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*Proposed Co-Counsel for Debtors and  
Debtors in Possession*

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

In re:

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

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-14853 (JKS)

(Joint Administration Requested)

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.



**DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS  
(I) APPROVING THE DEBTORS' PROPOSED ADEQUATE ASSURANCE OF  
PAYMENT FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY  
COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES,  
(III) APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING  
ADEQUATE ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

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

**Relief Requested**

1. The Debtors seek entry of orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B** (respectively, the “Interim Order” and “Final Order”): (a) approving the Debtors’ proposed adequate assurance of payment for future utility services; (b) prohibiting utility providers from altering, refusing, or discontinuing services; (c) approving the Debtors’ proposed procedures for resolving Adequate Assurance Requests (as defined herein); and (d) granting related relief. In addition, the Debtors request that the Court schedule a final hearing within approximately twenty-eight days after the commencement of these chapter 11 cases to consider entry of an order approving the relief requested herein on a final basis.

**Jurisdiction and Venue**

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

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

final order in connection with this Motion to the extent that it is later 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 366 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002, 6003, and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 9013-1 and 9013-5 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”).

### **Background**

5. The Debtors, together with their non-Debtor affiliates (collectively, “Cyxtera”), are a leading global data center provider of: (i) colocation services—the practice of providing space and power to customers in reliable, redundant, and secure data centers to host customers’ critical applications and workloads in an integrated ecosystem; (ii) interconnection services—the practice of providing fast, highly reliable, convenient, and affordable connections between customers and their network service providers; (iii) bare metal services—the practice of offering customers on-demand access to private bare metal servers and cloud technology with seamless connection to third party partner services; and (iv) deployment and ongoing support services in connection with Cyxtera’s full suite of data center offerings. Cyxtera offers its first-in-class services to more than 2,000 customers. Founded in 2017 and headquartered in Coral Gables, Florida, Cyxtera employs a global workforce of over 600 employees and operates a footprint of more than sixty data centers in over thirty markets around the world, including the United States, Canada, London, Amsterdam, Singapore, Tokyo, and Germany.

6. On June 4, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have also filed a motion

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

### **The Utility Services**

7. In connection with the operation of their businesses and management of their properties, the Debtors obtain electricity, natural gas, telecommunications, water, waste management (including sewer and trash), internet, and other similar services (collectively, the “Utility Services”) from a number of utility providers or brokers (each, a “Utility Provider” and collectively, the “Utility Providers”). A nonexclusive list of the Utility Providers and their affiliates that provide Utility Services to the Debtors’ various locations and their business operations as of the Petition Date (the “Utility Services List”) is attached hereto as **Exhibit C**.<sup>3</sup>

8. Uninterrupted Utility Services are essential to the Debtors’ ongoing business operations and, hence, the overall success of these chapter 11 cases. The Debtors operate more than sixty data centers to provide space and power for computing hardware and other information technology equipment and services. The Debtors must run their data centers on an uninterrupted and redundant basis, which requires electricity and gas for lighting, heating, and air conditioning as well as other Utility Services. As such, the Utility Services are essential for the Debtors to

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<sup>3</sup> The descriptions of the Utility Services set forth in this Motion constitute a summary only. The actual terms of the Utility Services and related agreements will govern in the event of any inconsistency with the description thereof set forth herein. Although **Exhibit C** is intended to be comprehensive, the Debtors may have inadvertently omitted one or more Utility Providers. By this Motion, the Debtors request relief applicable to all Utility Providers, regardless of whether such Utility Provider is specifically identified on **Exhibit C**. Additionally, the listing of an entity on the Utility Services List is not an admission that such entity is a “utility” within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

maintain their business and provide essential functions to operate their data centers throughout the United States. Additionally, the Debtors operate corporate offices, which require electricity, water, waste management, and other Utility Services in order to operate. Should any Utility Provider refuse or discontinue service, even for a brief period, the Debtors' business operations would be severely disrupted, and such disruption would jeopardize the Debtors' ability to successfully operate and manage their reorganization efforts.

9. For some of the Debtors' locations, certain Utility Services are billed directly to the Debtors' landlords and passed through to the Debtors as part of the Debtors' lease payments in accordance with the applicable lease agreements. The relief requested herein is with respect to all Utility Providers supplying Utility Services to the Debtors, including those that indirectly supply services through the applicable landlords.

10. To the best of the Debtors' knowledge, there are no defaults or arrearages with respect to the undisputed invoices for prepetition Utility Services. In the aggregate, the Debtors pay approximately \$13 million each month for Utility Services, generally calculated as the historical average payment for the twelve-month period ending April 30, 2023, or based on the latest invoice if not billed monthly or not received as of April 30, 2023.

**I. Proposed Adequate Assurance of Payment.**

11. The Debtors intend to pay postpetition obligations owed to the Utility Providers in the ordinary course of business and in a timely manner. The Debtors' cash generated in the ordinary course of business and access to cash collateral and debtor-in-possession financing is sufficient to pay the Debtors' Utility Services obligations in accordance with their prepetition practice during the pendency of their chapter 11 cases.

12. To provide additional assurance of payment, the Debtors propose to deposit \$5.3 million (the "Adequate Assurance Deposit") into a segregated, interest-bearing account

(the “Adequate Assurance Account”) within 20 days of entry of the Interim Order or the interim order approving the Debtors’ use of cash collateral, whichever is later. The amount of the Adequate Assurance Deposit attributable to a given Utility Provider (such Utility Provider’s “Contribution Amount”) is equal to (i) approximately one-half of the Debtors’ average monthly cost of such Utility Provider’s Utility Services, generally calculated as the historical average payment for the twelve-month period ending April 30, 2023, or based on the latest invoice if not billed monthly or not received as of April 30, 2023, *less* (ii) the amount of any security deposit held by such Utility Provider as of the Petition Date. The Adequate Assurance Deposit is equal to the sum of all Contribution Amounts *plus* an additional \$1 million included out of an abundance of caution to provide assurance to any Utility Provider that may have inadvertently been excluded from the Utility Services List.

13. The Adequate Assurance Deposit will be held at the Adequate Assurance Account at Bank of America for the benefit of the Utility Providers until either (a) the Debtors’ termination of Utility Services from such Utility Providers, at the earliest, if there are no outstanding disputes related to postpetition payments due, or (b) at the conclusion of the chapter 11 case, if not applied earlier, subject to the Debtors’ right to terminate or discontinue the applicable Utility Services. The Adequate Assurance Deposit may be applied to any postpetition defaults in payment to the applicable Utility Providers. No liens senior to the interests of the Utility Providers will encumber the Adequate Assurance Deposit or the Adequate Assurance Account.

14. The Debtors submit that the Adequate Assurance Deposit, in conjunction with the Debtors’ cash flow from operations and ability to pay for future Utility Services in accordance with their prepetition practice (collectively, the “Proposed Adequate Assurance”), provides adequate assurance of payment as required by section 366 of the Bankruptcy Code.

## **II. The Adequate Assurance Procedures.**

15. The Debtors request that the Court approve the procedures for requesting different or additional adequate assurance of future payment (each, an “Adequate Assurance Request”) set forth in the proposed Interim Order and Final Order (the “Adequate Assurance Procedures”). Any Utility Provider that is not satisfied with the Proposed Adequate Assurance may make an Adequate Assurance Request pursuant to the Adequate Assurance Procedures.

16. The Adequate Assurance Procedures provide a streamlined process for a Utility Provider to address potential concerns with respect to the Proposed Adequate Assurance, while at the same time allowing the Debtors to continue their business operations uninterrupted. More specifically, the Adequate Assurance Procedures permit a Utility Provider to object to the Proposed Adequate Assurance by filing and serving an Adequate Assurance Request upon certain notice parties. The Debtors, in their discretion, may then resolve any Adequate Assurance Request by mutual agreement with the applicable Utility Provider and without further order of the Court. If the Debtors determine that the Adequate Assurance Request cannot be resolved by mutual agreement, the Debtors may seek Court resolution of the Adequate Assurance Request. Unless and until a Utility Provider timely files an objection or serves an Adequate Assurance Request, such Utility Provider shall be (a) deemed to have received adequate assurance of payment “satisfactory” to such Utility Provider in compliance with section 366 of the Bankruptcy Code and (b) forbidden to discontinue, alter, or refuse services to, or discriminate against, the Debtors on account of any unpaid prepetition charges, or require additional assurance of payment other than the Proposed Adequate Assurance.

## **III. Modifications to the Utility Services List.**

17. The Debtors have made an extensive and good-faith effort to identify all Utility Providers and include them on the Utility Services List. To the extent the Debtors identify new or

additional Utility Providers or discontinue services from existing Utility Providers, the Debtors seek authority, in their sole discretion, to amend the Utility Services List to add or remove any Utility Provider. For any Utility Provider that is subsequently added to the Utility Services List, the Debtors will serve such Utility Provider with a copy of the Interim Order or Final Order, as applicable, including the Adequate Assurance Procedures. The Debtors request that the terms of the Interim Order or Final Order, as applicable, and the Adequate Assurance Procedures apply to any subsequently identified Utility Provider. For any Utility Provider that is subsequently removed from the Utility Services List, the Debtors request the authority to decrease the Adequate Assurance Deposit by an amount equal to two weeks of the Debtors' average cost of services from such removed Utility Provider; *provided, however*, that the Debtors shall provide the applicable Utility Provider with seven days' notice thereof and the opportunity to respond to such removal.

### **Basis for Relief**

18. Section 366 of the Bankruptcy Code protects a debtor against the immediate termination or alteration of utility services after the petition date and requires the debtor to provide "adequate assurance" of payment for postpetition services in a form "satisfactory" to the utility company within thirty days of the petition or the utility company may alter, refuse, or discontinue service. 11 U.S.C. § 366(c)(2). Section 366(c)(1) of the Bankruptcy Code provides a non-exhaustive list of examples of what constitutes "assurance of payment." 11 U.S.C. § 366(c)(1). Although assurance of payment must be "adequate," it need not constitute an absolute guarantee of the debtors' ability to pay. *See In re Great Atl. & Pac. Tea Co., Inc.*, No. 11-cv-1338, 2011 WL 5546954, at \*5 (S.D.N.Y. Nov. 14, 2011) (finding that "[c]ourts will approve an amount that is adequate enough to insure against unreasonable risk of nonpayment, but are not required to give the equivalent of a guaranty of payment in full") (citation omitted); *In re Caldor, Inc.—NY*, 199 B.R. 1, 3 (S.D.N.Y. 1996) ("Section 366(b) requires . . . 'adequate



assurance’ of payment. The statute does not require an ‘absolute guarantee of payment.’”) (citation omitted), *aff’d sub nom. Va. Elec. & Power Co. v. Caldor, Inc.*—NY, 117 F.3d 646 (2d Cir. 1997).

19. When considering whether a given assurance of payment is “adequate,” the Court should examine the totality of the circumstances to make an informed decision as to whether the Utility Provider will be subject to an unreasonable risk of nonpayment. *See In re Keydata Corp.*, 12 B.R. 156, 158 (B.A.P. 1st Cir. 1981) (“The phrase ‘adequate assurance of payment’ is not defined in the Code. Its meaning depends upon the facts and circumstances of each case . . . .”); *In re Adelphia Bus. Sols., Inc.*, 280 B.R. 63, 82–83 (Bankr. S.D.N.Y. 2002) (“That, the Court believes, is the key to the analysis—to look at the totality of the circumstances to see the extent to which utilities are subjected to unreasonable risk of payment.”). In determining the level of adequate assurance, however, “a bankruptcy court must ‘focus upon the need of the utility for assurance, and . . . require that the debtor supply *no more than that*, since the debtor almost perforce has a conflicting need to conserve scarce financial resources.” *Va. Elec. & Power Co.*, 117 F.3d at 650 (emphasis in original) (quoting *In re Penn Jersey Corp.*, 72 B.R. 981, 985 (Bankr. E.D. Pa. 1987)); *see also In re Penn. Cent. Transp. Co.*, 467 F.2d 100, 103–04 (3d Cir. 1972) (affirming bankruptcy court’s ruling that no utility deposits were necessary where such deposits likely would “jeopardize the continuing operation of the [debtor] merely to give further security to suppliers who already are reasonably protected”). Accordingly, demands by a Utility Provider for a guarantee should be refused when the Debtors’ specific circumstances already afford adequate assurance of payment.

20. Here, the Utility Providers are adequately assured against any risk of nonpayment for future services. The Adequate Assurance Deposit and the Debtors’ ongoing ability to meet

obligations as they come due in the ordinary course provide assurance that the Debtors' will pay their future obligations to the Utility Providers. Moreover, terminating the Utility Services could render the Debtors' unable to operate their business to the detriment of all stakeholders. *In re Monroe Well Serv., Inc.*, 83 B.R. 317, 321–22 (Bankr. E.D. Pa. 1988) (noting that without utility service the debtors “would have to cease operations” and that section 366 of the Bankruptcy Code “was intended to limit the leverage held by utility companies, not increase it”).

21. Courts are permitted to fashion reasonable procedures, such as the Adequate Assurance Procedures proposed herein, to implement the protections afforded under section 366 of the Bankruptcy Code. *See, e.g., In re Circuit City Stores, Inc.*, No. 08-35653, 2009 WL 484553, at \*5 (Bankr. E.D. Va. Jan. 14, 2009) (stating that “[t]he plain language of § 366 of the Bankruptcy Code allows the Court to adopt the Procedures set forth in the Utility Order”). Such procedures are important because, without them, the Debtors “could be forced to address numerous requests by utility companies in an unorganized manner at a critical period in their efforts to reorganize.” *Id.*

22. Moreover, notwithstanding a determination that the Proposed Adequate Assurance constitutes sufficient adequate assurance, any rights the Utility Providers believe they have under sections 366(b) and (c)(2) of the Bankruptcy Code are wholly preserved under the Adequate Assurance Procedures. *See id.* at \*5–6. The Utility Providers still may choose, in accordance with the Adequate Assurance Procedures, to request modification of the Proposed Adequate Assurance. The Adequate Assurance Procedures, however, avoid a “haphazard and chaotic process whereby each Utility [Provider] could make an extortionate, last-minute demand for adequate assurance

that would force the Debtors to pay under the threat of losing critical [U]tility [S]ervice[s].” *See Id.* at \*5.

23. Because the Adequate Assurance Procedures are reasonable and accord with the purposes of section 366 of the Bankruptcy Code, the Court should grant the relief requested herein. Indeed, similar procedures have been approved by courts in this district. *See, e.g., In re Bed Bath & Beyond*, No. 23-13359 (VFP) (Bankr. D.N.J. May 17, 2023) (approving adequate assurance deposit equal to approximately half of the debtors’ monthly utility expenses on a final basis); *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Jan. 17, 2023) (same); *In re L’Occitane, Inc.*, No. 21-10632 (MBK) (Bankr. D.N.J. Feb. 25, 2021) (same); *In re Modell’s Sporting Goods Inc.*, No. 20-14179 (VFP) (Bankr. D.N.J. Jun. 30, 2020) (approving adequate assurance deposit equal to two weeks of service for each company on a final basis); *In re Hollister Construction Services, LLC.*, No. 19-27439 (MBK) (Bankr. D.N.J. Oct. 9, 2019) (approving adequate assurance deposit equal to one-half of debtor’s monthly utility expenses on a final basis).<sup>4</sup>

24. Further, the Court possesses the power, under section 105(a) of the Bankruptcy Code, to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” The Adequate Assurance Procedures and the Proposed Adequate Assurance are necessary and appropriate to carry out the provisions of the Bankruptcy Code, particularly section 366 thereof. Accordingly, the Court should exercise its powers under sections 366 and 105(a) of the Bankruptcy Code and approve both the Adequate Assurance Procedures and the Proposed Adequate Assurance.

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<sup>4</sup> 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 to the Debtors’ proposed counsel.

**Processing of Checks and Electronic Fund Transfers Should Be Authorized**

25. The Debtors have sufficient funds to pay the amounts described in this Motion in the ordinary course of business by virtue of expected cash flows from ongoing business operations and anticipated access to debtor-in-possession financing and consensual use of cash collateral. In addition, under the Debtors' existing cash management system, the Debtors can readily identify checks or wire transfer requests as relating to any authorized payment in respect of the relief requested herein. Accordingly, the Debtors believe that checks or wire transfer requests, other than those relating to authorized payments, will not be honored inadvertently. Therefore, the Debtors respectfully request that the Court authorize all applicable financial institutions, when requested by the Debtors, to receive, process, honor, and pay any and all checks or wire transfer requests in respect of the relief requested in this Motion.

**The Requirements of Bankruptcy Rule 6003(b) Are Satisfied**

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

**Request of Waiver of Stay**

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

**Waiver of Memorandum of Law**

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

**Reservation of Rights**

29. Notwithstanding anything to the contrary herein, nothing contained in this Motion or any actions taken pursuant to any order granting the relief requested by this Motion is intended or should be construed as (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, claims, causes of action, or other rights

under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

**No Prior Request**

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

**Notice**

31. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the U.S. Trustee for the District of New Jersey; (b) the holders of the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis); (c) Gibson, Dunn & Crutcher LLP as counsel to the Ad Hoc First Lien Group of the Debtors' prepetition term loan facilities; (d) the agents under each of the Debtors' prepetition secured credit facilities and counsel thereto; (e) the office of the attorney general for each of the states in which the 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) the Utility Providers; and (j) any

party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of page intentionally left blank]*

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

Dated: June, 4 2023

*/s/ Michael D. Sirota*

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*Proposed Co-Counsel for Debtors and  
Debtors in Possession*



**Exhibit A**

**Proposed Interim Order**

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

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

**KIRKLAND & ELLIS LLP**

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*Proposed Co-Counsel for Debtors and Debtors in Possession*

In re:

CYXTERA TECHNOLOGIES, INC., *et al*

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-14853 (JKS)

(Joint Administration Requested)

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

**INTERIM ORDER (I) APPROVING THE DEBTORS'  
PROPOSED ADEQUATE ASSURANCE OF PAYMENT  
FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY  
COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES,  
(III) APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING  
ADEQUATE ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through fourteen (14), is  
**ORDERED.**

(Page | 3)

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

Case No. 23-14853 (JKS)

Caption of Order: Interim Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief

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Upon the *Debtors' Motion for Entry of Interim and Final Orders (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief* (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an interim order (this "Interim Order") (a) approving the Debtors' proposed adequate assurance of payment for future utility services, (b) prohibiting Utility Providers from altering, refusing, or discontinuing services, (c) approving the Adequate Assurance Procedures, (d) scheduling a final hearing to consider approval of the Motion on a final basis, and (e) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at

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

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

Case No. 23-14853 (JKS)

Caption of Order: Interim Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief

---

a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on an interim basis as set forth herein.

2. The Final Hearing on the Motion will be held on \_\_\_\_\_, **2023 at \_\_\_\_\_ (Eastern Time)**. Objections, if any, that relate to the Motion shall be filed and served so as to be actually received by the Debtors' proposed counsel on or before \_\_\_\_\_, **2023 at 4:00 p.m. (Eastern Time)**. If no objections are filed to the Motion, the Court may enter an order approving the relief requested in the Motion on a final basis without further notice or hearing.

3. Subject to the Adequate Assurance Procedures for resolving Adequate Assurance Requests, the Adequate Assurance Deposit, together with the Debtors' ability to pay for future Utility Services in the ordinary course of business, shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

4. The following Adequate Assurance Procedures are hereby approved on an interim basis:

- a. Within twenty (20) days of the entry of this Interim Order, the Debtors will deposit the Adequate Assurance Deposit of \$5.3 million, which is calculated in the manner set forth in paragraph 12 of the Motion, in the newly created, segregated, interest-bearing Adequate Assurance Account.
- b. Each Utility Provider shall be entitled to the funds in the Adequate Assurance Account in the amount set forth for such Utility Provider in the

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column labeled "Proposed Adequate Assurance" on the Utility Services List, attached to the Motion as Exhibit C.

- c. If an amount relating to Utility Services provided postpetition by any Utility Provider is unpaid, and remains unpaid beyond any applicable grace period, such Utility Provider may request a disbursement from the Adequate Assurance Account up to the amount applicable to each such Utility Provider by giving notice to: (i) the Debtors, Cyxtera Technologies, Inc., 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134, Attn: Terry Blattel; (ii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Edward O. Sassower (edward.sassower@kirkland.com), Christopher Marcus (christopher.marcus@kirkland.com), and Derek I. Hunter (derek.hunter@kirkland.com); (iii) proposed co-counsel to the Debtors, Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq. (msirota@coleschotz.com), Warren A. Usatine, Esq. (wusatine@coleschotz.com), and Felice Yudkin (fyudkin@coleschotz.com); (iv) counsel to the Ad Hoc First Lien Group, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166, Attn: Scott Greenberg (sgreenberg@gibsondunn.com) and Steven Domanowski (sdomanowski@gibsondunn.com); (v) counsel to the official committee of unsecured creditors (if any) appointed in these chapter 11 cases; and (vi) the Office of The United States Trustee for the District of New Jersey, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey, 07102, Attn: Dave Gerardi, Esq. (David.Gerardi@usdoj.gov); (collectively, the "Notice Parties"). Should the Debtors receive such a notice, they shall provide a copy of said notice to the Ad Hoc First Lien Group (email is sufficient) within one (1) business day of receipt. The Debtors shall honor such request within five business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Provider to resolve any dispute regarding such request without further order of the Court. To the extent any Utility Provider receives a disbursement from the Adequate Assurance Account, the Debtors shall replenish the Adequate Assurance Account in the amount disbursed.
- d. Any Utility Provider desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve an Adequate Assurance Request on the Notice Parties. Should the Debtors receive such a request,

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

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they shall provide a copy of said notice to the Ad Hoc First Lien Group (email is sufficient) within one (1) business day of receipt. An Adequate Assurance Request may be made at any time.

- e. Any Adequate Assurance Request must: (i) be in writing; (ii) identify the location for which the Utility Services are provided; (iii) summarize the Debtors' payment history relevant to the affected account(s), including any security deposits; (iv) provide evidence that the Debtors have a direct obligation to the Utility Provider; (v) certify that the Utility Provider does not already hold a deposit equal to or greater than two weeks of Utility Services; and (vi) explain why the Utility Provider believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment.
- f. Unless a Utility Provider files and serves an Adequate Assurance Request, the Utility Provider shall be (i) deemed to have received "satisfactory" adequate assurance of payment in compliance with section 366 of the Bankruptcy Code and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.
- g. Upon the Debtors' receipt of an Adequate Assurance Request, the Debtors shall promptly negotiate with the Utility Provider to resolve the Utility Provider's Adequate Assurance Request.
- h. The Debtors may, without further order from the Court, resolve any Adequate Assurance Request by mutual agreement with a Utility Provider and the Debtors may, in connection with any such agreement, provide a Utility Provider with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe that such adequate assurance is reasonable; *provided, however* that (i) the Debtors shall maintain a summary record of such agreements and their respective terms, and such summary record and the agreements themselves shall be available to the Notice Parties upon request, and (ii) the Debtors shall consult with the Ad Hoc First Lien Group prior to resolving any material Adequate Assurance Request pursuant to the aforementioned clause.
- i. If the Debtors and the Utility Provider are unable to reach a consensual resolution within fourteen days of receipt of an Adequate Assurance

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Request, or if a Utility Provider was omitted from the Utility Services List and wishes to dispute that they received adequate assurance of future payment as required by section 366 of the Bankruptcy Code as provided by this Interim Order, the Debtors will request a hearing before the Court at the next regularly-scheduled omnibus hearing to determine the adequacy of assurance of payment with respect to that particular Utility Provider (a "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code.

1. At all times prior to resolution of such dispute at a Determination Hearing and the entry of any Court order as a result thereof, the relevant Utility Provider shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of: (i) unpaid charges for prepetition services; (ii) a pending Adequate Assurance Request; or (iii) any objections filed in response to the Proposed Adequate Assurance.

5. The Utility Providers are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

6. Absent further order of the Court, all Utility Providers are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these chapter 11 cases, or any perceived inadequacy of the Proposed Adequate Assurance.

7. The Debtors are authorized to cause the Adequate Assurance Deposit to be held in a newly created, segregated, interest-bearing account during the pendency of these chapter 11 cases.

8. The Debtors are authorized, but not directed, to add or remove such parties from the Utility Services List; *provided, however*, that the Debtors shall provide notice of any such addition or removal to the Notice Parties; *provided, further*, that, if a Utility Provider is removed



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from the Utility Services List, the Debtors shall provide the applicable Utility Provider with two weeks' notice thereof and the opportunity to respond to such removal. To the extent that there is any dispute as to the postpetition amounts owed to a Utility Provider or such Utility Provider's removal, such Utility Provider shall not be removed from the Utility Services List, and no funds shall be removed from the Adequate Assurance Deposit, until such dispute has been resolved. To the extent the Debtors and the Utility Provider are unable to reach a consensual resolution within fourteen (14) days of the Debtors' receipt of notice of such dispute, the Debtors shall request a hearing before this Court at the next omnibus hearing date or such other date that the Debtor and the Utility Provider may agree.

9. For any Utility Provider that is subsequently added to the Utility Services List, the Debtors shall serve such Utility Provider a copy of this Interim Order, including the Adequate Assurance Procedures, and provide such Utility Provider two weeks' notice to object to the inclusion of such Utility Provider on the Utility Services List. If an objection is received, to the extent the Debtors and the Utility Provider are unable to reach a consensual resolution within fourteen (14) days of the Debtors' receipt of such objection, the Debtors shall request a hearing before this Court at the next omnibus hearing date or such other date that the Debtor and the Utility Provider may agree. The terms of this Interim Order and the Adequate Assurance Procedures shall apply to any subsequently identified Utility Provider. The Debtors shall supplement Exhibit C to the Motion with the names of any subsequently identified Utility Provider and file the same with the Court.

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10. To the extent that the Debtors become delinquent with respect to a Utility Provider's account after the Petition Date, such Utility Provider shall be permitted to file a written notice of delinquency with the Court (a "Delinquency Notice") and serve such Delinquency Notice on the Debtors. Such Delinquency Notice must set forth the amount of the delinquency with enough detail for the Debtors and other parties-in-interest to determine the amount owing, by account number, and the dates services were provided. If such delinquency is not cured, and none of the Debtors have objected to the Delinquency Notice within ten (10) days of receipt, the Debtors will be required to remit to the respective Utility Provider from the Adequate Assurance Account the amount of postpetition charges claimed as delinquent. The Debtors will further be required to ensure that the Adequate Assurance Deposit is replenished, by the amount disbursed, after payment of the delinquent balance. If an objection is filed to the Delinquency Notice, the Debtors will request that this Court schedule a hearing to resolve the dispute.

11. The relief granted herein is for all Utility Providers providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List.

12. Any landlord or third party that pays directly for Utility Services for the benefit of the Debtors pursuant to a nonresidential real property lease, and has been provided notice of the relief provided by this Interim Order, must continue paying for such Utility Services in the ordinary course of business and may not cease, reduce, delay, or otherwise interfere with the payment or delivery of such Utility Services, regardless of any nonpayment, deferral, or waiver of rent, or any defaults with respect to the applicable lease; *provided* that a landlord or third party may cease

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payments on account of Utility Services following the effective date of any rejection of the applicable lease pursuant to section 365 of the Bankruptcy Code, if any.

13. Pursuant to the Adequate Assurance Procedures, upon the Debtors' termination of Utility Services, the Debtors may, in their discretion and without further order of this Court, reduce the Adequate Assurance Deposit by an amount not exceeding, for each of the Utility Services being discontinued, the lesser of (i) the estimated two-week utility expense for such Utility Services or (ii) the amount of the Adequate Assurance Deposit then attributable to the applicable Utility Provider. If there are no outstanding disputes, then upon the effective date of a plan in these chapter 11 cases, the Adequate Assurance Deposit shall be returned to the Debtors, less any amount owed on account of unpaid, postpetition Utility Services, by no later than five (5) business days following the date upon which the plan becomes effective.

14. The Debtors' service of the Motion upon the Utility Services List shall not constitute an admission or concession that any such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

15. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of any prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors'

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

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designation of any particular check or electronic payment request as approved by this Interim Order.

16. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Interim Order or the Motion or any order granting the relief requested by the Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, claims, causes of action or other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such

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liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. Any payment made pursuant to this Interim Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

17. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein and to the extent authorized by this Interim Order.

18. Notwithstanding anything to the contrary in any other order of this Court, including any order authorizing debtor in possession financing or use of cash collateral, the interests of any party, including but not limited to the Debtors' post-petition or pre-petition lenders, in, or lien on, the Adequate Assurance Deposit shall be subordinate to the Utility Providers' interest in any Adequate Assurance Deposit until such time as the Adequate Assurance Deposit is returned to the Debtors pursuant to this Interim Order, or as otherwise ordered by the Court.

19. Nothing in this Interim Order authorizes the Debtors to accelerate any payments not otherwise due.

20. Notwithstanding anything to the contrary contained in the Motion or this Interim Order, any payment to be made, obligation incurred, or relief or authorization granted hereunder

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shall not be inconsistent with, and shall be subject to and in compliance with, the requirements imposed on the Debtors under the terms of each interim and final order entered by the Court in respect of *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protections, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* filed substantially contemporaneously herewith (the "DIP Orders"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Orders.

21. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

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

23. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Interim Order shall be effective and enforceable immediately upon entry hereof.

24. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

Case No. 23-14853 (JKS)

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25. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

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

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

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

**Exhibit B**

**Proposed Final Order**



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

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

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

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

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fyudkin@coleschotz.com

*Proposed Co-Counsel for Debtors and Debtors in Possession*

In re:

CYXTERA TECHNOLOGIES, INC., *et al*

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-14853 (JKS)

(Joint Administration Requested)

**FINAL ORDER (I) APPROVING THE DEBTORS'  
PROPOSED ADEQUATE ASSURANCE OF PAYMENT  
FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY**

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.kccllc.net/cyxtera>. The location of Debtor Cyxtera Technologies, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134.

**COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES,  
(III) APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING  
ADEQUATE ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through thirteen (13), is  
**ORDERED.**

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

Case No. 23-14853 (JKS)

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Upon the *Debtors' Motion for Entry of Interim and Final Orders (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief* (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of a final order (this "Final Order") (a) approving the Debtors' proposed adequate assurance of payment for future utility services, (b) prohibiting Utility Providers from altering, refusing, or discontinuing services, (c) approving the Adequate Assurance Procedures, and (d) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that sufficient cause exists for the relief set forth herein; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at

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

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a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis as set forth herein.
2. Subject to the Adequate Assurance Procedures for resolving Adequate Assurance Requests, the Adequate Assurance Deposit, together with the Debtors' ability to pay for future Utility Services in the ordinary course of business, shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.
3. The following Adequate Assurance Procedures are hereby approved:
  - a. Within twenty (20) days of the entry of the Interim Order, the Debtors will deposit the Adequate Assurance Deposit of \$5.3 million, which is calculated in the manner set forth in paragraph 12 of the Motion, in the newly created, segregated, interest-bearing Adequate Assurance Account.
  - b. Each Utility Provider shall be entitled to the funds in the Adequate Assurance Account in the amount set forth for such Utility Provider in the column labeled "Proposed Adequate Assurance" on the Utility Services List, attached to the Motion as Exhibit C.
  - c. If an amount relating to Utility Services provided postpetition by any Utility Provider is unpaid, and remains unpaid beyond any applicable grace period, such Utility Provider may request a disbursement from the Adequate Assurance Account up to the amount applicable to each such Utility Provider by giving notice to: (i) the Debtors, Cyxtera Technologies, Inc., 2333 Ponce de Leon Boulevard, Ste. 900, Coral Gables, Florida 33134, Attn: Terry Blattel; (ii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Edward O. Sassower (edward.sassower@kirkland.com ), Christopher Marcus

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---

(christopher.marcus@kirkland.com), and Derek I. Hunter (derek.hunter@kirkland.com); (iii) proposed co-counsel to the Debtors, Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq. (msirota@coleschotz.com), Warren A. Usatine, Esq. (wusatine@coleschotz.com), and Felice Yudkin (fyudkin@coleschotz.com); (iv) counsel to the Ad Hoc First Lien Group, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166, Attn: Scott Greenberg (sgreenberg@gibsondunn.com), Steven Domanowski (sdomanowski@gibsondunn.com); (v) counsel to the official committee of unsecured creditors (if any) appointed in these chapter 11 cases; and (vi) the Office of The United States Trustee for the District of New Jersey, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey, 07102, Attn: Dave Gerardi Esq.; (collectively, the "Notice Parties"). Should the Debtors receive such a notice, they shall provide a copy of said notice to the Ad Hoc First Lien Group (email is sufficient) within one (1) business day of receipt. The Debtors shall honor such request within five business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Provider to resolve any dispute regarding such request without further order of the Court. To the extent any Utility Provider receives a disbursement from the Adequate Assurance Account, the Debtors shall replenish the Adequate Assurance Account in the amount disbursed.

- d. Any Utility Provider desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve an Adequate Assurance Request on the Notice Parties. Should the Debtors receive such a request, they shall provide a copy of said notice to the Ad Hoc First Lien Group (email is sufficient) within one (1) business day of receipt. An Adequate Assurance Request may be made at any time.
- e. Any Adequate Assurance Request must: (i) be in writing; (ii) identify the location for which the Utility Services are provided; (iii) summarize the Debtors' payment history relevant to the affected account(s), including any security deposits; (iv) provide evidence that the Debtors have a direct obligation to the Utility Provider; (v) certify that the Utility Provider does not already hold a deposit equal to or greater than two weeks of Utility Services; and (vi) explain why the Utility Provider believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment.

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

Case No. 23-14853 (JKS)

Caption of Order: Final Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief

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- f. Unless a Utility Provider files and serves an Adequate Assurance Request, the Utility Provider shall be (i) deemed to have received "satisfactory" adequate assurance of payment in compliance with section 366 of the Bankruptcy Code and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.
- g. Upon the Debtors' receipt of an Adequate Assurance Request, the Debtors shall promptly negotiate with the Utility Provider to resolve the Utility Provider's Adequate Assurance Request.
- h. The Debtors may, without further order from the Court, resolve any Adequate Assurance Request by mutual agreement with a Utility Provider and the Debtors may, in connection with any such agreement, provide a Utility Provider with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe that such adequate assurance is reasonable; *provided, however* (i) the Debtors shall maintain a summary record of such agreements and their respective terms, and such summary record and the agreements themselves shall be available to the Notice Parties upon request, and (ii) that the Debtors shall consult with the Ad Hoc First Lien Group prior to resolving any material Adequate Assurance Request pursuant to the aforementioned clause.
- i. If the Debtors and the Utility Provider are unable to reach a consensual resolution within fourteen days of receipt of an Adequate Assurance Request, or if a Utility Provider was omitted from the Utility Services List and wishes to dispute that they received adequate assurance of future payment as required by section 366 of the Bankruptcy Code as provided by this Interim Order, the Debtors will request a hearing before the Court at the next regularly-scheduled omnibus hearing to determine the adequacy of assurance of payment with respect to that particular Utility Provider (a "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code.
- m. At all times prior to resolution of such dispute at a Determination Hearing and the entry of any Court order as a result thereof, the relevant Utility Provider shall be prohibited from altering, refusing, or discontinuing service

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to the Debtors on account of: (i) unpaid charges for prepetition services; (ii) a pending Adequate Assurance Request; or (iii) any objections filed in response to the Proposed Adequate Assurance.

4. The Utility Providers are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

5. Absent further order of the Court, all Utility Providers are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these chapter 11 cases, or any perceived inadequacy of the Proposed Adequate Assurance.

6. The Debtors are authorized to cause the Adequate Assurance Deposit to be held in a newly created, segregated, interest-bearing account during the pendency of these chapter 11 cases.

7. The Debtors are authorized, but not directed, to add or remove such parties from the Utility Services List; *provided, however*, that the Debtors shall provide notice of any such addition or removal to the Notice Parties; *provided, further*, that, if a Utility Provider is removed from the Utility Services List, the Debtors shall provide the applicable Utility Provider with two weeks' notice thereof and the opportunity to respond to such removal. To the extent that there is any dispute as to the postpetition amounts owed to a Utility Provider or such Utility Provider's removal, such Utility Provider shall not be removed from the Utility Services List, and no funds shall be removed from the Adequate Assurance Deposit, until such dispute has been resolved. To the extent the Debtor and the Utility Provider are unable to reach a consensual resolution within

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fourteen (14) days of the Debtors' receipt of notice of such dispute, the Debtors shall request a hearing before this Court at the next omnibus hearing date or such other date that the Debtor and the Utility Provider may agree.

8. For any Utility Provider that is subsequently added to the Utility Services List, the Debtors shall serve such Utility Provider a copy of this Final Order, including the Adequate Assurance Procedures, and provide such Utility Provider two weeks' notice to object to the inclusion of such Utility Provider on the Utility Services List. If an objection is received, to the extent the Debtors and the Utility Provider are unable to reach a consensual resolution within fourteen (14) days of the Debtors' receipt of such objection, the Debtors shall request a hearing before this Court at the next omnibus hearing date or such other date that the Debtor and the Utility Provider may agree. The terms of this Final Order and the Adequate Assurance Procedures shall apply to any subsequently identified Utility Provider. The Debtors shall supplement Exhibit C to the Motion with the names of any subsequently identified Utility Provider and file the same with the Court.

9. To the extent that the Debtors become delinquent with respect to a Utility Provider's account after the Petition Date, such Utility Provider shall be permitted to file a written notice of delinquency with the Court (a "Delinquency Notice") and serve such Delinquency Notice on the Debtors. Such Delinquency Notice must set forth the amount of the delinquency with enough detail for the Debtors and other parties-in-interest to determine the amount owing, by account number, and the dates services were provided. If such delinquency is not cured, and none



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of the Debtors have objected to the Delinquency Notice within ten (10) days of receipt, the Debtors will be required to remit to the respective Utility Provider from the Adequate Assurance Account the amount of postpetition charges claimed as delinquent. The Debtors will further be required to ensure that the Adequate Assurance Deposit is replenished, by the amount disbursed, after payment of the delinquent balance. If an objection is filed to the Delinquency Notice, the Debtors will request that this Court schedule a hearing to resolve the dispute.

10. The relief granted herein is for all Utility Providers providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List.

11. Any landlord or third party that pays directly for Utility Services for the benefit of the Debtors pursuant to a nonresidential real property lease, and has been provided notice of the relief provided by this Final Order, must continue paying for such Utility Services in the ordinary course of business and may not cease, reduce, delay, or otherwise interfere with the payment or delivery of such Utility Services, regardless of any nonpayment, deferral, or waiver of rent, or any defaults with respect to the applicable lease; *provided* that a landlord or third party may cease payments on account of Utility Services following the effective date of any rejection of the applicable lease pursuant to section 365 of the Bankruptcy Code, if any.

12. Pursuant to the Adequate Assurance Procedures, upon the Debtors' termination of Utility Services, the Debtors may, in their discretion and without further order of this Court, reduce the Adequate Assurance Deposit by an amount not exceeding, for each of the Utility Services being discontinued, the lesser of (i) the estimated two-week utility expense for such Utility

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Services or (ii) the amount of the Adequate Assurance Deposit then attributable to the applicable Utility Provider. If there are no outstanding disputes, then upon the effective date of a plan in these chapter 11 cases, the Adequate Assurance Deposit shall be returned to the Debtors, less any amount owed on account of unpaid, postpetition Utility Services, by no later than five business days following the date upon which the plan becomes effective.

13. The Debtors' service of the Motion upon the Utility Services List shall not constitute an admission or concession that any such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

14. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of any prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

15. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any

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particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Final Order or the Motion or any order granting the relief requested by the Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, claims, causes of action or other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease. Any payment made pursuant to this Final Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

16. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests

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that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein and to the extent authorized by this Final Order.

17. Notwithstanding anything to the contrary in any other order of this Court, including any order authorizing debtor in possession financing or use of cash collateral, the interests of any party, including but not limited to the Debtors' post-petition or pre-petition lenders, in, or lien on, the Adequate Assurance Deposit shall be subordinate to the Utility Providers' interest in any Adequate Assurance Deposit until such time as the Adequate Assurance Deposit is returned to the Debtors pursuant to this Final Order, or as otherwise ordered by the Court.

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

19. Notwithstanding anything to the contrary contained in the Motion or this Interim Order, any payment to be made, obligation incurred, or relief or authorization granted hereunder shall not be inconsistent with, and shall be subject to and in compliance with, the requirements imposed on the Debtors under the terms of each interim and final order entered by the Court in respect of *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protections, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* filed substantially contemporaneously herewith (the "DIP Orders"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions

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thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Orders.

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

21. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.

22. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

23. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

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

**Exhibit C**

**Utility Services List**

Utility Provider	Utility Provider Address	Service Provided	Account Number(s)	Proposed Adequate Assurance <sup>1</sup>
6DG	Commodity Quay, St Katharine Docks, London, E1W 1AZ	Telecom	66913	\$200.00
Alectra Utilities	55 John Street North, Markham, ON L8R3M8 Canada	Electricity	1435402575, 3153530000, 4891142205	\$180,600.00
American Electric Power	P.O. Box 371496, Pittsburgh, PA 15250	Electricity	10792668112	\$13,600.00
Arapahoe Co Water & Wastewater Authority	P.O. Box 4640, Carol Stream, IL 60197	Water, Sewer	124485	\$3,200.00
AT&T	P.O. BOX 5076 CAROL STREAM, IL 60197-5076	Telecom	4084921682, 7709411784, 7709449438, 3104141422650, 4084968083222, 9499559081649, 7707396790-002	\$1,100.00
Bay Area Air Quality Management District	375 Beale Street, Suite 600, San Francisco, CA 94105	Utilities		\$3,000.00
bp Energy Retail Company LLC	540 W Madison, 4th Floor, Chicago, IL 60661	Electricity	81054, 81056, 81058, 81060, 81062	\$89,827.00
Burbank Water & Power	164 W. Magnolia Blvd, Burbank, CA 91502	Electricity, Water, Sewer, Waste	505541484	\$122,700.00
Cablevision Lightpath, LLC	1111 Stewart Ave, Bethpage, NY 11714	Telecom		\$2,100.00
Calpine Energy Solutions	401 W. A Street, Suite 500, San Diego, CA 92101	Electricity	537595, 587579, 587581, 587582, 678977, 678978, 678979, 713532, 740603, 740604, 740605, 740606, 740607, 740608	N/A
Calpine Energy Solutions	401 W. A Street, Suite 500, San Diego, CA 92101	Electricity	634432	\$4,700.00
Capcon Networks LLC	500 W 2nd St Ste 1900 Austin, TX 78701	Telecom		\$3,200.00

<sup>1</sup> For the avoidance of doubt, certain Utility Providers currently hold deposits as of the Petition Date.

Utility Provider	Utility Provider Address	Service Provided	Account Number(s)	Proposed Adequate Assurance <sup>1</sup>
Capitol Waste & Recycling Services	321 Dering Ave., Columbus, OH 43207	Waste		\$100.00
City Of El Segundo	350 Main St., El Segundo, CA 90245	Water, Sewer	22009654000, 22009804000, 23011004000	\$500.00
City Of Fort Worth Water Dept.	P.O. Box 870, Fort Worth, TX 76101	Water, Sewer	894051395360	\$1,700.00
City Of Santa Clara	1500 Warburton Ave, Santa Clara, CA 95050	Electricity, Water, Sewer	0001767807, 0006128605, 0006128707, 0006128907, 0006129107, 0006129307, 0006218906, 0006219106, 0006278407, 0006278507, 0006278606, 0006278807, 0006278907, 0006279006, 0006517905, 0007184602, 0007186602, 0007227304, 0007233605	\$1,075,700.00
City Of Seattle	P.O. Box 35178, Seattle, WA 98124	Electricity	4462330000	\$69,500.00
City Of Seattle	P.O. Box 35178, Seattle, WA 98124	Electricity	2820020000	\$99,200.00
City Of Sunnyvale	P.O. Box 4000, Sunnyvale, CA 94088	Water, Sewer, Waste	10263169830, 10263173954	\$7,600.00
City Of Tempe	P.O. Box 52166, Phoenix, AZ 85072	Water, Sewer, Waste	5782824131	\$500.00
City Of Tukwila	6200 Southcenter Blvd, Tukwila, WA 98188	Sewer	1300210000, 1300220000, 1300240000, 1300250000, 1300270000, 1300290000	\$6,100.00
City of Waltham	610 Main Street, Waltham, MA 02452	Utilities	84 WB IC9915	\$100.00
Cogent	P.O. Box 791087 Baltimore, MD 21279-1087	Telecom		\$2,900.00



Utility Provider	Utility Provider Address	Service Provided	Account Number(s)	Proposed Adequate Assurance <sup>1</sup>
Comcast Business	PO BOX 71211 Charlotte NC 28272-1211	Telecom	*8495600450799335	\$400.00
ComEd	P.O. Box 6111, Carol Stream, IL 60197	Electricity	0347136056, 0354001148, 2373135054, 3258081116	\$68,800.00
ComEd	P.O. Box 6111, Carol Stream, IL 60197	Electricity	0037056036, 0403056137, 0630041057, 3123001224, 5923046043	\$46,973.00
Constellation Newenergy Gas DV	P.O. Box 5473, Carol Stream, IL 60197	Gas	BG177350	\$15,300.00
Constellation NewEnergy Inc.	1001 Louisiana St., Suite 2300, Houston, TX 77002	Electricity	8154303, 8154304, 8154307, 8154308, 8154309, 8154311, 8713029, 8713030, 8713037, 8713038, 8713039, 8713040, 8713041, 8734527, 8734528	\$227,400.00
Constellation NewEnergy Inc.	1001 Louisiana St., Suite 2300, Houston, TX 77002	Electricity	8279605	\$22,068.00
Constellation NewEnergy Inc.	1001 Louisiana St., Suite 2300, Houston, TX 77002	Electricity	9751357	\$173,272.00
Delaware Co Regional Sewer Dist.	50 Channing Street, Delaware, OH 43015	Sewer	QWE1946	\$200.00
Delco Water Company	6658 Olentangy Road, Delaware, OH 43015	Water	14439602	\$1,100.00
Direct Energy Business	1001 Liberty Avenue, Pittsburgh, PA 15222	Electricity	1696510, 1696511, 1696512, 1696513, 1696514, 1756051, 1756052	\$394,700.00

Utility Provider	Utility Provider Address	Service Provided	Account Number(s)	Proposed Adequate Assurance <sup>1</sup>
Dominion Energy Virginia	P.O. Box 26543, Richmond, VA 23290	Electricity	0296845225, 0825525942, 1023177056, 1574862015, 2299709515, 2535204560, 8947248533	\$319,500.00
Elk Grove Village	901 Wellington Ave, Elk Grove Village, IL 60007	Water, Sewer	1373700168765	\$1,400.00
Eversource	P.O. Box 56007, Boston, MA 2205	Electricity	26066791042, 26066801015, 26826130051	\$118,600.00
Frontier	P.O. Box 211579 Eagan, MN 55121-2879	Telecom	7405494946, 813372013008231 75 P# 9581	\$400.00
Granite	100 Newport Ave Ext., Quincy, MA 02171	Telecom	8908838, 8908839, 8910482, 04320485, 04447648, 04482155, 04482241, 04483993, 04486762, 04486804, 04486808, 04486946, 04487002, 04487023, 04487175, 04487178, 04487193, 04489246, 04489249, 04489251, 04489255, 04489261, 04489263, 04489264, 04489266, 04489267, 04489272, 04489274, 04489276, 04489284, 04489288,	\$8,400.00

Utility Provider	Utility Provider Address	Service Provided	Account Number(s)	Proposed Adequate Assurance <sup>1</sup>
			04489289, 04489292, 04489301, 04489302, 04489332, 04489436, 04489446, 04489447, 04489449, 04489452, 04489465, 04489468, 04489470, 04489495, 04489501, 04489512, 04552365, 04579185, 04823781, 04837868, 04842155, 04842159, 04848458, 04851767, 04864895, 08908794, 08908838, 08908839,	
Greystone Power Corp	P.O. Box 6071, Douglasville, GA 30154	Electricity	484383002	\$128,100.00
Highlands Ranch Metro District	62 W. Plaza Dr., Highlands Ranch, CO 80129	Electricity, Water, Sewer	57753, 57755, 87482	\$7,200.00
Highline Water District	23828 30th Ave South, Kent, WA 98032	Water	919000, 919100, 919200, 919300, 919400, 919500, 919600, 919700, 1832600, 1832700	\$4,400.00
Intelipeer	1855 Griffin Road Suite A200 Dania Beach, FL 33004	Telecom		\$2,000.00
Iron Mountain	1 Federal St., Boston, MA 02110	Landlord - Electricity	SAVVIS0001LPH X1A, SAVVIS0001LPH X1B, SAVVIS0001LPH	\$193,600.00

Utility Provider	Utility Provider Address	Service Provided	Account Number(s)	Proposed Adequate Assurance <sup>1</sup>
			X1C, SAVVIS0001LPH X1D	
Irvine Ranch Water District	15600 Sand Canyon Ave, Irvine, CA 92618	Water	7705232343	\$200.00
Level 3 Communications Canada Co.		Telecom	5-FMQFJWCM	\$1,000.00
Level 3 Communications Japan K.K.		Telecom	5-CQHMHPXB	\$100.00
Level 3 Communications LLC	PO Box 910182, Denver, CO 80291	Telecom	5-FTHQ7K8PF	\$7,100.00
Level 3 Communications Singapore Pte Ltd		Telecom	5-CGGSG0RR	\$400.00
Liander N.V.	Utrechtseweg 68, KVK Arnhem 08021677, 6812 AH Arnhem	Electricity	3008192904	\$18,500.00
Loudoun Water	44865 Loudon Way, Ashburn, VA 20146	Water	200054010, 200054751, 201067389	\$1,100.00
Maandfactuur Elektriciteit Vattenfall Sales Nederland N. V.	Pac 1AF7233, Postbus 41920, 1009 DC Amsterdam	Electricity	50590260	\$11,500.00
National Grid	P.O. Box 371338, Pittsburgh, PA 15250	Electricity	5105228004, 5105812078	\$600.00
Net2Phone	520 Broad St, Newark, NJ 07102	Telecom		\$800.00
Nicor Gas	P.O. Box 2020, Aurora, IL 60507	Gas	24220295307	\$300.00
North Hudson Sewerage Auth.	1600 Adams Street, Hoboken, NJ 7030	Sewer	300146000, 301609000, 301897000	\$8,800.00
PG&E	P.O. Box 997300, Sacramento, CA 95899	Electricity, Gas	0642794673, 5296017056, 7133267806, 8804798801	\$93,600.00
Polaris Realty Canada Ltd	555 West Hasting Street, BC, Canada	Electricity	POLARV684N6	\$20,400.00
PSE&G Co.	P.O. Box 14444, New Brunswick, NJ 8906	Electricity	4200120003, 4200163209, 4200307405,	\$92,700.00

Utility Provider	Utility Provider Address	Service Provided	Account Number(s)	Proposed Adequate Assurance <sup>1</sup>
			4200608200, 4204507018, 6771945308	
PSE&G Co.	P.O. Box 14444, New Brunswick, NJ 8906	Electricity	4200193302	\$5,132.00
PSE&G Co.	P.O. Box 14444, New Brunswick, NJ 8906	Electricity	4223300504	\$37,028.00
Puget Sound Energy	P.O. Box 91269, Bellevue, WA 98009	Electricity, Gas	220018832463, 220018833107, 220018833115	\$103,200.00
Region Of Peel	10 Peel Centre Dr., Brampton, ON L6T4B9 Canada	Electricity	5360310000, 1384314571, 9543887025	\$2,900.00
Republic Services - Sun Valley, CA	18500 N. Allied Way, Phoenix, AZ 85054	Sewer		\$300.00
Republic Services 183	1600 127th Ave. NE, Bellevue, WA 98005	Sewer	301830091259	\$300.00
Republic Services Of Santa Clara County	1601 Dixon Landing Rd., Milpitas, CA 94546	Sewer		\$4,900.00
Republic Services, Inc. - Atlanta, GA	3045 Donald Lee Hollowell Pkwy, NW, Atlanta, GA 30318	Sewer		\$200.00
Republic Services, Inc. - Gardena, CA	14905 S San Pedro St., Gardena, CA 90248	Sewer		\$300.00
RS Titan LLC	999 N. Sepulveda Blvd, El Segundo, CA 90245	Landlord - Electricity	LWAMHW0101, LWAMHW0102	\$5,600.00
Shakopee Public Utilities Comm.	255 Sarazin Street, Shakopee, MN 55379	Electricity, Water, Sewer	123793001, 123793002	\$93,900.00
Shaw	Ste 900, 630 3rd Ave Sw, Calgary, Alberta, T2P4L4	Telecom	1422077772	\$100.00
SoCalGas	P.O. Box C, Monterey Park, CA 91756	Gas	10559539373, 19310473269	\$400.00
Southern California Edison	P.O. Box 6400, Rancho Cucamonga, CA 91729	Electricity, Gas	8003030340, 8003030519, 8003031077, 8003031558, 700060398914, 700060419122, 700135081032, 700716934219, 1055953937, 15596101665	\$187,400.00
Southern California Gas Co	17836 Gillette Ave, Irvine, CA 92614	Gas	1055953937, 15596000000	\$3,500.00

Utility Provider	Utility Provider Address	Service Provided	Account Number(s)	Proposed Adequate Assurance <sup>1</sup>
Southwest Gas	2200 N. Central, Suite 101, Phoenix, AZ 85004	Gas	910002005292	\$200.00
SRP	P.O. Box, Phoenix, AZ 85062	Electricity	336797006, 782597004, 858807001, 881947002	N/A
Suburban Waste MN, LLC	7125 126th St, Savage, MN 55378	Waste		\$100.00
Symmetry Energy Solutions LLC	9811 Katy Freeway, Suite 1400, Houston TX 77024	Gas	176424	\$400.00
Tampa Electric	P.O. Box 111, Tampa, FL 33601	Electricity	211006238011, 221005757911, 221006380671	N/A
Telus	510 Georgia St W, Vancouver, BC V6B 0M3	Telecom		\$100.00
T-Mobile	1000 Sawgrass Corporate Parkway Suite 400 Sunrise, FL 33323	Telecom	972077836	\$800.00
Veolia Water New Jersey	69 DeVoe Place, Hackensack, NJ 7601	Water	10003522541777, 10004626158002, 10007645605342	\$3,500.00
Verizon	PO Box 660108 Dallas, TX 75266	Telecom	642181147-00001, 642181147-00003	\$1,300.00
Village Of Bensenville	12 South Center Street, Bensenville, IL 60106	Water	168765	\$2,000.00
Washington Gas	6801 Industrial Rd, Springfield, VA 22151	Gas	310002337999, 310002338419, 310002338427, 310002338617, 310002338625	\$500.00
Waste Management Of Virginia, Inc.	1505 Moran Rd., Sterling, VA 20166	Waste		\$1,600.00
Water District No. 20	12606 1st Ave. S., Burien, WA 98168	Water	87930, 87940, 93530	\$400.00
Xcel Energy	P.O. Box 8, Eau Claire, WI 54702	Electricity, Gas	301885914, 302036258, 5300125672278, 5300125672858, 5300125672916	\$145,300.00
			<b>TOTAL</b>	<b>\$4,280,400.00</b>