

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

RELIZ TECHNOLOGY GROUP HOLDINGS
INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10371 (TMH)

(Joint Administration Requested)

**MOTION OF DEBTORS FOR ENTRY OF INTERIM AND
FINAL ORDERS (I) AUTHORIZING DEBTORS TO (A) CONTINUE
TO OPERATE THEIR CASH MANAGEMENT SYSTEM AND
(B) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS FORMS
AND HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
THERETO; (II) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO
PERFORM INTERCOMPANY TRANSACTIONS AND (B) GRANTING
ADMINISTRATIVE EXPENSE STATUS FOR POSTPETITION
INTERCOMPANY CLAIMS; (III) EXTENDING THE TIME FOR THE
DEBTORS TO COMPLY WITH REQUIREMENTS SET FORTH IN
11 U.S.C. § 345(b); AND (IV) GRANTING RELATED RELIEF**

Reliz Technology Group Holdings Inc. and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) hereby move (the “Motion”) for entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B** (the “Interim Order” and the “Final Order,” respectively), granting the relief described below. In support thereof, the Debtors rely upon the *Declaration of Mark Renzi in Support of Chapter 11 Petition and First Day Motions* [Docket No. 3] (the “First Day Declaration”).² In further support of the Motion, the Debtors respectfully represent as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Reliz Technology Group Holdings Inc. (6265); Reliz Technologies LLC (1968); Reliz LTD (N/A); and Reliz CI LTD (N/A). The Debtors’ service address is 401 West Ontario St., Suite 400, Chicago, IL 60654.

² Capitalized terms used but not otherwise defined in the Motion shall have the meanings ascribed to them in the First Day Declaration.



JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are sections 105(a), 345(b), 363, 364, and 503(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2015-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

3. The Debtors confirm their consent, pursuant to Local Rule 9013-1(f), to the entry of a final order by the Court in connection with the Motion in the event 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.

RELIEF REQUESTED

4. By the Motion, the Debtors respectfully request entry of the Interim Order and the Final Order (a) authorizing, but not directing, the Debtors, in their sole discretion, to (i) continue to operate their existing cash management system, and (ii) maintain existing bank accounts and business forms and honor certain prepetition obligations related thereto; (b) authorizing, but not directing, the Debtors to (i) continue to engage in intercompany transactions through their existing cash management system consistent with historical practice, and (ii) grant administrative expense status for postpetition intercompany claims; (c) extending the

time for the Debtors to comply with deposit and investment regulations set forth by Bankruptcy Code section 345(b), to the extent necessary; and (d) granting related relief.

5. The Debtors also request that their Banks be entitled to rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other first day motion or application. Moreover, should a Bank honor a prepetition check or other item drawn on any of the Debtors' bank accounts (a) at the direction of the Debtors to honor such prepetition check or item, (b) in good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made, despite implementation of customary item handling procedures, the Debtors request that the Bank shall not be liable to the Debtors, their estates, or any other party on account of such prepetition check or other item being honored postpetition.

BACKGROUND

I. The Chapter 11 Cases

6. On March 15, 2026 (the "Petition Date"), each Debtor commenced a case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases") in the United States Bankruptcy Court for the District of Delaware (the "Court").

7. The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

8. To date, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") has not appointed an official committee in the Chapter 11 Cases, nor has any trustee or examiner been appointed.

9. Additional information regarding the Debtors and the Chapter 11 Cases, including the reasons for and objectives of the Chapter 11 Cases, is set forth in the First Day Declaration.

II. The Debtors' Cash Management System

10. In the ordinary course of business, the Debtors utilize an integrated, centralized cash management system (the "Cash Management System") through which funds are received, collected, consolidated, held, transferred, and disbursed to pay various business-related expenses. The Cash Management System is tailored to meet the Debtors' operating needs and is similar to those employed by corporate enterprises of comparable size and complexity to manage cash flow between entities. The Cash Management System enables the Debtors to collect and disburse cash efficiently and effectively, pay their financial obligations, centrally control and monitor corporate and customer funds and available cash, reduce administrative expenses, safeguard customer funds, and obtain accurate balances and other financial data. Thus, it is critical that the Cash Management System remains intact during the Chapter 11 Cases to ensure seamless continuation of transactions and payment of the Debtors' financial obligations while the Debtors pursue their chapter 11 strategy.

11. The Debtors routinely deposit, withdraw, and otherwise transfer funds to, from, and between bank accounts by various methods, including by cash, check, wire transfer, automated clearing house ("ACH") transfer, and electronic funds transfer ("EFT"). The Debtors maintain controls relating to the Cash Management System and continue to improve upon these controls. The Debtors further maintain current and accurate records of all transactions processed through the Cash Management System, including intercompany obligations. The Debtors' finance, accounting, and treasury departments regularly reconcile the Debtors' books and records to ensure

that all such transfers are properly accounted for. A flowchart depicting the flow of funds in the Cash Management System is attached hereto as **Exhibit C**.

A. Bank Accounts

12. As of the Petition Date, the Cash Management System is comprised of 12 bank accounts used for corporate purposes (the “Corporate Accounts”). All of the Bank Accounts are held at either Debtors Reliz Technology LLC, Reliz Technology Group Holdings Inc., or Reliz LTD. The Bank Accounts are maintained at four different banks, including Burling Bancorp, Inc. (“Burling”), Byline Bancorp, Inc. (“Byline”), Banking Circle S.A. (“Banking Circle”), and OpenPayd³ (collectively, the “Banks”).⁴ A list of the Debtors’ Bank Accounts is attached hereto as **Exhibit D**.

13. The Corporate Accounts include the following:

(a) Operating accounts (the “Corporate Operating Accounts”) at Byline and Burling to hold the majority of the Debtors’ funds used for general corporate purposes, including payment of vendors, bank fees, and other corporate costs.

(b) Client accounts (the “Client Accounts”) at Byline and OpenPayd, which receive client cash inflows, handle client disbursements, including on account of interest payments and distributions, and serve as the accounts that receive cash inflows for the Debtors;

(c) A payroll account (the “Payroll Account”) at Burling, which serves to fund the Debtors’ payroll obligations;

(d) A wire account (the “Wire Account”), which serves as a way for the Debtors to wire money from the Byline accounts to the Burling accounts; and

(e) Dormant accounts (the “Dormant Accounts”), which are completely non-operating, empty, dormant, and will be wound down by the Debtors as soon as possible.

³ OpenPayd is a “banking as a service platform” that provides financial services to business, effectively functioning as a bank. OpenPayd is a licensed Electronic Money Institution.

⁴ The Debtors also maintain bank accounts at BCB Bancorp, Inc (“BCB”). The BCB Bank Accounts are non-operating, empty, and completely dormant, and will be wound down as soon as possible by the Debtors.

14. The following chart summarizes the current roles of the Debtors' Bank Accounts:

Bank Account	Description
<p>Corporate Operating Accounts Byline Acct. No. x9604 Burling Acct. No. x5342 Burling Acct. No. x9860 Burling Acct. No. x9879 Burling Acct. No. x6047</p>	<p>The Corporate Operating Accounts serve to collect and hold the general corporate funds of the Debtors. The Operating Accounts are funded via cash inflows received at the Client Accounts. The Corporate Operating Accounts in turn disburse funds to pay expenses, including corporate credit card balances, utilities, corporate investments, and bank fees.</p>
<p>Client Accounts Byline Acct. No. x6972 OpenPayd Acct. No. x2282 OpenPayd Acct. No. x0133 OpenPayd Acct. No. x0328 Banking Circle Acc No. x8267</p>	<p>The Client Accounts operate as the accounts that receive the Debtors' cash flow. The Client Accounts receive such cash flow via client deposits, settlement payments, and interest payments received from clients. In turn, the Client Accounts disburse amounts to both clients, on account of interest amounts owed and client disbursements, as well as to the Wire Account, the Corporate Operating Accounts, and the Payroll Account, to fund the Debtors' expenses and obligations.</p>
<p>Wire Account Burling Acct. No. 1555</p>	<p>The Wire Account serves as an intermediary as a way for the Debtors to get client funds and cash inflows from the Byline Client Account into Burling. The Wire Account then disburses these inflows to other accounts, including Operating Accounts and the Payroll Account, to fund payroll, utilities, and vendor payments.</p>
<p>Payroll Account Burling Acct. No. x5342</p>	<p>On each of the Debtors' payroll cycles, cash is deposited from the Byline Client Account into the Wire Account at Burling and then deposited into the Payroll Account. The Payroll Account then funds the Debtors' payroll obligations.</p>
<p>Dormant Accounts BCB Acct. No. x7775 BCB Acct. No. x7811 BCB Acct. No. x8059 BCB Acct. No. x5276 BCB Acct. No. x2083 BCB Acct. No. x7040 BCB Acct. No. x5810 BCB Acct. No. 3471</p>	<p>The Dormant Accounts are non-operating, empty, dormant accounts that will be wound down by the Debtors as soon as reasonably practicable.</p>

15. The Debtors propose to continue using their Cash Management System and maintain their existing Bank Accounts on a postpetition basis, subject to their right to close certain accounts and open new accounts in their discretion. Because of the nature of the Debtors'

businesses, it would take, at a minimum, several months for the Debtors to complete a transition to a different cash management system. Given the business disruption and significant expenses that would result if the Debtors were forced to close their existing Bank Accounts, it is critical that the Debtors' existing Cash Management System remains in place. Accordingly, pursuant to Bankruptcy Code sections 105(a) and 363(c), the Debtors seek authorization to maintain their existing Bank Accounts and continue to operate their existing Cash Management System.

B. Bank Claims

16. In the ordinary course of business, the Debtors pay, honor, or allow the deduction of periodic service charges and other ordinary course fees (collectively, the "Bank Fees") from the appropriate Bank Account in connection with maintaining the Cash Management System. Historically, the Debtors incur approximately \$20,000 in Bank Fees each month under the Cash Management System. As of the Petition Date, the Debtors do not believe they owe any prepetition amounts on account of any Bank Fees. To maintain the integrity of their Cash Management System, the Debtors request authority, but not direction, to pay all prepetition Bank Fees in addition to any other Bank Fees for prepetition transactions that are charged postpetition, and to continue to pay the Bank Fees in the ordinary course of business postpetition, consistent with historical practice.

17. In addition to the Bank Fees, in connection with the Cash Management System, the Debtors may incur other charges (the "Bank and Processor Charges," and together with the Bank Fees, the "Bank Claims") in connection with any reimbursement or other payment obligations, such as overdrafts, arising under any agreements governing the Bank Accounts, including, without limitation, any prepetition cash management agreements or treasury services agreements. As of the Petition Date, the Debtors estimate that no Bank and Processor Charges are

due and owing. Out of an abundance of caution, the Debtors request authority, but not direction, to pay any Bank and Processor Charges for prepetition transactions that are charged postpetition, and to continue to pay the Bank and Processor Charges in the ordinary course of business postpetition, consistent with historical practice.

C. Business Forms

18. In the ordinary course of business, the Debtors use various pre-printed documents such as checks, invoices, and letterhead (collectively, the “Business Forms”). Because the Business Forms were used prepetition, they do not reference the Debtors’ current status as debtors in possession. Nonetheless, most parties doing business with the Debtors will be aware of the Debtors’ status as debtors in possession as a result of the publicity surrounding the Chapter 11 Cases and the notice of commencement served on parties in interest. The Debtors request that the Court authorize their continued use of their Business Forms, rather than requiring the Debtors to incur the expense and delay of ordering new or modifying their current Business Forms, particularly their pre-printed check stock.

D. Intercompany Transactions

19. In the ordinary course of business, the Debtors engage in intercompany transactions (collectively, the “Intercompany Transactions”) with each other and with non-Debtors. The Debtors primarily engage in Intercompany Transactions for operational reasons. Specifically, Debtor Reliz LTD receives cash and uses cash to pay certain expenses of the other Debtor entities. These transfers, which occur on a regular and as-needed basis are necessary to fund expenses across the Debtors’ businesses and specifically to fund payroll for the Debtors’ employees. At any

given time, there may be intercompany balances owing by one Debtor to another Debtor or non-Debtor⁵ (the “Intercompany Claims”).⁶

20. All Intercompany Transactions are conducted in the ordinary course of business and are an essential component to the Cash Management System. The Debtors currently track and will continue to monitor and record all fund transfers in their accounting system and can ascertain, trace, and account for all Intercompany Transactions. The Debtors anticipate that the Intercompany Transactions will continue postpetition in the ordinary course of business. Such transactions are necessary to the efficient operation of the Debtors’ businesses, as the Intercompany Transactions reduce administrative costs and ensure the orderly and efficient operation of the Debtors’ enterprise. If the Intercompany Transactions were to be discontinued, the Cash Management System would be unnecessarily disrupted to the detriment of the Debtors’ estates and their creditors.

21. Because the Debtors engaged in Intercompany Transactions on a regular basis prepetition, and such transactions are common for enterprises like the Debtors, the Debtors believe that they may continue the Intercompany Transactions in the ordinary course under Bankruptcy Code section 363(c)(1) without Court approval. Nevertheless, out of an abundance of caution, the Debtors seek express authority, but not direction, to continue engaging in the Intercompany Transactions in the ordinary course of business and consistent with historical practices. Consistent with their prepetition practice, the Debtors will maintain records of all such transfers, enabling them to ascertain, trace, and account for all of the Intercompany Transactions. In addition, the

⁵ *De minimis* Intercompany Claims exist between Debtor and non-Debtor entities. The Intercompany Claims owing to non-Debtors are associated only with certain winddown costs of non-Debtors. The Intercompany Claims owing to non-Debtor entities do not exceed \$60,000.

⁶ To the extent that there are any outstanding prepetition obligations related to the Intercompany Transactions not described herein, the Debtors, out of an abundance of caution, seek authority to honor such obligations.

Debtors request that the postpetition Intercompany Balances be granted administrative expense priority status, which will facilitate the orderly and efficient operation of the Debtors' enterprise.

BASIS FOR RELIEF REQUESTED AND APPLICABLE AUTHORITY

I. The Court Should Authorize the Debtors to Maintain Their Existing Bank Accounts, Continue Using Their Existing Cash Management System, and Modify Any Requirement to Close Existing Accounts

22. The Debtors' continued use of their Cash Management System is permitted pursuant to Bankruptcy Code section 363(c)(1), which authorizes debtors in possession to "use property of the estate in the ordinary course of business without notice or a hearing." 11 U.S.C. § 363(c)(1). The purpose of Bankruptcy Code section 363(c)(1) is to provide a debtor in possession with the flexibility to engage in the ordinary transactions required to operate its business without unneeded oversight by its creditors or the court. *See In re Roth Am., Inc.*, 975 F.2d 949, 952 (3d Cir. 1992) ("Section 363 is designed to strike [a] balance, allowing a business to continue its daily operations without excessive court or creditor oversight and protecting secured creditors and others from dissipation of the estate's assets.") (alteration in original) (citations omitted); *Vision Metals, Inc. v. SMS Demag, Inc. (In re Vision Metals, Inc.)*, 325 B.R. 138, 145 (Bankr. D. Del. 2005) (same). Thus, the authority granted by Bankruptcy Code section 363(c)(1) extends to a debtor in possession's ability to continue the "routine transactions" necessitated by its Cash Management System and, thus, supports the relief requested. *See Charter Co. v. Prudential Ins. Co. Am. (In re Charter Co.)*, 778 F.2d 617, 621 (11th Cir. 1985) (indicating that an order authorizing the debtor to employ a cash management system that was "usual and customary in the past" was "entirely consistent" with Bankruptcy Code section 363(c)(1)); *see also In re Nellson Nutraceutical, Inc.*, 369 B.R. 787, 796 (Bankr. D. Del. 2007) (noting that courts have shown a "reluctance to interfere" in a debtor's making of routine, day-to-day business decisions); *see also In re Vision Metals*, 325 B.R. at 142 ("[W]hen a chapter 11 debtor in

possession continues to operate its business, as permitted by section 1108, no court authorization is necessary for the debtor to enter transactions that fall within the ordinary course of its business.”) (citation omitted).

23. To the extent that use of the existing Cash Management System falls outside the ordinary course of business, such use is permitted by Bankruptcy Code section 363(b)(1), which provides, in relevant part, that “[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). To approve the use of assets outside the ordinary course of business pursuant to Bankruptcy Code section 363(b), courts require only that the debtor “show that a sound business purpose justifies such actions.” *Dai-Ichi Kangyo Bank, Ltd. v. Montgomery Ward Holding Corp. (In re Montgomery Ward Holding Corp.)*, 242 B.R. 147, 153 (D. Del. 1999) (internal citations omitted); *see also In re Phoenix Steel Corp.*, 82 B.R. 334, 335–36 (Bankr. D. Del. 1987). Moreover, if “the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct.” *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (citation omitted); *see also Stanziale v. Nachtomi (In re Tower Air, Inc.)*, 416 F.3d 229, 238 (3d Cir. 2005) (stating that “[o]vercoming the presumptions of the business judgment rule on the merits is a near-Herculean task”).

24. In addition, the Court has the authority, pursuant to its equitable powers under Bankruptcy Code section 105(a), to authorize the relief requested herein, because such relief is necessary for the Debtors to carry out their fiduciary duties under Bankruptcy Code section 1107(a). Bankruptcy Code section 105(a) provides that “the court may issue any order . . . that is necessary or appropriate to carry out the provisions of” the Bankruptcy Code. 11 U.S.C.

§ 105(a); *see also In re Friedman's Inc.*, 738 F.3d 547, 560–61 (3d Cir. 2013) (applying Bankruptcy Code section 105(a) to justify an order authorizing the payment of certain prepetition wages, salaries, medical benefits, and business expense claims to a debtor's employees). The Court may also authorize the payment of prepetition claims in appropriate circumstances under Bankruptcy Code section 105(a) and the doctrine of necessity when such payment is essential to the continued operation of a debtor's business. *See, e.g., In re Just for Feet, Inc.*, 242 B.R. 821, 825 (D. Del. 1999) (holding that Bankruptcy Code section 105(a) provides a statutory basis for payment of prepetition claims under the doctrine of necessity and noting that “[t]he Supreme Court, the Third Circuit and the District of Delaware all recognize the court's power to authorize payment of pre-petition claims when such payment is necessary for the debtor's survival during chapter 11.”); *In re Columbia Gas Sys., Inc.*, 171 B.R. 189, 191–92 (Bankr. D. Del. 1994) (confirming that the doctrine of necessity is standard for enabling a court to authorize payment of prepetition claims prior to confirmation of a reorganization plan).

25. Bankruptcy courts treat requests like these for authority to continue utilizing existing cash management systems as a relatively “simple matter,” *see In re Baldwin-United Corp.*, 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987), and have recognized that an integrated cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” *In re Columbia Gas Sys., Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1992), *aff'd in part and rev'd in part*, 997 F.2d 1039 (3d Cir. 1993). As a result, courts have concluded that the requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient.” *Columbia Gas*, 997 F.2d at 1061; *see also In re Southmark Corp.*, 49 F.3d 1111, 1114

(5th Cir. 1995) (cash management system allows a debtor “to administer more efficiently and effectively its financial operations and assets”).

26. Maintaining the existing Cash Management System is in the best interests of the Debtors’ estates and all parties in interest and, therefore, should be approved. The Cash Management System constitutes an ordinary course and essential business practice of the Debtors and provides significant benefits to the Debtors, including the ability to (a) control corporate funds, (b) ensure the maximum availability of funds when and where necessary, (c) reduce costs and administrative expenses by facilitating the movement of funds and the development of timely and accurate account information, and (d) efficiently track deposits, withdrawals, and disbursements, including intercompany funding. Authorizing the Debtors to continue operating under the existing Cash Management System is necessary to preserve and maximize value, and avoid disruptions that would frustrate the Debtors’ ability to effectuate their chapter 11 strategy. Thus, the Debtors submit that their request to maintain their existing Cash Management System and Bank Accounts should be granted, as it is in the best interests of their estates and creditors.

27. Unless otherwise ordered by the Court, the U.S. Trustee, through its *Operating Guidelines for Chapter 11 Cases* (the “U.S. Trustee Guidelines”), requires that the Debtors, as debtors in possession to: (a) establish one debtor in possession account for all estate monies required for the payment of taxes, including payroll taxes; (b) close all existing bank accounts and open new debtor in possession accounts; (c) maintain a separate debtor in possession account for cash collateral; and (d) obtain checks that bear the designation “debtor in possession” and reference the bankruptcy case number and the type of account on such checks. *See* U.S. Trustee Guidelines, at ¶ 2. These requirements are designed to provide a clear line of demarcation between prepetition and postpetition transactions and help protect against the inadvertent postpetition

payment of prepetition claims. The Debtors submit, however, that a modification of certain requirements is warranted, as strict enforcement of the U.S. Trustee Guidelines would severely disrupt the ordinary financial operations of the Debtors, leading to increased operating costs and delays in payments that would negatively impact the Debtors' ability to maximize value on behalf of their estates, creditors, and parties in interest. Indeed, as explained in more detail above, the Bank Accounts are integral to the Debtors' Cash Management System and allow the Debtors to centrally manage cash collection and disbursements. The Debtors' current Cash Management System also enables the Debtors to trace funds and ensure that all transactions are adequately documented and readily ascertainable.

28. The Debtors submit that parties in interest will not be harmed by the Debtors' maintenance of the Cash Management System, including the Bank Accounts, because the Debtors have implemented appropriate mechanisms, in coordination with their Banks, to ensure that unauthorized payments will not be made on account of obligations incurred before the Petition Date. Thus, to maintain the seamless operation of the Debtors' businesses, to ensure a smooth transition into chapter 11, and to maximize the value of their estates, the Debtors submit that (a) they should be permitted to continue to maintain their existing Bank Accounts and open new or close existing Bank Accounts, as needed; and (b) the requested relief should extend to any new accounts by providing that such accounts are deemed to be Bank Accounts of the Debtors subject to the terms of the Interim Order and the Final Order.

II. The Court Should Authorize the Debtors to Honor Certain Prepetition Obligations Related to the Cash Management System

29. As part of the Motion and in other motions that have been concurrently filed herewith, the Debtors request authority to pay, in their sole discretion, certain prepetition obligations. With respect to certain of these obligations, the Debtors may have issued checks prior

to the Petition Date that have yet to clear the banking system. The Debtors intend to inform the Banks which such checks should be so honored. Therefore, the Debtors request that the Banks be authorized and directed to rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored. The Debtors further request that the Interim Order and the Final Order specify that the Banks shall not have any liability to any party for relying on such representations. This relief is reasonable and appropriate because the Banks are not in a position to independently verify or audit whether a particular prepetition check may be honored in accordance with an order by the Court or otherwise.

30. Moreover, in connection with the Cash Management System, the Debtors may incur Bank Fees or Bank and Processor Charges, including in connection with (a) checks which have been dishonored or returned for insufficient funds in the applicable account, and (b) any reimbursement or other payment obligations, such as overdrafts, arising under any agreements governing the Bank Accounts, including, without limitation, any prepetition cash management agreements or treasury services agreements. The Debtors seek authority pursuant to Bankruptcy Code sections 105(a) and 363(b), in their sole discretion, to pay and/or reimburse the Banks in the ordinary course of business for any Bank Fees and Bank and Processor Charges arising prior to, on, or after the Petition Date.

III. The Court Should Authorize the Debtors to Continue Using Debit, Wire, And ACH Transfers

31. The Debtors conduct a number of transactions on a daily basis through ACH transfers and other similar methods. If the Debtors' ability to conduct transactions by debit, wire, ACH transfer, or other similar methods is impaired, the Debtors' day-to-day activities may be unnecessarily disrupted, and the estates will incur additional costs. The Debtors maintain records

of all electronic disbursements and are able to account for such payments the same as if they were made by check. Therefore, the Debtors submit that authorizing the continuation of using debit, wire, and ACH transfers is warranted.

IV. The Court Should Authorize the Debtors to Continue to Use Existing Business Forms and Checks

32. To minimize expenses to their estates, the Debtors also seek authorization to continue using the Business Forms existing immediately prior to the Petition Date, without reference to the Debtors' status as debtors in possession. Modifying existing Business Forms would be burdensome and expensive and would confer no corresponding benefit upon those dealing with the Debtors, most of whom, as noted above, will be aware of the commencement of the Chapter 11 Cases. The Debtors therefore request authorization to use their existing Business Forms without adding a "Debtors in Possession" or similar legend. The Debtors will obtain new check stock bearing the designation "Debtors in Possession" after depleting their current check stock. To the extent that Business Forms are prepared electronically, the Debtors, when possible, will add a "Debtors in Possession" designation to such Business Forms following the Petition Date.

V. Cause Exists to Modify Certain Requirements of Bankruptcy Code Section 345(b)

33. Bankruptcy Code section 345 governs a debtor's cash deposits during a chapter 11 case and authorizes deposits of money "as will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." 11 U.S.C. § 345(a). For deposits or investments that are not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States," section 345(b) requires the estate to obtain, from the entity with which the money is deposited, a bond in favor of the United States and secured by the undertaking of an adequate corporate surety, or "the deposit of securities of the kind specified in section 9303 of title 31; unless

the court for cause orders otherwise.” *Id.* at § 345(b). In the alternative, a debtor may require the entity to deposit governmental securities in accordance with 31 U.S.C. § 9303, which provides that when a person is required by law to give a surety bond, such person may instead provide an eligible obligation, designated by the Secretary of the Treasury, as an acceptable substitute for a surety bond. *See* 31 U.S.C. § 9303. Additionally, the U.S. Trustee Guidelines generally require chapter 11 debtors, among other things, to deposit all estate funds into an account with an authorized depository that agrees to comply with the requirements of the U.S. Trustee.

34. In chapter 11 cases such as these, strict adherence to the requirements of section Bankruptcy Code 345(b) would be inconsistent with the value-maximizing purpose of chapter 11 by creating additional administrative expense and burden, and unduly hampering a debtor’s ability under Bankruptcy Code section 345(a) to invest money such “as will yield the maximum reasonable net return on such money[.]” 11 U.S.C. § 345(a). As a result, in 1994, to avoid “needlessly handcuff[ing] larger, more sophisticated debtors,” Congress amended section 345(b) to provide that its strict investment requirements may be waived or modified if the court so orders “for just cause.” H.R. Rep. 103-834, 103rd Cong., 2d Sess. 210 (Oct. 4, 1994); 140 Cong. Rec. H10767 (Oct. 4, 1994).

35. In evaluating whether “cause” for modification or waiver of these requirements exists, courts have considered a number of factors, including, among others, the sophistication and size of a debtor’s business, the amounts of the investments involved, bank ratings, the complexity of the case, the debtor’s safeguards for the funds, the debtor’s ability to reorganize in the face of failure of one or more of the financial institutions, the benefit to the debtor of a waiver or modification of the requirements set forth by Bankruptcy Code section 345(b), the potential harm to the estate, and the reasonableness of such waiver of modification under the circumstances. *See*

In re Serv. Merchandize Co., Inc., 240 B.R. 894, 896 (Bankr. M.D. Tenn. 1999). Here, these factors warrant a modification of the requirements of Bankruptcy Code section 345 to the extent the Cash Management System does not already strictly comply with such requirements.

36. Here, the Debtors' primary Bank Accounts are not maintained at financial institutions that have executed a Uniform Depository Agreement ("UDA") with, nor are the Banks designated as authorized depositories by, the U.S. Trustee. However, all of the Banks are financially stable, well-capitalized, and reputable banking institutions or financial platforms. Additionally, all of the Banks, other than OpenPayd, are either FDIC-insured (for the U.S. Bank Accounts), FSCS insured (for U.K. Bank Accounts), or FGDL-insured (for Luxembourg Bank Accounts) (up to the applicable amount per account). Although the Debtors' Bank Accounts are not maintained at financial institutions that have executed UDAs, the aggregate account balances in all the Debtors' Bank Accounts currently do not and are not expected to exceed the current FDIC, FSCS, or FGDL insurance limits, as applicable. Additionally, the Debtors will contact the Banks and request they each execute a UDA. The Debtors believe that any funds that are deposited in the Bank Accounts are secure, and, therefore, the Debtors are in compliance with Bankruptcy Code section 345 with respect to such Bank Accounts.

37. To the extent that the Bank Accounts do not comply with the requirements set forth in Bankruptcy Code section 345, the Debtors seek a 45 -day extension to comply with Bankruptcy Code section 345(b) for "cause," without prejudice to the Debtors' right to seek a waiver in a final order or further extensions of time. During the extension period, the Debtors will engage in discussions with the U.S. Trustee regarding what, if any, modifications to their current practices would be appropriate under the circumstances. The Debtors believe that the benefits of the requested extension far outweigh any harm to the estates. *See In re Serv. Merch. Co.*, 240 B.R. at

896 (noting that a factor to consider in determining whether ‘cause’ exists for relief from the strictures of § 345(b)” is whether benefits to the debtor outweigh harm, if any, to the estate).

38. Pursuant to Local Rule 2015-1(b), and subject to certain exceptions not relevant here, a waiver of the requirements set forth in Bankruptcy Code section 345(b) may not be granted without notice and a hearing. However, Local Rule 2015-1(b) provides that the court “may grant an interim waiver of the requirements pending a final hearing (i) if the debtor has more than 200 creditors or (ii) for cause shown.” Del. Bankr. L.R. 2015-1(b). Here, the Debtors satisfy the substantive requirements necessary to obtain an interim waiver of Bankruptcy Code section 345(b) because the Debtors, collectively, have more than 200 creditors. Accordingly, the Debtors’ present request for an interim waiver is appropriate.

VI. The Court Should Authorize the Debtors to Continue Engaging in Intercompany Transactions and Grant Administrative Expense Priority Status to the Related Intercompany Claims

39. The Debtors’ funds move through the Cash Management System as described above. As part of the Cash Management System, Intercompany Transactions are made between and among the Debtors and non-Debtors in the ordinary course. Thus, at any given time, there may be Intercompany Balances owing by one Debtor to another Debtor or non-Debtor. The Debtors track all fund transfers in their accounting system and can ascertain, trace, and account for all Intercompany Transactions previously described. The Debtors, moreover, will continue to maintain records of such Intercompany Transactions.

40. If the Debtors cannot continue the Intercompany Transactions, the Cash Management System, related administrative controls, and funding of the Debtors’ ordinary-course operations would be unnecessarily disrupted to the Debtors’ and their estates’ detriment. The cessation of the Intercompany Transactions would require an increase in estate expenses because the Debtors would not be able to consolidate or manage the flow of funds as they have done

historically. Accordingly, the Debtors respectfully request the authority, in their sole discretion, to continue engaging in the Intercompany Transactions in the ordinary course of business and in compliance with past practices without need for further Court order.

41. As with the Cash Management System, authorizing the Debtors to continue the Intercompany Transactions is appropriate under Bankruptcy Code sections 363(b) or 363(c) and is an appropriate exercise of the Court's equitable powers under Bankruptcy Code section 105(a). *See, e.g., Charter*, 778 F.2d at 621 (indicating that order authorizing continued use of cash management system that involved fund transfers to non-debtor affiliates was "entirely consistent" with Bankruptcy Code section 363(c)(1) because the practice was "usual and customary in the past"); *In re Gen. Growth Props.*, 412 B.R. 609, 610 (Bankr. S.D.N.Y. 2009) (authorizing debtors to continue prepetition cash management practices, including intercompany transactions, pursuant to Bankruptcy Code sections 105(a) and 363(c)). Because the Debtors engage in Intercompany Transactions on a regular basis and such transactions are common among enterprises like those of the Debtors, the Debtors submit that the Intercompany Transactions are ordinary course transactions within the meaning of Bankruptcy Code section 363(c)(1) and, thus, do not require the Court's approval. Nonetheless, out of an abundance of action, the Debtors are seeking express authority to engage in such transactions on a postpetition basis.

42. Additionally, pursuant to Bankruptcy Code sections 105(a) and 503(b), the Debtors request that any Intercompany Claims arising after the Petition Date, as a result of ordinary course Intercompany Transactions, be accorded administrative expense priority status. If the Intercompany Claims are accorded administrative expense priority status, each entity using funds that flow through the Cash Management System will continue to bear ultimate repayment

responsibility for such ordinary course transactions, thereby protecting the interests of the Debtors' creditors.

VII. Authorizing Banks to Receive, Process, Honor, and Pay all Checks and Electronic Fund Transfers Drawn on the Debtors' Bank Accounts is Appropriate

43. The Debtors also request that the Court authorize the Banks when requested by the Debtors, in their discretion, to receive, process, honor, and pay all checks or electronic fund transfers drawn on the Debtors' bank accounts presented for payment of, and to honor all fund transfer requests made by the Debtors related to, the claims that the Debtors request authority to pay in this Motion, regardless of whether the checks were presented or fund transfer requests were submitted before, on, or after the Petition Date, provided that sufficient funds are available in the applicable bank accounts to cover the checks and electronic fund transfers. The Debtors also request that the Banks be authorized to rely on the Debtors' designation or representation that any particular check or electronic payment request has been approved pursuant to the Interim Order and the Final Order.

44. The Debtors have sufficient liquidity to pay the amounts set forth in this Motion in the ordinary course of business and have implemented comprehensive controls to ensure that prepetition claims will not be paid out except as authorized by this Court. The Debtors therefore submit that the payment-processing procedures described in this motion are appropriate.

45. 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 and in the other First Day Motions. 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.

IMMEDIATE AND UNSTAYED RELIEF IS NECESSARY

46. The Court may grant the relief requested in the Motion immediately if the “relief is necessary to avoid immediate and irreparable harm.” Fed. R. Bankr. P. 6003; *see also In re First NLC Fin. Servs., LLC*, 382 B.R. 547, 549 (Bankr. S.D. Fla. 2008) (holding that Rule 6003 permits entry of retention orders on an interim basis to avoid irreparable harm). In the context of preliminary injunctions, the Third Circuit has interpreted the language “immediate and irreparable harm” to refer to a continuing harm which cannot be adequately redressed by final relief on the merits and for which money damages are inadequate. *See, e.g., Norfolk S. Ry. Co. v. City of Pittsburgh*, 235 F. App’x 907, 910 (3d Cir. 2007) (citing *Glasco v. Hills*, 558 F.2d 179, 181 (3d Cir. 1977)). The harm also must be actual and imminent, not speculative or unsubstantiated. *See, e.g., Acierno v. New Castle Cty.*, 40 F.3d 645, 653-55 (3d Cir. 1994). The Debtors submit that, for the reasons already set forth herein, the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

47. The Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief that the Debtors seek in the Motion is necessary for the Debtors to operate without interruption and to preserve value for their estates. Accordingly, the Debtors respectfully request that the Court waive the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies

immediate relief. Moreover, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a).

RESERVATION OF RIGHTS

48. Nothing in the Motion should be construed as (a) authority to assume or reject any executory contract or unexpired lease of real property, or as a request for the same; (b) an admission as to the validity, priority, or character of any claim or other asserted right or obligation, or a waiver or other limitation on the Debtors' ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (c) a promise or requirement to pay any claim or other obligation; or (d) granting third-party-beneficiary status, bestowing any additional rights on any third party, or being otherwise enforceable by any third party.

NOTICE

49. The Debtors will provide notice of the Motion to: (a) the U.S. Trustee; (b) the Internal Revenue Service; (c) the Securities and Exchange Commission; (d) the United States Attorney for the District of Delaware; (e) the parties included on the Debtors' list of its 30 largest unsecured creditors; (f) the Banks; and (g) all parties entitled to notice pursuant to Local Rules 2002-1(b) and 9013-1(m). The Debtors submit that no other or further notice is required.

NO PRIOR REQUEST

50. No previous request for the relief sought herein has been made to this or any other court.

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WHEREFORE, the Debtors respectfully request that the Court enter the Interim and Final Orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: March 16, 2026
Wilmington, Delaware

MCDERMOTT WILL & SCHULTE LLP

/s/ David R. Hurst

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*Proposed Counsel for Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Interim Order

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

In re:

RELIZ TECHNOLOGY GROUP HOLDINGS
INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10371 (TMH)

(Joint Administration Requested)

Related to Docket No. ____

**INTERIM ORDER (I) AUTHORIZING DEBTORS TO
(A) CONTINUE TO OPERATE THEIR CASH MANAGEMENT SYSTEM
AND (B) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS
FORMS AND HONOR CERTAIN PREPETITION OBLIGATIONS
RELATED THERETO; (II) AUTHORIZING THE DEBTORS TO
(A) CONTINUE TO PERFORM INTERCOMPANY TRANSACTIONS
AND (B) GRANTING ADMINISTRATIVE EXPENSE STATUS FOR
POSTPETITION INTERCOMPANY CLAIMS; (III) EXTENDING THE TIME
FOR THE DEBTORS TO COMPLY WITH REQUIREMENTS SET FORTH
IN 11 U.S.C. § 345(b); AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtors for entry of an interim order (this “Order”) and a Final Order, (a) authorizing, but not directing, the Debtors, in their sole discretion, to (i) continue to operate their existing Cash Management System; and (ii) maintain existing bank accounts and business forms and honor certain prepetition obligations related thereto, including payment of the Bank Claims; (b) authorizing, but not directing, the Debtors to (i) continue to engage in Intercompany Transactions through their existing Cash Management System consistent with historical practice and (ii) grant administrative expense status for postpetition Intercompany Claims; (c) extending the time for the Debtors to comply with the deposit and investment requirements set forth by Bankruptcy Code section 345(b), to the extent necessary; and (d) granting

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Reliz Technology Group Holdings Inc. (6265); Reliz Technologies LLC (1968); Reliz LTD (N/A); and Reliz CI LTD (N/A). The Debtors’ service address is 401 West Ontario St., Suite 400, Chicago, IL 60654.

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

related relief, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, but not directed, to: (a) maintain and continue operating the Cash Management System and honor any prepetition obligations related thereto; (b) designate, maintain, and continue to use on an interim basis any or all of their existing Bank Accounts as identified on **Exhibit D** to the Motion, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits; (d) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; (e) open new debtor in possession bank accounts or close existing accounts; *provided*, that any account opened by any of the Debtors on or after the Petition Date at any Bank shall, for purposes of this Order,

be deemed a Bank Account as if it had been listed on **Exhibit D** to the Motion and entitled to the relief granted herein; and (f) pay the Bank Fees (including any prepetition amounts).

3. The Debtors are further authorized, but not directed, to continue to use, in their present form, all Business Forms as well as pre-printed checks and other documents related to the Bank Accounts existing immediately before the Petition Date without alteration and without the designation “Debtors in Possession” imprinted upon them; *provided, however*, that once the Debtors’ existing check stock has been depleted, the Debtors shall, when reordering checks, include the designation “Debtors in Possession” and the jointly-administered bankruptcy case number on such checks; *provided, further*, that, with respect to checks which the Debtors print themselves, the Debtors shall include the designation “Debtors in Possession” and the jointly-administered bankruptcy case number on such checks within ten business days of entry of this Order.

4. The Debtors are further authorized, but not directed, to maintain and use the Bank Accounts in the same manner and with the same account numbers, styles, and document forms as those employed prior to the Petition Date, including, without limitation: (a) to deposit funds in, and withdraw funds from, the Bank Accounts by all usual means, including checks, wire transfers, ACH transfers, drafts, electronic fund transfers, and other debits or items presented, issued, or drawn on the Bank Accounts, (b) to pay ordinary course Bank Claims in connection with the Bank Accounts, including any Bank Claims arising prior to the Petition Date, and (c) to perform their obligations under the documents and agreements governing the Bank Accounts, including without limitation, any prepetition Cash Management System agreements or treasury services agreements.

5. The Banks are authorized to debit the Debtors’ Bank Accounts in the ordinary course of business and without further order of the Court on account of (a) all checks drawn on

the Debtors' Bank Accounts that were cashed at the Banks' counters or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date; (b) all Bank Fees, Bank and Processor Charges, and costs in connection with any checks or other items deposited in one of the Debtors' Bank Accounts with such Bank prior to the Petition Date, which have been dishonored or returned unpaid for any reason, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as to service charges for the maintenance of the Cash Management System. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that have been (i) dishonored as a consequence of the Chapter 11 Cases and (ii) authorized by an order of this Court.

6. The Debtors shall have forty-five (45) days from the Petition Date to comply with the deposit and investment requirements of Bankruptcy Code section 345(b). Such extension is without prejudice to the Debtors' right to request a further extension of the time to comply with, or waiver of the requirements of, Bankruptcy Code section 345(b).

7. The Debtors are authorized, but not directed, to enter into, engage in, and continue to perform under the Intercompany Transactions in the ordinary course of business and in compliance with past practices. The Debtors shall maintain accurate, current, and detailed records with respect to all transfers between and disbursements from Bank Accounts, including, but not limited to, all Intercompany Transactions by and among the Debtors and between Debtors and non-Debtors, so that they may be readily ascertained, traced, and properly recorded on intercompany accounts.

8. All Intercompany Claims arising after the Petition Date shall be accorded administrative expense status in accordance with Bankruptcy Code sections 503(b)(1) and 507(a)(2).

9. Any existing deposit agreements between the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect. Except as otherwise set forth herein, the Debtors and the Banks may, without further order of the Court, agree and implement changes to the Cash Management System and procedures in the ordinary course of business, including the opening and closing of Bank Accounts as permitted by this Order.

10. Subject to the terms of this Order, and only to the extent sufficient funds are available in each applicable Bank Account, all of the Banks at which the Bank Accounts are maintained are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, credit card payments, and wire transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

11. Subject to the provisions of this Order, the Banks are authorized to and shall rely on the representations of the Debtors as to which disbursements are authorized to be honored or dishonored, whether or not such disbursements are dated, drawn, or issued prior to, on, or subsequent to the Petition Date, and whether or not the Banks believe the payment is authorized by an order of the Court. The Banks shall not be deemed in violation of this Order and shall have no liability for relying on such representations by the Debtors or honoring any disbursement that

is subject to this Order either (a) at the direction of the Debtors to honor such prepetition disbursement, (b) in the good faith belief that this Court has authorized such prepetition disbursement to be honored, or (c) as a result of an innocent mistake made despite implementation of reasonable item-handling procedures.

12. The Banks are further authorized to (a) honor the Debtors' directions with respect to the opening or closing of any Bank Account, and (b) accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions, and the Banks shall have no liability to any party for relying on such representations or instructions. To the extent any other order is entered by this Court authorizing the Banks to honor checks, drafts, ACH transfers, or other electronic funds transfers or any other withdrawals made, drawn, or issued in payment of prepetition claims, the obligation to honor such items shall be subject to this Order.

13. The Debtors are authorized, but not directed, to: (a) pay undisputed prepetition amounts outstanding as of the Petition Date, if any, owed in the ordinary course to the Banks as service charges for the maintenance of the Cash Management System and (b) reimburse the Banks for any claims arising before or after the Petition Date in connection with checks deposited with the Banks that have been dishonored or returned as a result of insufficient funds in the Bank Accounts in the ordinary course of business, to the same extent the Debtors were responsible for such items prior to the Petition Date.

14. The Debtors shall serve a copy of this Order on the Banks as soon as possible, and upon any bank at which the Debtors open a new bank account, immediately upon the opening of such new account.

15. In connection with the ongoing use of their Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions may

be readily ascertained, traced, recorded properly, and distinguished between prepetition and post-petition transactions. The Debtors and the Banks may agree, without further order of this Court, to implement any changes to the Cash Management System and procedures in the ordinary course of business and not inconsistent with this Order that they deem appropriate in their sole discretion, including, without limitation, closing any of the Bank Accounts or opening new bank accounts as set forth herein.

16. The banks and financial institutions on which checks were drawn or electronic payment requests made for payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order without any duty of further inquiry and without liability for following the Debtors' instructions.

17. Nothing in the Motion or this Order or the relief granted (including any actions taken or payments made by the Debtors pursuant thereto) shall be construed as (a) authority to assume or reject any executory contract or unexpired lease of real property, or as a request for the same; (b) an admission as to the validity, priority, or character of any claim or other asserted right or obligation, or a waiver or other limitation on the Debtors' ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (c) a promise or requirement to pay any claim or other obligation; or (d) granting third-party-beneficiary status, bestowing any additional rights on any third party, or being otherwise enforceable by any third party.

18. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested in the Motion is necessary to avoid immediate and irreparable harm.

19. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

20. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

21. The final hearing (the "Final Hearing") on the Motion shall be held April 16, 2026, at 2:30 p.m. (Eastern Time). Any objections or responses to the entry of the proposed Final Order shall be filed with the Court and served on the following no later 4:00 p.m. (Eastern Time) on April 3, 2026: (a) Reliz Technology Group Holdings Inc., 401 West Ontario Street, Suite 400, Chicago, IL 60654 (Attn: Joseph Perry); (b) proposed counsel to the Debtors, McDermott Will & Schulte LLP, The Brandywine Building, 1000 N. West Street, Suite 1400, Wilmington, DE 19801 (Attn: David R. Hurst (dhurst@mcdermottlaw.com) and Andrew A. Mark (amark@mcdermottlaw.com)), One Vanderbilt Avenue, New York, NY 10017 (Attn: Darren Azman (dazman@mcdermottlaw.com), Joseph B. Evans (jbevans@mcdermottlaw.com), and R. Ethan Dover (edover@mcdermottlaw.com)), and 333 SE 2nd Avenue, Suite 4500, Miami, FL 33131 (Attn: Gregg Steinman (gsteinman@mcdermottlaw.com)); and (c) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Benjamin Hackman). If no objections to entry of the Final Order are filed and served, the Court may enter such Final Order without further notice or hearing.

22. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

EXHIBIT B

Proposed Final Order

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

In re:

RELIZ TECHNOLOGY GROUP HOLDINGS
INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-10371 (TMH)

(Joint Administration Requested)

Related to Docket Nos. ____

**FINAL ORDER (I) AUTHORIZING DEBTORS TO
(A) CONTINUE TO OPERATE THEIR CASH MANAGEMENT SYSTEM
AND (B) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS
FORMS AND HONOR CERTAIN PREPETITION OBLIGATIONS
RELATED THERETO; (II) AUTHORIZING THE DEBTORS TO
(A) CONTINUE TO PERFORM INTERCOMPANY TRANSACTIONS
AND (B) GRANTING ADMINISTRATIVE EXPENSE STATUS FOR
POSTPETITION INTERCOMPANY CLAIMS; (III) EXTENDING THE TIME
FOR THE DEBTORS TO COMPLY WITH REQUIREMENTS SET FORTH
IN 11 U.S.C. § 345(b); AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the Debtors for entry of an Interim Order and a final order (this "Order") (a) authorizing, but not directing, the Debtors, in their sole discretion, to (i) continue to operate their existing Cash Management System; and (ii) maintain existing bank accounts and business forms and honor certain prepetition obligations related thereto, including payment of the Bank Claims; (b) authorizing, but not directing, the Debtors to (i) continue to engage in Intercompany Transactions through their existing Cash Management System consistent with historical practice and (ii) grant administrative expense status for postpetition Intercompany Claims; (c) extending the time for the Debtors to comply with the deposit and investment requirements set forth by Bankruptcy Code section 345(b), to the extent necessary; and

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Reliz Technology Group Holdings Inc. (6265); Reliz Technologies LLC (1968); Reliz LTD (N/A); and Reliz CI LTD (N/A). The Debtors' service address is 401 West Ontario St., Suite 400, Chicago, IL 60654.

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

(d) granting related relief, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration and the Interim Order entered on March ____, 2026; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, to: (a) maintain and continue operating the Cash Management System and honor any prepetition obligations related thereto; (b) designate, maintain, and continue to use any or all of their existing Bank Accounts as identified on Exhibit D to the Motion, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits; (d) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; (e) open new debtor in possession bank accounts or close existing accounts; *provided*, that any account opened by any of the Debtors on or after the Petition Date at any Bank shall, for purposes of this Order, be deemed a Bank Account

as if it had been listed on Exhibit D to the Motion and entitled to the relief granted herein; and (f) pay the Bank Fees (including any prepetition amounts).

3. The Debtors are further authorized, but not directed, to continue to use, in their present form, all Business Forms as well as pre-printed checks and other documents related to the Bank Accounts existing immediately before the Petition Date without alteration and without the designation “Debtors in Possession” imprinted upon them; *provided, however*, that once the Debtors’ existing check stock has been depleted, the Debtors shall, when reordering checks, include the designation “Debtors in Possession” and the jointly-administered bankruptcy case number on such checks; *provided, further*, that, with respect to checks which the Debtors print themselves, the Debtors shall include the designation “Debtors in Possession” and the jointly-administered bankruptcy case number on such checks within ten business days of entry of this Order.

4. The Debtors are further authorized, but not directed, to maintain and use the Bank Accounts in the same manner and with the same account numbers, styles, and document forms as those employed prior to the Petition Date, including, without limitation: (a) to deposit funds in, and withdraw funds from, the Bank Accounts by all usual means, including checks, wire transfers, ACH transfers, drafts, electronic fund transfers, and other debits or items presented, issued, or drawn on the Bank Accounts, (b) to pay ordinary course Bank Claims in connection with the Bank Accounts, including any Bank Claims arising prior to the Petition Date, and (c) to perform their obligations under the documents and agreements governing the Bank Accounts, including without limitation, any prepetition Cash Management System agreements or treasury services agreements.

5. The Banks are authorized to debit the Debtors’ Bank Accounts in the ordinary course of business and without further order of the Court on account of (a) all checks drawn on

the Debtors' Bank Accounts that were cashed at the Banks' counters or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date; (b) all Bank Fees, Bank and Processor Charges, and costs in connection with any checks or other items deposited in one of the Debtors' Bank Accounts with such Bank prior to the Petition Date, which have been dishonored or returned unpaid for any reason, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as to service charges for the maintenance of the Cash Management System. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that have been (i) dishonored as a consequence of the Chapter 11 Cases and (ii) authorized by an order of this Court.

6. Bankruptcy Code section 345(b), to the extent applicable and not otherwise met, is waived with respect to the Cash Management System.

7. The Debtors are authorized, but not directed, to enter into, engage in, and continue to perform under the Intercompany Transactions in the ordinary course of business and in compliance with past practices. The Debtors shall maintain accurate, current, and detailed records with respect to all transfers between and disbursements from Bank Accounts, including, but not limited to, all Intercompany Transactions by and among the Debtors and between Debtors and non-Debtors, so that they may be readily ascertained, traced, and properly recorded on intercompany accounts.

8. All Intercompany Claims arising after the Petition Date shall be accorded administrative expense status in accordance with Bankruptcy Code sections 503(b)(1) and 507(a)(2).

9. Any existing deposit agreements between the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect. Except as otherwise set forth herein, the Debtors and the Banks may, without further order of the Court, agree and implement changes to the Cash Management System and procedures in the ordinary course of business, including the opening and closing of Bank Accounts as permitted by this Order.

10. Subject to the terms of this Order, and only to the extent sufficient funds are available in each applicable Bank Account, all of the Banks at which the Bank Accounts are maintained are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, credit card payments, and wire transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

11. Subject to the provisions of this Order, the Banks are authorized to and shall rely on the representations of the Debtors as to which disbursements are authorized to be honored or dishonored, whether or not such disbursements are dated, drawn, or issued prior to, on, or subsequent to the Petition Date, and whether or not the Banks believe the payment is authorized by an order of the Court. The Banks shall not be deemed in violation of this Order and shall have no liability for relying on such representations by the Debtors or honoring any disbursement that is subject to this Order either (a) at the direction of the Debtors to honor such prepetition disbursement, (b) in the good faith belief that this Court has authorized such prepetition

disbursement to be honored, or (c) as a result of an innocent mistake made despite implementation of reasonable item-handling procedures.

12. The Banks are further authorized to (a) honor the Debtors' directions with respect to the opening or closing of any Bank Account, and (b) accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions, and the Banks shall have no liability to any party for relying on such representations or instructions. To the extent any other order is entered by this Court authorizing the Banks to honor checks, drafts, ACH transfers, or other electronic funds transfers or any other withdrawals made, drawn, or issued in payment of prepetition claims, the obligation to honor such items shall be subject to this Order.

13. The Debtors are authorized, but not directed, to: (a) pay undisputed prepetition amounts outstanding as of the Petition Date, if any, owed in the ordinary course to the Banks as service charges for the maintenance of the Cash Management System and (b) reimburse the Banks for any claims arising before or after the Petition Date in connection with checks deposited with the Banks that have been dishonored or returned as a result of insufficient funds in the Bank Accounts in the ordinary course of business, to the same extent the Debtors were responsible for such items prior to the Petition Date.

14. The Debtors shall serve a copy of this Order on the Banks as soon as possible, and upon any bank at which the Debtors open a new bank account, immediately upon the opening of such new account.

15. In connection with the ongoing use of their Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions may be readily ascertained, traced, recorded properly, and distinguished between prepetition and post-petition transactions. The Debtors and the Banks may agree, without further order of

this Court, to implement any changes to the Cash Management System and procedures in the ordinary course of business and not inconsistent with this Order that they deem appropriate in their sole discretion, including, without limitation, closing any of the Bank Accounts or opening new bank accounts as set forth herein.

16. The banks and financial institutions on which checks were drawn or electronic payment requests made for payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order without any duty of further inquiry and without liability for following the Debtors' instructions.

17. Nothing in the Motion or this Order or the relief granted (including any actions taken or payments made by the Debtors pursuant thereto) shall be construed as (a) authority to assume or reject any executory contract or unexpired lease of real property, or as a request for the same; (b) an admission as to the validity, priority, or character of any claim or other asserted right or obligation, or a waiver or other limitation on the Debtors' ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (c) a promise or requirement to pay any claim or other obligation; or (d) granting third-party-beneficiary status, bestowing any additional rights on any third party, or being otherwise enforceable by any third party.

18. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

19. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

20. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

EXHIBIT C

Flow of Funds Schematic

BCB Group
(inactive
accounts)

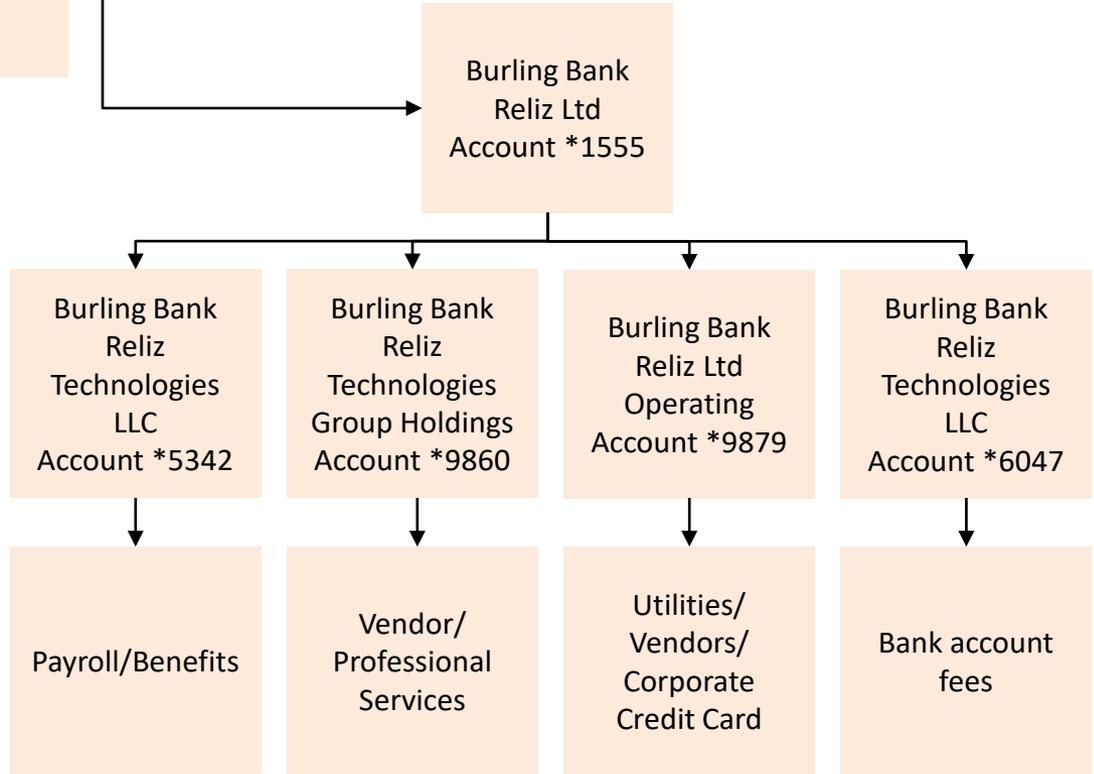
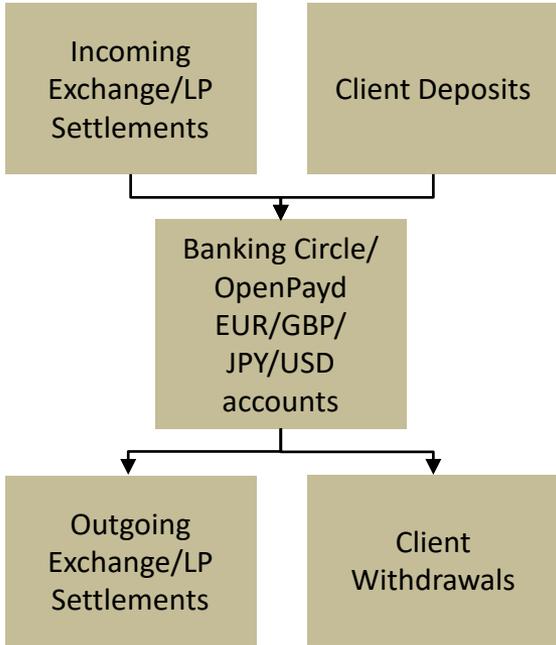
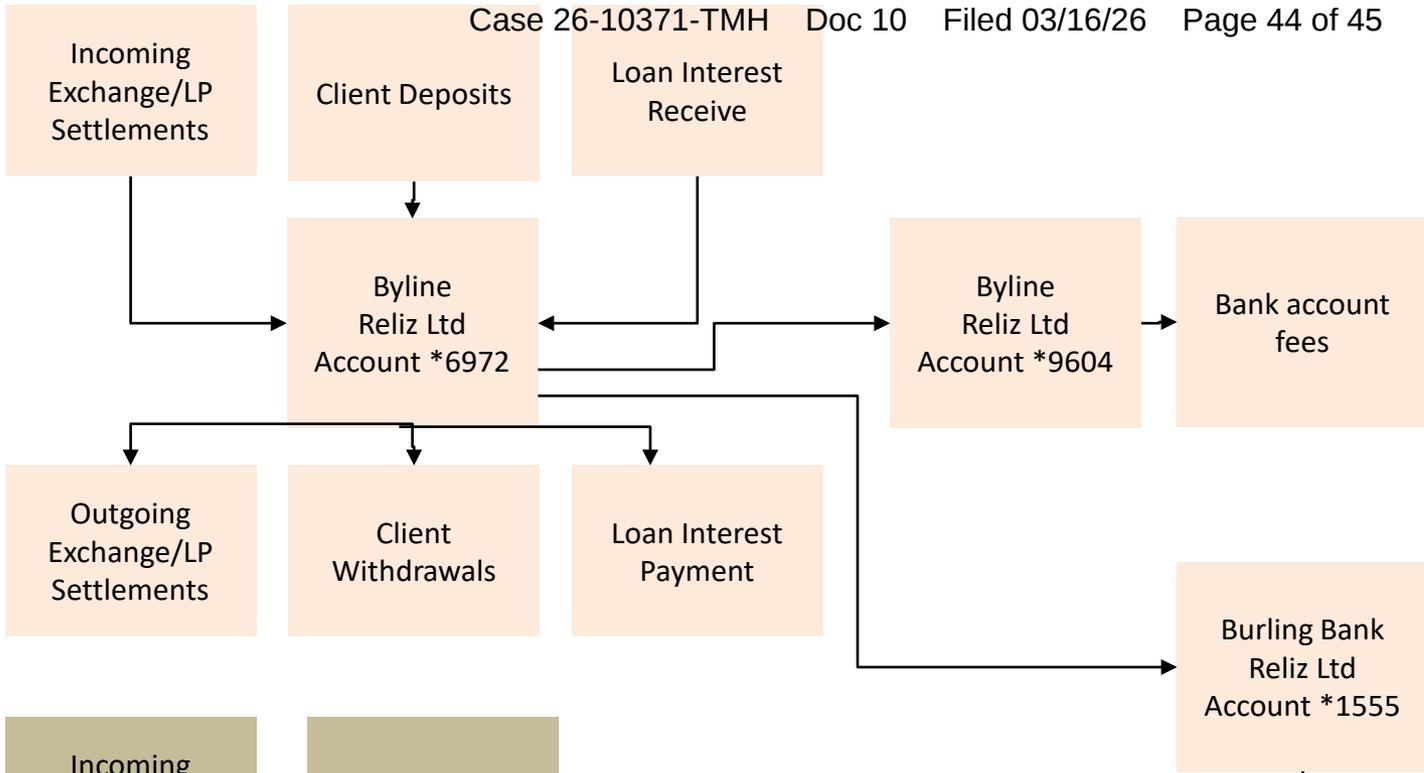


EXHIBIT D**Debtors' Bank Accounts**

Entity	Financial Institution	Account Type	Last 4 Digits of Account Number	Balance at Petition Date (\$)¹
Reliz Technology Group Holdings Inc.	Burling	Operating Account	9860	\$29,310.15
Reliz Technology LLC	Burling	Payroll Account	5342	\$20,339.57
Reliz Technology LLC	Burling	Operating Account	6047	\$856.86
Reliz LTD	Burling	Operating Account	9879	\$19,170.10
Reliz LTD	Burling	Wire Account	1555	\$30,665.94
Reliz LTD	Byline	Client Account	5342	\$1,034,390.42
Reliz LTD	Byline	Operating Account	9604	\$0.00
Reliz LTD	Banking Circle	EUR Client Account	8267	23.50 EUR (\$27.01)
Reliz LTD	OpenPayd	GBP Client Account	2282	15,797.73 GBP (\$21,024.39)
Reliz LTD	OpenPayd	EUR Client Account	0133	131,263.39 EUR (\$150,946.86)
Reliz LTD	OpenPayd	Client Account	0328	\$0.00
Reliz LTD	OpenPayd	YEN Client Account	0382	0.00 YEN (\$0.00)
Reliz LTD	BCB	Dormant Account	7775	\$0.00
Reliz LTD	BCB	GBP Dormant Account	7811	0.00 GBP (\$0.00)
Reliz LTD	BCB	EUR Dormant Account	8059	0.00 EUR (\$0.00)
Reliz LTD	BCB	GBP Dormant Account	5276	0.00 GBP (\$0.00)
Reliz LTD	BCB	Dormant Account	2083	\$0.00
Reliz LTD	BCB	EUR Dormant Account	7040	0.00 EUR (\$0.00)
Reliz LTD	BCB	EUR Dormant Account	5810	0.00 EUR (\$0.00)
Reliz LTD	BCB	GBP Dormant Account	3471	0.00 GBP (\$0.00)

¹ Foreign currencies have also been converted into USD based on conversion rates as of the Petition Date.