewith. Each Party acknowledges that, with respect to any non-public information provided by a Party to the other Party pursuant to this Section 6.5, the disclosing Party may (i) designate such material as restricted to “outside counsel only” and any such material shall not be shared with employees, officers or directors or their equivalents of the receiving Party without approval of the disclosing Party and (ii) redact such materials as necessary to satisfy contractual confidentiality obligations, preserve attorney-client privilege or protect material relating to the valuation of the Acquired Assets.

(d) Except as expressly contemplated or permitted by this Agreement, Purchaser will not, and will not permit Brookfield Infrastructure Fund III GP LLC (together with its controlled investment vehicles) to, directly or indirectly take any action or agree to take any action (including to acquiring or agreeing to acquire any assets or businesses) that would be reasonably likely to (i) materially delay or prevent the receipt of any required clearances, Consents, approvals, waivers, actions, waiting period expirations or terminations, non-actions or other authorizations under the HSR Act or any other Antitrust Law, (ii) increase the risk of any Governmental Body entering an Order preventing, delaying or prohibiting the consummation of the Transactions or (iii) delay or prevent the satisfaction of the closing conditions set forth in Section 7.1(a) or Section 7.1(b) or the consummation of the Transactions.

6.6 Corporate Name.

(a) As soon as reasonably practicable, but in no event more than thirty (30) days after the Closing, the Sellers shall cause an amendment to the certificate of incorporation or formation (or other constituent documents) of each Seller and each Subsidiary that is not an Acquired Entity to be filed with the appropriate Governmental Body and shall take all other action necessary to change each Seller’s and such Subsidiary’s name, as applicable, to a name or names not containing “Cyxtera,” “Cyxtera Technologies” or any other trademark included in the Owned Intellectual Property or any name confusingly similar to the foregoing (“Transferred Marks”) and will cause to be filed as soon as reasonably practicable after the Closing, in the jurisdiction in which such Seller or such Subsidiary is organized, any documents necessary to reflect such change in its name.

(b) As soon as reasonably practicable, but in no event more than fifteen (15) days after the name change contemplated by Section 6.6(a), the Sellers shall file such pleadings

and move to obtain such orders as are necessary to change the caption of each Seller petition that is a Debtor in the Bankruptcy Cases to change each Seller's and such Subsidiary's legal name on such petitions, as applicable, to a name or names not containing "Cyxtera," "Cyxtera Technologies" or any other trademark included in the Acquired Intellectual Property or any name confusingly similar to the foregoing.

(c) Purchaser (on behalf of each of the Purchasers and their respective Affiliates) hereby grant (and hereby cause its Affiliates to grant) to Seller and its Affiliates, a limited, revocable, non-exclusive license to use the Transferred Marks solely on a wind-down and transitional basis for a period from the Closing through until the earlier of (i) the first anniversary of the Closing Date and (ii) the termination of all operations at and occupancy of all sites covered by any Lease that Purchaser designates for rejection in accordance with Section 1.5 (the "IP Wind-Down Period") in a substantially similar manner as used prior to the Closing. Notwithstanding any of the foregoing, nothing in this Section 6.6 shall prevent the Sellers or any of its Affiliates from using any trademarks or service marks (i) as required by applicable Law, (ii) on internal business and legal documents, materials, and items, solely for internal use and archival purposes, or (iii) in a manner that could not reasonably constitute trademark infringement or dilution even in absence of a license (including fair use, nominative fair use, or other descriptive, non-trademark use).

(d) Promptly after the IP Wind-Down Period, the Sellers further agree that from and after the Closing, each of the Sellers and their respective Affiliates (i) will cease to make any use of the name "Cyxtera," "Cyxtera Technologies" or any other Transferred Marks and any similar names indicating affiliation with the Purchaser or any of its Affiliates and (ii) will cease using any and all Owned Intellectual Property.

6.7 Commercially Reasonable Efforts; Cooperation; Notices and Consents.

(a) Subject to the other terms of this Agreement, each Party shall, and shall cause its Subsidiaries to, use its and their respective commercially reasonable efforts to perform its and their respective obligations hereunder and to take, or cause to be taken, and do, or cause to be done, all things necessary, proper or advisable to cause the Transactions to be effected as soon as practicable, but in any event on or prior to the Outside Date, in accordance with the terms hereof and to cooperate with each other Party, its Affiliates and its and their respective Advisors in connection with any step required to be taken as a part of its obligations hereunder. For the avoidance of doubt, the Parties agree that the foregoing cannot be construed to create any obligation on any of the aforementioned Advisors to take or refrain from taking any action, absent an express contractual requirement to do so, nor can any of the foregoing be construed to override existing confidentiality and other obligations owed by any Party or other Person to such Advisors.

(b) Prior to the Closing, Sellers will, and will cause the Acquired Entities to, terminate any intercompany Liability (i) between or among any Acquired Entity, on the one hand, and any Seller or its Affiliates, on the other hand, or (ii) between or among one or more Acquired Entities, in each case, without Liability to Purchaser or any of its Affiliates (including any Acquired Entities), except to the extent that such Liability is taken into account in the final calculation of Closing Working Capital, unless Purchaser otherwise requests in writing that they not so terminate any such intercompany Liability. For the avoidance of doubt, any intercompany Liability not terminated pursuant to this Section 6.7(b), including all intercompany Liabilities

THIS IS EXHIBIT "D" TO THE AFFIDAVIT
OF RAYMOND LI SWORN ON THE
21TH DAY OF MARCH, 2024

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

*Sworn to before me
this 21st day of March 2024.*
Joann R. Johnson

JOANN R. JOHNSON
Notary Public, State of New York
Registration No. 01JO0006325
Qualified in Bronx County
Commission Expires April 26, 2027

Invoice

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

March 20, 2024
 INVOICE: 20237976

Our Matter: A171290 / 231148
 RE: Canadian restructuring matters

		GST (5.0%)
Fees for Professional Services	\$99,795.00	\$4,989.75
Disbursements (Taxable)	288.80	
Disbursements (Non-Taxable)	<u>20.00</u>	
Total Disbursements	308.80	14.44
Total Fees and Disbursements	100,103.80	
Total Taxes	5,004.19	5,004.19
Total Invoice	105,107.99	
Please remit balance due:	In Canadian Dollars	\$105,107.99

Important Notice: Please Read

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

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

Keith Desjardins

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

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

March 20, 2024
 INVOICE: 20237976

Cyxtera Communications Canada ULC
Our Matter: A171290
Canadian restructuring matters

PROFESSIONAL SERVICES

2024-01-02	Reviewing email T. Cumming regarding sale to two Canadian purchasers; email exchange F. Konet; Michael Bussmann	0.20	1,390.00/hr	278.00
2024-01-02	Email correspondence regarding sale and return of capital; Paul Carezza	1.00	1,515.00/hr	1,515.00
2024-01-02	Emails from and to K&E, reviewing second assumption and assignment of executory contracts order, meeting with S. Kroeger. Sam Gabor	0.30	885.00/hr	265.50
2024-01-02	Emails from and to N. Gavey regarding return of capital. Sam Gabor	0.30	885.00/hr	265.50
2024-01-02	Reviewing matters re: return of capital transaction; exchanging correspondence re: same; Zafar Jaffer	0.30	755.00/hr	226.50
2024-01-03	Receipt of instructions from Z. Jaffer re preparation of documents with respect to a return of capital; preparation of Directors' Resolution and Special Resolution of the Sole Shareholder approving same; forwarding of documents Z. Jaffer for review and further handling; Tara Bubar	0.50	420.00/hr	210.00
2024-01-03	Email correspondence regarding return of capital documents; Paul Carezza	0.80	1,515.00/hr	1,212.00
2024-01-03	Reviewing draft directors and special resolution for return of capital, emails from and to P. Carezza. Sam Gabor	0.30	885.00/hr	265.50
2024-01-03	Analysis and discussion with Z. Jaffer regarding documenting reduction of stated capital; Benjamin Hudson	0.20	835.00/hr	167.00
2024-01-03	Reviewing and revising draft board resolution and special shareholder resolution re: return of capital transaction; attending to correspondence re: same; reviewing comments from P. Carezza; considering and discussing with B. Hudson re: same; amending draft resolutions; Zafar Jaffer	0.70	755.00/hr	528.50

2024-01-04	Email exchange F. Konet; drafting email R. Schwartz et al. [REDACTED] [REDACTED] reviewing email confirming same R. Schwartz; drafting email S. Gabor et al. re same and status of [REDACTED]	Michael Bussmann	0.50	1,390.00/hr	695.00
2024-01-04	Email correspondence regarding transaction documents;	Paul Carezza	1.00	1,515.00/hr	1,515.00
2024-01-04	Emails from and to K&E regarding closing of Brookfield transaction, emails to internal Gowling team regarding same, draft affidavit of R. Li regarding 7th interim cash management order, supplemental assumption of contracts order.	Sam Gabor	2.00	885.00/hr	1,770.00
2024-01-05	Email correspondence regarding transaction documents;	Paul Carezza	0.40	1,515.00/hr	606.00
2024-01-05	Review and revise resolutions;	Thomas S. Cumming	0.60	1,100.00/hr	660.00
2024-01-05	Emails from and to K&E regarding post closing matters, emails to and from S. Kroeger regarding same.	Sam Gabor	0.30	885.00/hr	265.50
2024-01-05	Continue preparing draft affidavit materials.	Sam Gabor	1.20	885.00/hr	1,062.00
2024-01-05	Drafting letter re service of certificates;	Natalie Gillespie	0.70	490.00/hr	343.00
2024-01-08	Reviewing emails H. Xu regarding purchase price allocation; drafting email J. Riddle; email exchange S. Gabor; drafting interim reply H. Xu;	Michael Bussmann	0.30	1,390.00/hr	417.00
2024-01-08	Email correspondence regarding 2nd closing;	Paul Carezza	0.20	1,515.00/hr	303.00
2024-01-08	Email from Cyxtera regarding Cologix allocation, email to M. Bussman.	Sam Gabor	0.20	885.00/hr	177.00
2024-01-09	Email correspondence regarding tax elections;	Paul Carezza	0.20	1,515.00/hr	303.00

2024-01-09	Emails from and to C. Griffin regarding CRO certificate. Sam Gabor	0.20	885.00/hr	177.00
2024-01-10	Review and comment on Employee Services Agreement. Andrew Bratt	0.40	1,030.00/hr	412.00
2024-01-10	Reviewing email S. Douville; reviewing draft employee services agreement; drafting email S. Kroeger and S. Cumming setting out initial comments and questions; reviewing initial response S. Kroeger; drafting email S. Douville with clarifying questions; reviewing responses S. Douville; Michael Bussmann	0.80	1,390.00/hr	1,112.00
2024-01-10	Review background questions of M. Bussmann; review Brookfield APA to address his questions; Thomas S. Cumming	1.60	1,100.00/hr	1,760.00
2024-01-11	Emails re Canadian Employee Services Agreement. Andrew Bratt	0.20	1,030.00/hr	206.00
2024-01-11	[REDACTED] email exchange with S. Douville regarding same; reviewing email response T.Cummings; further emails S. Kroeger regarding execution of [REDACTED] drafting email S. Douville confirming Gowlings sign-off [REDACTED] correspondence with S. Kroeger and T. Cummings regarding [REDACTED] Michael Bussmann	1.10	1,390.00/hr	1,529.00
2024-01-11	Telephone conversation with A. Warnick; preparation for such call. Olivier Lamoureux	0.60	695.00/hr	417.00
2024-01-12	Attending to closing matters; reviewing email correspondence relating to purchase price allocation; Michael Bussmann	0.50	1,390.00/hr	695.00
2024-01-12	Email correspondence regarding return of sale proceeds; Paul Carezza	2.60	1,515.00/hr	3,939.00
2024-01-12	Exchange emails with P. Carezza, S. Kroeger and K&E regarding capital distribution; review agreement governing payments; Thomas S. Cumming	2.00	1,100.00/hr	2,200.00
2024-01-12	Reviewing correspondence re: return of capital transaction and flow of funds;			

March 20, 2024
 INVOICE: 20237976

	Zafar Jaffer	0.30	755.00/hr	226.50
2024-01-15	Correspondence with Z. Jaffer stated capital of outstanding shares; review of minute book records; various correspondence with J. Wilgosh re same; e-mail to Z. Jaffer advising of stated capital;			
	Tara Bubar	0.20	420.00/hr	84.00
2024-01-15	Email correspondence regarding return of proceeds;			
	Paul Carezza	0.30	1,515.00/hr	454.50
2024-01-16	Various correspondence with Z. Jaffer and J. Whilgosh re stated capital; review of minute book records and e-mail I. Nickalous re shareholder information;			
	Tara Bubar	1.00	420.00/hr	420.00
2024-01-16	Drafting email regarding outstanding British Columbia provincial sales tax calculation and timeline; reviewing emails S. Toth advancing same;			
	Michael Bussmann	0.20	1,390.00/hr	278.00
2024-01-17	Requesting and receiving corporate name searches re shareholder information;			
	Tara Bubar	0.20	420.00/hr	84.00
2024-01-17	Reviewing matters re: return of capital transaction and stated capital account; correspondence re: same;			
	Zafar Jaffer	0.80	755.00/hr	604.00
2024-01-18	Reviewing email S. Toth; drafting email summarizing relevant provisions of purchase agreement and requirements and consequences of filing for provincial sales tax; reviewing emails X. Hu;			
	Michael Bussmann	0.50	1,390.00/hr	695.00
2024-01-18	Review notice of application, affidavit and order; discussion with S. Kroeger;			
	Thomas S. Cumming	1.30	1,100.00/hr	1,430.00
2024-01-18	Drafting court materials for recognition order and fee approval; emails with T. Cumming and K&E re same;			
	Stephen Kroeger	7.00	665.00/hr	4,655.00
2024-01-19	Review and amend application; review and amend order; review and amend brief;			
	Thomas S. Cumming	4.40	1,100.00/hr	4,840.00
2024-01-19	Drafting brief of law in support of January 25th application;			
	Stephen Kroeger	2.40	665.00/hr	1,596.00

March 20, 2024
 INVOICE: 20237976

2024-01-22	Reviewing pre-continuance minute book re shareholder name change; Josie Chahal	0.60	460.00/hr	276.00
2024-01-22	Exchange emails with S. Kroeger; review changes to affidavit; Thomas S. Cumming	0.50	1,100.00/hr	550.00
2024-01-22	Reviewing emails regarding closing of Brookfield transaction, PST matters, court proceedings Sam Gabor	0.50	885.00/hr	442.50
2024-01-22	Reviewing matters re: stated capital account and corporate records; discussion with T. Bubar re: same; Zafar Jaffer	0.50	755.00/hr	377.50
2024-01-23	Email correspondence regarding tax filings; Paul Carena	0.20	1,515.00/hr	303.00
2024-01-23	Reviewing and considering emails from K&E regarding affidavit. Sam Gabor	0.30	885.00/hr	265.50
2024-01-24	Drafting speaking notes for court application; reviewing filed materials; Stephen Kroeger	2.80	665.00/hr	1,862.00
2024-01-25	Email correspondence regarding corporate name changes; Paul Carena	0.20	1,515.00/hr	303.00
2024-01-25	Review application materials; discussion with S. Kroeger regarding application; attend application; Thomas S. Cumming	2.30	1,100.00/hr	2,530.00
2024-01-25	Reviewing emails from K&E regarding name change, reviewing signed court order. Sam Gabor	0.20	885.00/hr	177.00
2024-01-25	Reviewing matters re: name change of certain Canadian entities; attending to correspondence with S. Kroeger re: same; Zafar Jaffer	0.30	755.00/hr	226.50
2024-01-25	Preparation for and attendance at court application; Stephen Kroeger	5.50	665.00/hr	3,657.50

March 20, 2024
 INVOICE: 20237976

2024-01-26	Receipt of instructions from Z. Jaffer re name searches for Cyborg Communications Canada, ULC and Cyborg Canada TRS, ULC; obtaining NUANS reports; advising of same; Tara Bubar	1.00	420.00/hr	420.00
2024-01-26	Reviewing and exchanging correspondence with T. Bubar re: stated capital account matters; Zafar Jaffer	0.20	755.00/hr	151.00
2024-01-26	Reviewing matters re: conducting name availability searches; attending to correspondence with S. Kroeger and T. Bubar re: same; Zafar Jaffer	0.10	755.00/hr	75.50
2024-01-26	Reviewing matters re: stated capital account and considering corporate records re: same; correspondence with T. Bubar re: same; Zafar Jaffer	0.20	755.00/hr	151.00
2024-01-29	Email correspondence regarding name change; Paul Carezza	0.20	1,515.00/hr	303.00
2024-01-30	Reviewing matters re: name change of companies; correspondence with S. Kroeger re: same; Zafar Jaffer	0.20	755.00/hr	151.00
2024-01-31	Analyzing minute book documents to determine paid-up capital; email to Z. Jaffer regarding same; Benjamin Hudson	1.00	835.00/hr	835.00
2024-02-02	Discussion with S. Douville and R. Schwartz regarding [REDACTED] Michael Bussmann	0.20	1,390.00/hr	278.00
2024-02-05	Reviewing revised form of [REDACTED] drafting email circulating same V. Semah for approval; reviewing confirmation V. Semah; correspondence with R. Schwartz; circulating corrected signed copies A. Nigam; Michael Bussmann	0.30	1,390.00/hr	417.00
2024-02-06	Email correspondence re corporate name changes, PUC computation; Paul Carezza	0.50	1,515.00/hr	757.50
2024-02-06	Reviewing minute book and corporate records; considering matters re: PUC with B. Hudson; correspondence with S. Kroeger re: same; reviewing matters re: name change for Canadian entities; correspondence with S. Kroeger re: same; Zafar Jaffer	0.90	755.00/hr	679.50

March 20, 2024
 INVOICE: 20237976

2024-02-07	Preparation of Articles of Amendment and approving Resolution of the Sole Shareholder re change of name of Cyxtera Communications Canada, ULC to Cyborg Communications Canada (Oldco), ULC and Cyxtera Canada TRS, ULC to Cyborg Canda TRS (OldCo). ULC; forwarding of documents to Z. Jaffer for review and handling;			
	Tara Bubar	1.50	420.00/hr	630.00
2024-02-07	Email correspondence re extra-provincial registrations;			
	Paul Carena	0.20	1,515.00/hr	303.00
2024-02-07	Reviewing and considering various email pertaining to PUC and return of capital.			
	Sam Gabor	0.50	885.00/hr	442.50
2024-02-07	Reviewing matters re: name change; correspondence with US counsel re: same;			
	Zafar Jaffer	0.40	755.00/hr	302.00
2024-02-12	Email correspondence regarding name change;			
	Paul Carena	0.20	1,515.00/hr	303.00
2024-02-13	Reviewing documents for name change of Canadian entities; correspondence with S. Kroeger re: same;			
	Zafar Jaffer	0.50	755.00/hr	377.50
2024-02-14	Email correspondence regarding corporate name changes;			
	Paul Carena	0.40	1,515.00/hr	606.00
2024-02-14	Reviewing emails regarding resignation of directors and considering.			
	Sam Gabor	0.10	885.00/hr	88.50
2024-02-14	Reviewing and exchanging correspondence re: execution of corporate documents;			
	Zafar Jaffer	0.30	755.00/hr	226.50
2024-02-15	Reviewing correspondence regarding name change mechanics for Canadian subsidiary corporations and authorizations under corporate legalisation; discussion with Z. Jaffer regarding same; reviewing Business Corporations Act; reviewing Plan of Administration;			
	Melanie Condic	2.00	755.00/hr	1,510.00
2024-02-15	Reviewing matters re: execution of corporate documents; reviewing Plan; discussion with M. Condic re: corporate and ABCA requirements; correspondence with T. Cumming and S. Kroeger re: same;			
	Zafar Jaffer	0.80	755.00/hr	604.00
2024-02-16	Reviewing corporate bylaws of subsidiaries; reviewing Plan of Administration; additional			

March 20, 2024
 INVOICE: 20237976

	review of Business Corporations Act (Alberta); reviewing sole shareholder declaration;			
	Melanie Condic	1.50	755.00/hr	1,132.50
2024-02-18	Email correspondence regarding name change steps;			
	Paul Carena	0.20	1,515.00/hr	303.00
2024-02-18	Preparing response regarding corporate authority to enter into shareholder resolutions and sign articles of amendment for subsidiary corporations;			
	Melanie Condic	0.50	755.00/hr	377.50
2024-02-19	Reviewing Plan provisions and authority of Plan Administrator; reviewing ABCA; considering matters re: execution of documents; correspondence with M. Condic re: same;			
	Zafar Jaffer	0.70	755.00/hr	528.50
2024-02-20	Reviewing correspondence regarding shareholder declaration; discussion with Z. Jaffer regarding same;			
	Melanie Condic	0.30	755.00/hr	226.50
2024-02-20	Email form Z. Jaffer, email to T. Cumming			
	Sam Gabor	0.20	885.00/hr	177.00
2024-02-20	Reviewing matters re: execution of documents and legislative considerations re: same; discussion with M. Condic re: same; correspondence with T. Cumming, S. Gabor and S. Kroeger re: same;			
	Zafar Jaffer	1.10	755.00/hr	830.50
2024-02-21	Reviewing correspondence regarding shareholder declaration; reviewing Business Corporations Act regarding directors liability regarding same; correspondence regarding same;			
	Melanie Condic	0.40	755.00/hr	302.00
2024-02-21	Reviewing email from T. Cumming on corporate directorship issue and considering, email from DIP lender counsel, meeting with S. Kroeger, reviewing emails from S. Kroeger and N. Howard and considering			
	Sam Gabor	0.40	885.00/hr	354.00
2024-02-21	Reviewing matters re: execution of documents; considering applicable legislative provisions; reviewing and considering Plan; discussion with M. Condic re: same; exchanging correspondence with T. Cumming and S. Gabor re: same;			
	Zafar Jaffer	1.30	755.00/hr	981.50
2024-02-22	Reviewing and exchanging correspondence with T. Cumming re: execution of documents and authority under the Plan;			

March 20, 2024
 INVOICE: 20237976

	Zafar Jaffer	0.30	755.00/hr	226.50
2024-02-23	Drafting correspondence to US counsel regarding recommendation regarding amendment to public record to reflect appointment of director and entering in shareholder declaration; discussion with Z. Jaffer regarding same;			
	Melanie Condic	0.50	755.00/hr	377.50
2024-02-23	Reviewing matters re: execution of documents and use of shareholder declaration for authority; correspondence with T. Cumming, S. Gabor and S. Kroeger re: same;			
	Zafar Jaffer	0.40	755.00/hr	302.00
2024-02-24	Reviewing draft email prepared by Z. Jaffer.			
	Sam Gabor	0.10	885.00/hr	88.50
2024-02-26	Email correspondence regarding named directors;			
	Paul Carezza	0.20	1,515.00/hr	303.00
2024-02-26	Review process for terminating recognition proceedings and issues required to be addressed; review emails from Kirkland; review precedent orders; email to Kirkland regarding the requirement, if any, for further recognition orders; review US motion for final decree closing certain of the Chapter 11 cases; email to S. Gabor and S. Kroeger;			
	Thomas S. Cumming	2.30	1,100.00/hr	2,530.00
2024-02-28	Reviewing email S. Kroeger regarding [REDACTED] responding to same;			
	Michael Bussmann	0.20	1,390.00/hr	278.00
2024-02-28	Drafting shareholder declaration for Cyxtera Canada TRS, ULC; drafting shareholder declaration for Cyxtera Communications Canada, ULC; discussions with Z. Jaffer regarding same;			
	Melanie Condic	1.00	755.00/hr	755.00
2024-02-28	Discussion with M. Condic re: updating documents; attending to correspondence re: same;			
	Zafar Jaffer	0.20	755.00/hr	151.00
2024-02-29	Considering approach to addressing [REDACTED] reviewing file; drafting comprehensive guidance S. Kroeger; call with S. Kroeger and [REDACTED]			
	Michael Bussmann	1.50	1,390.00/hr	2,085.00
2024-02-29	Email correspondence regarding tax filings;			
	Paul Carezza	0.20	1,515.00/hr	303.00
2024-02-29	Correspondence regarding corporate authorization documents;			

March 20, 2024
 INVOICE: 20237976

	Melanie Condic	0.20	755.00/hr	151.00
2024-03-01	Receipt of instructions from M. Condic re change of directors for Cyxtera Communications Canada ULC and Cyxtera Canada TRS, ULC; preparation of notice of change of director for each; updating of corporate record; additional updating of name change documents as requested; forwarding of all documents to M. Condic for further handling;			
	Tara Bubar	1.00	420.00/hr	420.00
2024-03-01	Reviewing revised corporate authorization documents; revising same; correspondence regarding same;			
	Melanie Condic	1.40	755.00/hr	1,057.00
2024-03-01	Zoom call with M. Bussmann; reviewing law re [REDACTED] email to M. Bussmann re same;			
	Stephen Kroeger	2.50	665.00/hr	1,662.50
2024-03-04	Reviewing email report S. Kroeger on call [REDACTED] email exchange S. Kroeger; drafting email X. Hu and A. Nigam regarding status of tax accounts and tax filings; email exchange A. Nigam;			
	Michael Bussmann	0.40	1,390.00/hr	556.00
2024-03-04	Email correspondence regarding tax returns;			
	Paul Carezza	0.40	1,515.00/hr	606.00
2024-03-04	Phone call with CRA; emails with M. Bussmann re same;			
	Stephen Kroeger	1.00	665.00/hr	665.00
2024-03-05	Reviewing email correspondence T. Cumming and S. Kroeger;			
	Michael Bussmann	0.10	1,390.00/hr	139.00
2024-03-05	Review emails from Kirkland & Ellis; exchange emails with S. Kroeger, Z. Jaffer and M. Bussmann;			
	Thomas S. Cumming	2.00	1,100.00/hr	2,200.00
2024-03-05	Emails from N. Howard regarding termination of CCAA application, emails with internal team regarding same, reviewing and considering next steps for termination of CCAA proceedings and discharge of information officer			
	Sam Gabor	0.60	885.00/hr	531.00
2024-03-05	Reviewing and revising draft documents re: name change and corporate matters; correspondence with T. Cumming, S. Gabor and S. Kroeger re: same;			
	Zafar Jaffer	1.40	755.00/hr	1,057.00

March 20, 2024
 INVOICE: 20237976

2024-03-05	Emails with M. Bussmann re tax issues; Stephen Kroeger	0.40	665.00/hr	266.00
2024-03-06	Reviewing email A. Nigam; reviewing file; [REDACTED] [REDACTED] discussion with P. Carenza regarding same; reviewing emails S. Kroeger and S. Gabor; [REDACTED] [REDACTED] drafting email S. Kroeger et al. regarding review of same; reviewing email S. Kroeger and supplement supporting documentation; updating list; drafting email A. Nigam circulating list for completion;	1.40	1,390.00/hr	1,946.00
2024-03-06	Email correspondence regarding tax accounts; conference with M. Bussmann regarding same;	1.00	1,515.00/hr	1,515.00
2024-03-06	Exchange emails with S. Kroeger; Thomas S. Cumming	0.30	1,100.00/hr	330.00
2024-03-06	Emails with Z. Jafar and K&E team re corporate matters; Stephen Kroeger	0.30	665.00/hr	199.50
2024-03-08	Emails with court, client and information officer re termination; emails wil information officer re invoices outstanding; emails with Alix re same;	2.00	665.00/hr	1,330.00
2024-03-11	Drafting application materials to terminate proceedings; Stephen Kroeger	3.00	665.00/hr	1,995.00
2024-03-14	Reviewing correspondence regarding appointment of director; discussions with Z. Jaffer regarding the same;	0.40	755.00/hr	302.00
2024-03-14	Reviewing and considering emails from internal team and K&E regarding directorship appointment, reviewing and considering emails regarding application materials, considering time deadlines	0.40	885.00/hr	354.00
2024-03-14	Reviewing and considering comments from A. Halperin; discussion with M. Condic re: same; correspondence with T. Cumming re: same;	0.50	755.00/hr	377.50
2024-03-15	Drafting affidavit and brief; reviewing motion for final decree and court docket; discussion with T. Cumming re same;			

March 20, 2024
 INVOICE: 20237976

	Stephen Kroeger	2.90	665.00/hr	1,928.50
2024-03-18	Preparing responses to correspondence regarding director appointment and implications of shareholder declaration;			
	Melanie Condic	0.80	755.00/hr	604.00
2024-03-18	Reviewing matters re: inquiries from A. Halperin; correspondence with T. Cumming re: same;			
	Zafar Jaffer	0.40	755.00/hr	302.00
2024-03-18	Drafting application materials for application to terminate CCAA proceedings;			
	Stephen Kroeger	4.20	665.00/hr	2,793.00
2024-03-19	Reviewing and revising affidavit for termination proceedings, email to S. Kroeger and T. Cumming, phone call with T. Cumming, reviewing and revising order, reviewing revised affidavit, email to T. Cumming			
	Sam Gabor	2.00	885.00/hr	1,770.00
2024-03-19	Attending to correspondence with US counsel and T. Cumming re: various matters; reviewing matters re: court filing documents; correspondence with T. Cumming and S. Gabor re: same;			
	Zafar Jaffer	0.90	755.00/hr	679.50

Total Fees for Professional Services \$99,795.00

March 20, 2024
INVOICE: 20237976

DISBURSEMENTS

Taxable Costs

Corporate Searches - Taxable	\$20.00
NUANS Search	\$90.00
Registered Mail	\$178.80
Total Taxable Disbursements	<u>\$288.80</u>

Non-Taxable Costs

2024-01-25	Court Costs - Agency	\$20.00
	VENDOR: RBC Visa - Calgary1332; INVOICE#: 2024JAN25; DATE: 01/25/2024: A171290/SK/Court of Kings Bench Re: Filing Affidavit	
	Total Non-Taxable Disbursements	<u>\$20.00</u>

March 20, 2024
INVOICE: 20237976

Remittance Copy

Client: 231148 Cyxtera Communications Canada ULC
Matter: A171290
RE: Canadian restructuring matters
Amount Due: \$105,107.99 CAD

PAYMENT BY WIRE TRANSFER:

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
BANK ADDRESS: 84 Bank Street, Ottawa, ON K1P 5N4
BANK NUMBER: 0010
TRANSIT NUMBER: 00186

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
BENEFICIARY ADDRESS: 160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3
BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 4102916
USD Account: 0221015

BICC/ ROUTING NUMBER: CC001000186
ADDITIONAL MANDATORY INFO: Invoice number(s)/Payment details
If your bank does not accept the BICC as part of the wire instructions, it must be included in the notes with the Additional Mandatory Information.

For accurate and timely processing, please email a copy of your payment confirmation to payments.ca@gowlingwlg.com

Additional information that may be required for payments from outside Canada:

Pay by Swift MT 103 Direct to SwiftCode: CIBCCATTXXX
For USD Payments from Foreign Banks our
Intermediary US Corresponding bank is: Wells Fargo Bank, N.A.
BIC: PNBUS3NNYC
ABA:026005092

Wells Fargo is not the beneficiary bank. Our beneficiary bank is the Canadian Imperial Bank of Commerce.

PAYMENT BY CHEQUE:

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

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

PAYMENT BY Interac E-TRANSFER:

Please send payment to payments.ca@gowlingwlg.com
Include the invoice numbers/payment details in the notes section of the Interac e-transfer.
This will result in an automatic deposit to our account and no password is required.

If you receive another email or other electronic communication purporting to be from our firm changing details of the above payment information, please do not act on the communication but contact us immediately, as it is unlikely to be genuine and may be an attempted fraud.