

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEW JERSEY

In re: CTI Liquidation Co Inc.
F/K/A Cyxtera Technologies, Inc.

Debtor(s)

§
§
§
§

Case No. 23-14853

☐ Jointly Administered

Post-confirmation Report

Chapter 11

Quarter Ending Date: 06/30/2024

Petition Date: 06/04/2023

Plan Confirmed Date: 11/17/2023

Plan Effective Date: 01/12/2024

This Post-confirmation Report relates to: ☒ Reorganized Debtor

☐ Other Authorized Party or Entity:

Name of Authorized Party or Entity

/s/ Eugene I Davis

Signature of Responsible Party

07/19/2024

Date

Eugene I Davis

Printed Name of Responsible Party

c/o Halperin Battaglia Benzija, LLP
40 Wall Street, 37th Floor
New York, NY 10005
Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.



231485324072200000000001

Debtor's Name CTI Liquidation Co Inc.

Case No. 23-14853

F/K/A Cyxtera Technologies, Inc.

Part 1: Summary of Post-confirmation Transfers

	Current Quarter	Total Since Effective Date
a. Total cash disbursements	\$0	\$0
b. Non-cash securities transferred	\$0	\$0
c. Other non-cash property transferred	\$0	\$0
d. Total transferred (a+b+c)	\$0	\$0

Part 2: Preconfirmation Professional Fees and Expenses

a.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative	
	Professional fees & expenses (bankruptcy) incurred by or on behalf of the debtor <i>Aggregate Total</i>		\$0	\$50,365,716	\$344,392	\$50,365,716	
	<i>Itemized Breakdown by Firm</i>						
		Firm Name	Role				
	i	AP Services LLC	Financial Professional	\$0	\$12,153,934	\$0	\$12,153,934
	ii	Kirkland & Ellis LLP	Lead Counsel	\$0	\$14,653,265	\$0	\$14,653,265
	iii	Cole Schotz	Co-Counsel	\$0	\$311,212	\$0	\$311,212
	iv	Guggenheim Securities LLC	Financial Professional	\$0	\$21,334,974	\$0	\$21,334,974
	v	Katten Muchin Roseman LLP	Special Counsel	\$0	\$1,724,816	\$344,392	\$1,724,816
	vi	Kurtzman Carson Consultants	Other	\$0	\$187,515	\$0	\$187,515
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b.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative	
	Professional fees & expenses (nonbankruptcy) incurred by or on behalf of the debtor <i>Aggregate Total</i>		\$0	\$3,631,992	\$0	\$3,631,992	
	<i>Itemized Breakdown by Firm</i>						
		Firm Name	Role				
	i	Deloitte Tax LLP	Financial Professional	\$0	\$1,204,608	\$0	\$1,204,608
	ii	Hilco Real Estate	Financial Professional	\$0	\$2,115,609	\$0	\$2,115,609
	iii	M3 Advisory Partners	Other	\$0	\$311,775	\$0	\$311,775
	iv						
	v						
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Debtor's Name CTI Liquidation Co Inc.

Case No. 23-14853

F/K/A Cyxtera Technologies, Inc.

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Debtor's Name CTI Liquidation Co Inc.
F/K/A Cyxtera Technologies, Inc.

Case No. 23-14853

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c.	All professional fees and expenses (debtor & committees)			\$0	\$57,072,044	\$1,148,444	\$57,072,044

Part 3: Recoveries of the Holders of Claims and Interests under Confirmed Plan

	Total Anticipated Payments Under Plan	Paid Current Quarter	Paid Cumulative	Allowed Claims	% Paid of Allowed Claims
a. Administrative claims	\$5,000,000	\$65,758	\$504,789	\$504,789	100%
b. Secured claims	\$668,102,717	\$0	\$627,963,313	\$1,013,799,969	62%
c. Priority claims	\$0	\$68,320	\$68,320	\$68,320	100%
d. General unsecured claims	\$0	\$0	\$0	\$0	0%
e. Equity interests	\$0	\$0	\$0		

Part 4: Questionnaire

- a. Is this a final report? Yes ☐ No ☒
- If yes, give date Final Decree was entered: _____
- If no, give date when the application for Final Decree is anticipated: _____
- b. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

Debtor's Name CTI Liquidation Co Inc.
F/K/A Cyxtera Technologies, Inc.

Case No. 23-14853

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information and provision of this information is mandatory. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6) and to otherwise evaluate whether a reorganized chapter 11 debtor is performing as anticipated under a confirmed plan. Disclosure of this information may be to a bankruptcy trustee when the information is needed to perform the trustee's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." *See* 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case, or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Post-confirmation Report and its attachments, if any, are true and correct and that I have been authorized to sign this report.

/s/ Eugene I Davis

Signature of Responsible Party

Plan Administrator

Title

Eugene I Davis

Printed Name of Responsible Party

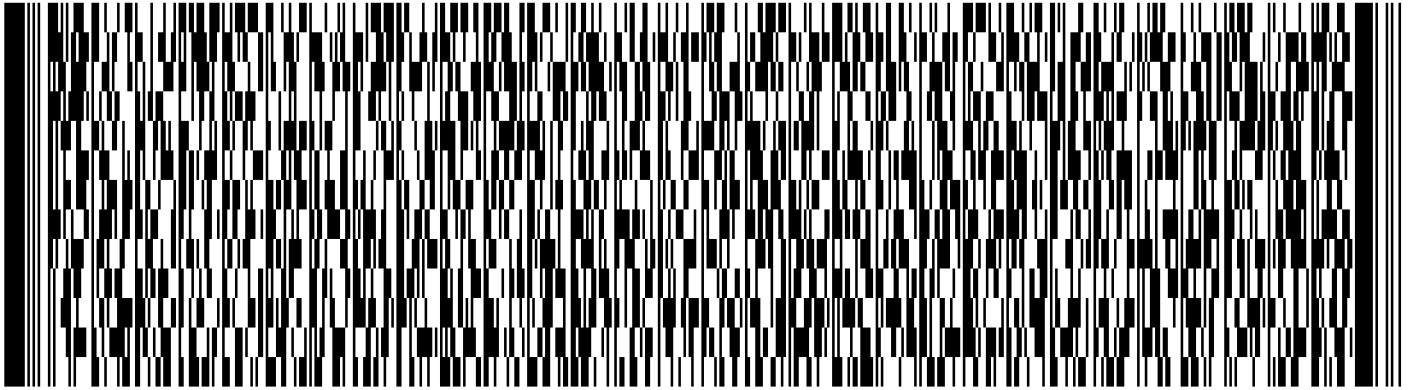
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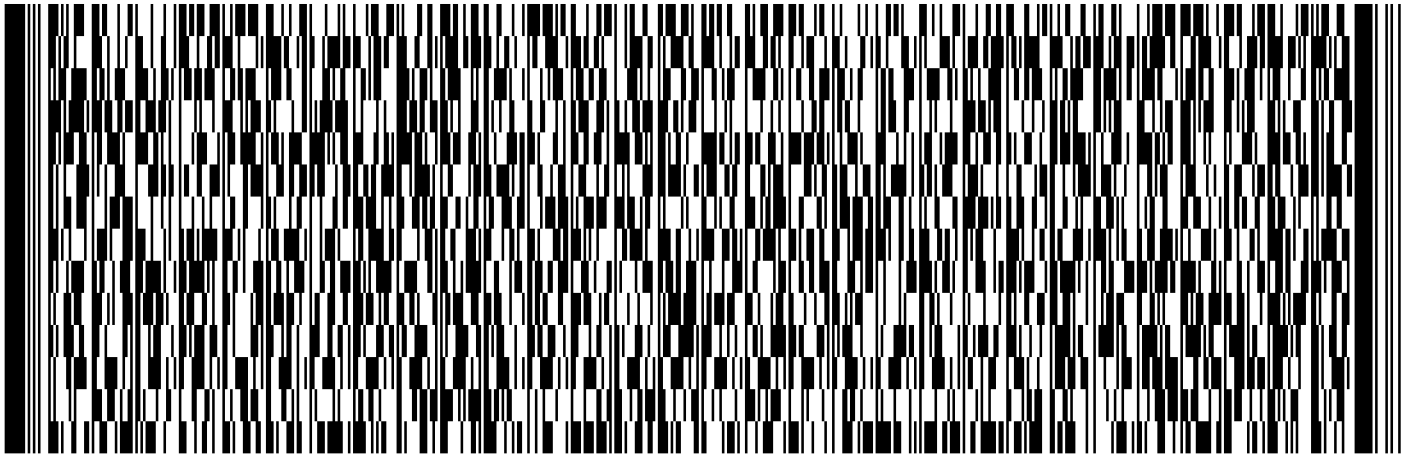
Debtor's Name CTI Liquidation Co Inc.

Case No. 23-14853

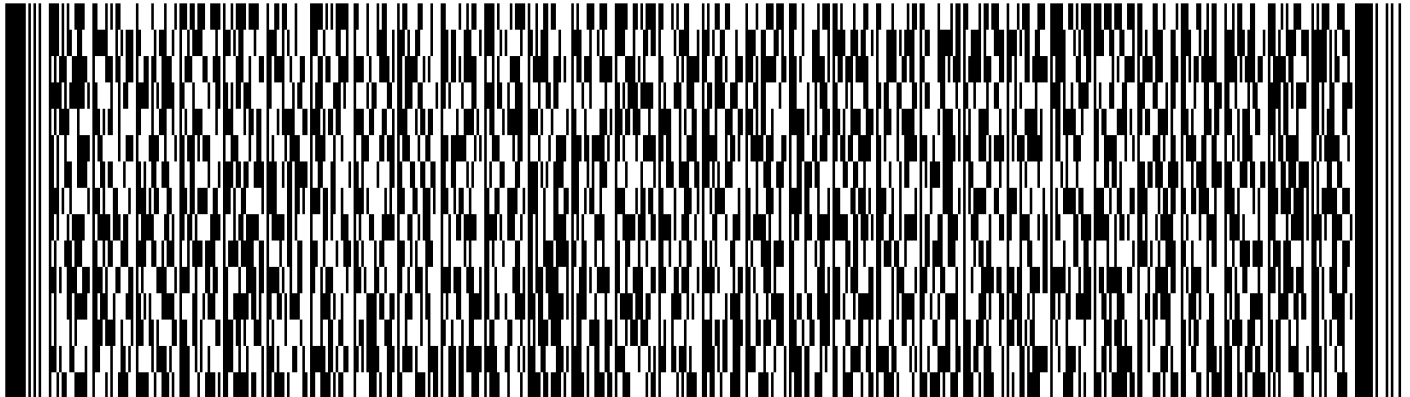
F/K/A Cyxtera Technologies, Inc.



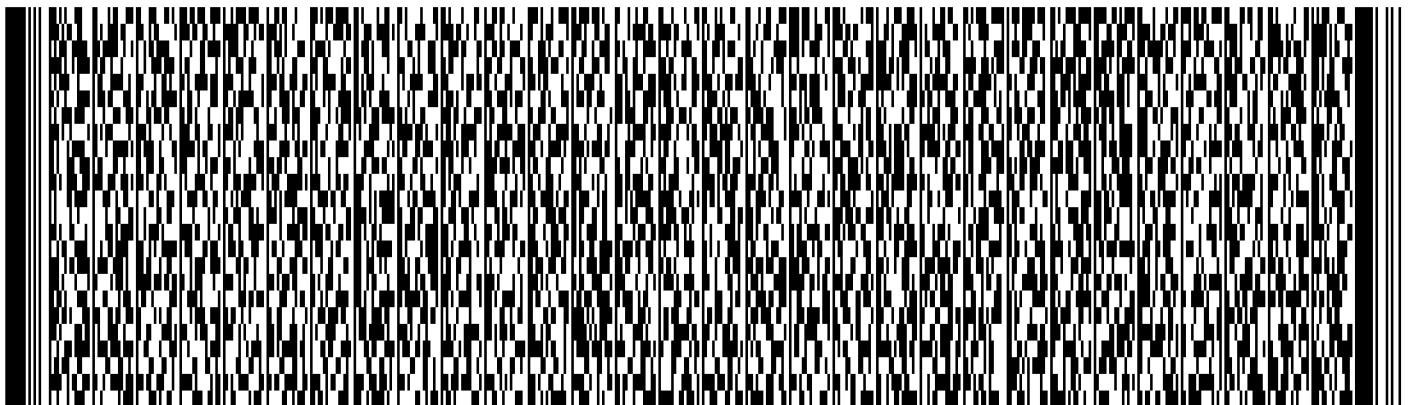
Page 1



Other Page 1



Page 2 Minus Tables

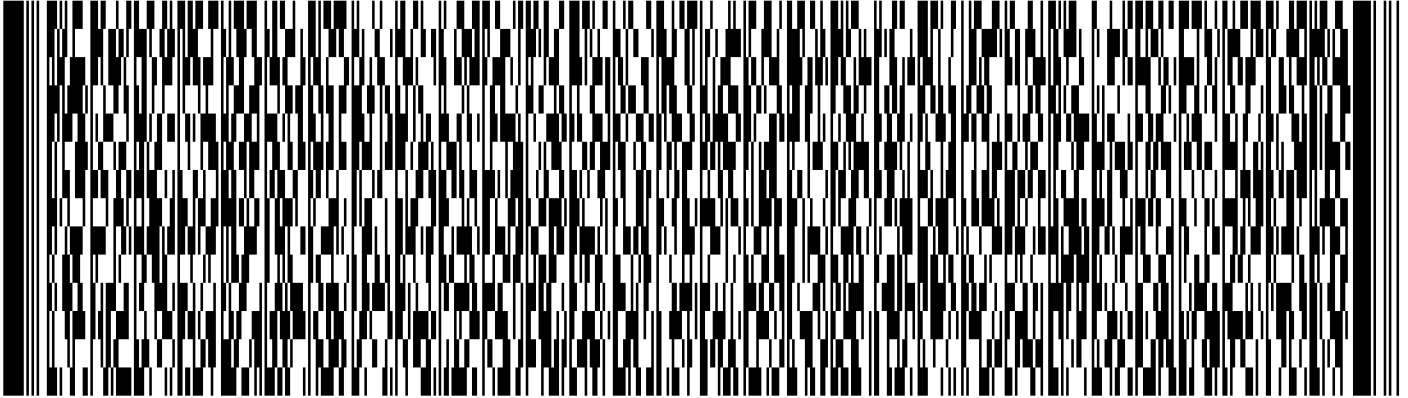


Bankruptcy Table 1-50

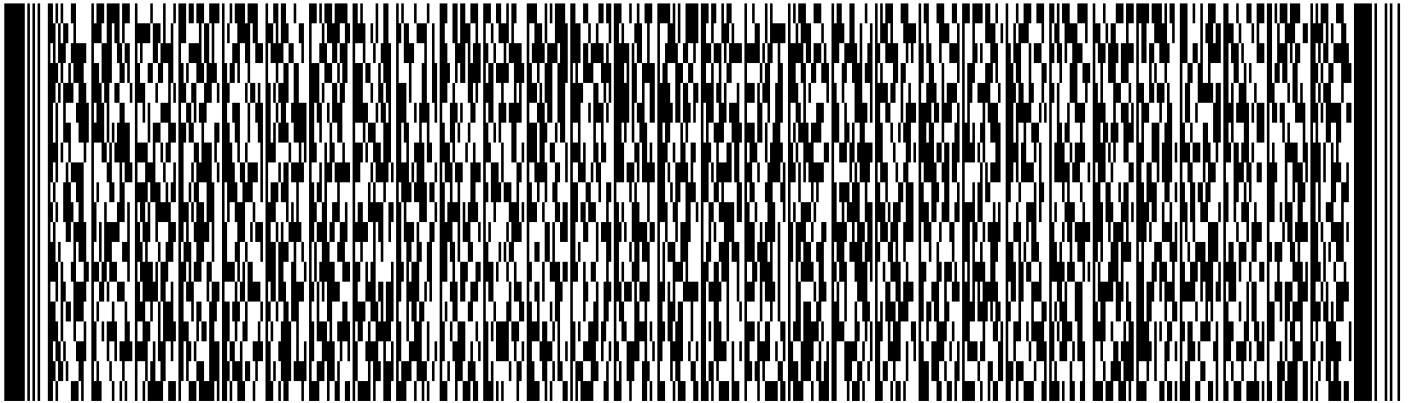
Debtor's Name CTI Liquidation Co Inc.

Case No. 23-14853

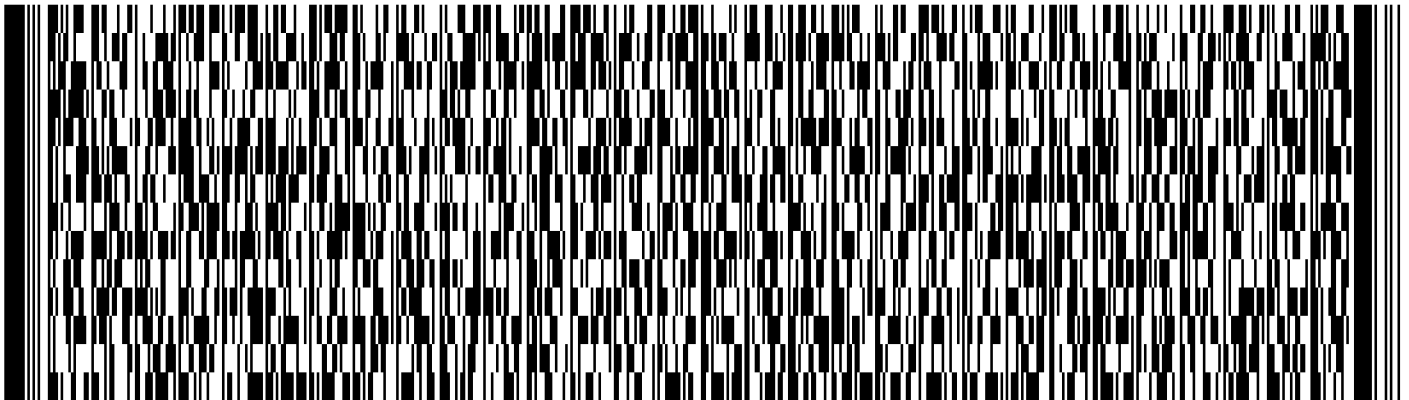
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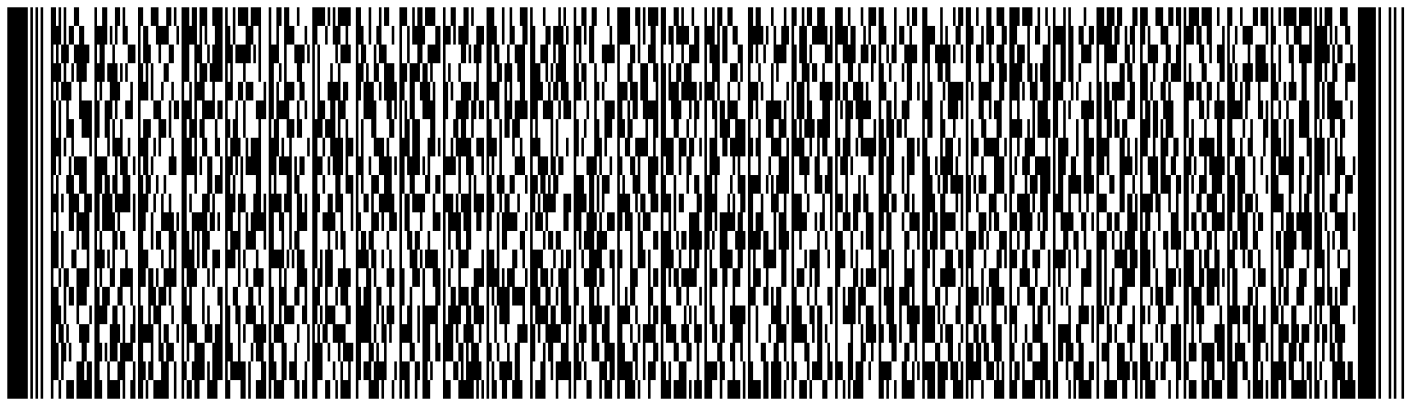
Bankruptcy Table 51-100



Non-Bankruptcy Table 1-50



Non-Bankruptcy Table 51-100



Part 3, Part 4, Last Page

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

In re:	§	
	§	Chapter 11
	§	
CTI Liquidation Co., Inc.¹	§	Case No. 23-14853 (JKS)
	§	
Post-Effective Date Debtor.	§	(Jointly Administered)
	§	

QUARTERLY OPERATING REPORT NOTES
FOR THE QUARTER ENDED JUNE 30, 2024

INTRODUCTION:

On June 4, 2023, CTI Liquidation Co., Inc. f/k/a Cyxtera Technologies, Inc. and certain of its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the District of New Jersey (the “Court”). On November 17, 2023, the Court entered its *Order Confirming the Fourth Amended Joint Plan of Reorganization of Cyxtera Technologies, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 718] (the “Confirmation Order”), which confirmed the Plan.² The Plan became effective and was substantially consummated on January 12, 2024 (the “Effective Date”).

Pursuant to the Plan, on the Effective Date, Pirinate Consulting Group and its Sole Member, Eugene I. Davis, was appointed as the Plan Administrator. The Plan Administrator serves as the sole representative of the Debtors and Post-Effective Date Debtors and has the powers and authority to implement the Plan and to administer and distribute the Distribution Reserve Accounts and wind down the business and affairs of the Debtors and Post-Effective Date Debtors as outlined in the Plan. The Plan Administrator has signed the QOR as the authorized signatory of the Debtors.

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ tax identification numbers, are: CYBORG OLDSCO Communications, LLC (7675), CTI Liquidation Co Inc. (3013), CYBORG OLDSCO Canada, LLC (8409), Cyxtera Communications Canada, ULC (1748), CYBORG OLDSCO Data Centers, Inc. (9960), CYBORG OLDSCO DC Holdings, Inc. (9358), CYBORG OLDSCO DC Parent Holdings, Inc. (9491), CYBORG OLDSCO Federal Group, Inc. (4954), CYBORG OLDSCO Management, Inc. (0913), Cyxtera Netherlands B.V. (1564), Cyxtera Canada TRS, ULC (0701), CYBORG OLDSCO Digital Services, LLC (8315), CYBORG OLDSCO Employer Services, LLC (2257), CYBORG OLDSCO Holdings, LLC (4212), CYBORG OLDSCO Technologies Maryland, Inc. (2896), and CYBORG OLDSCO Technologies, LLC (1569). The location of the Debtors’ service address for purposes of these chapter 11 cases is: c/o Halperin Battaglia Benzija, LLP 40 Wall Street, 37th Floor, New York, NY 10005.

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

The Chapter 11 Case of CTI Liquidation Co., Inc. remains opens (the “Liquidating Debtor”) and the Final Decrees, of the remaining cases listed below (the “Closed Cases”), were entered on March 27, 2024 [Docket No. 953].

Debtor	Formerly Known As	Case No.
CYBORG OLDSCO Communications, LLC	Cyxtera Communications, LLC	23-14852
CYBORG OLDSCO Canada, LLC	Cyxtera Canada, LLC	23-14855
Cyxtera Communications Canada, ULC ³		23-14856
CYBORG OLDSCO Data Centers, Inc.	Cyxtera Data Centers, Inc.	23-14857
CYBORG OLDSCO DC Holdings, Inc.	Cyxtera DC Holdings, Inc.	23-14858
CYBORG OLDSCO DC Parent Holdings, Inc.	Cyxtera DC Parent Holdings, Inc.	23-14859
CYBORG OLDSCO Federal Group, Inc.	Cyxtera Federal Group, Inc.	23-14862
CYBORG OLDSCO Management, Inc.	Cyxtera Management, Inc.	23-14864
Cyxtera Netherlands B.V.		23-14865
Cyxtera Canada TRS, ULC ⁴		23-14854
CYBORG OLDSCO Digital Services, LLC	Cyxtera Digital Services, LLC	23-14860
CYBORG OLDSCO Employer Services, LLC	Cyxtera Employer Services, LLC	23-14861
CYBORG OLDSCO Holdings, LLC	Cyxtera Holdings, LLC	23-14863
CYBORG OLDSCO Technologies Maryland, Inc.	Cyxtera Technologies Maryland, Inc.	23-14866
CYBORG OLDSCO Technologies, LLC	Cyxtera Technologies, LLC	23-14867

The QOR is unaudited and limited in scope. Information contained in this QOR is derived from the Post- Effective Date Debtors’ books and records. The Plan Administrator has prepared this QOR using the best information presently available to them, which has been collected, maintained, and prepared in accordance with their historical accounting practices, prior to consolidating and eliminating entries. Accordingly, this QOR is true and accurate to the best of the Post-Effective Date Debtors’ knowledge, information, and belief, based on currently-available data. There can be no assurance that such information is complete, and this QOR may be subject to revision. The Post-Effective Date Debtors’ financial information and the QOR are prepared on a cash basis.

RESERVATION OF RIGHTS:

These QOR has been prepared for the purpose of complying with the quarterly reporting requirements applicable in a format consistent with the form approved by the U.S. Trustee and pursuant to Section 3 of the Plan Administrator’s Agreement. The unaudited financial information has been derived from the books and records of the Post-Effective Date Debtors. The Post-Effective Date Debtors reserves all rights to dispute the nature, validity, status, enforceability, or executory natures of any claim amount, agreement, representation, or other statement set forth in this QOR. Further, the Post-Effective Date Debtors reserve the right to amend or supplement this QOR, if necessary, but shall be under no obligation to do so.

³ Name change pending.

⁴ Name change pending.

ASSETS TRANSFERRED ON THE EFFECTIVE DATE

On the Effective Date, the following assets were transferred to the Plan Administrator and to the GUC Trust and were included in the disbursements of the Debtors in the final Monthly Operating Reports submitted to the Court (in 000's).

	Reserve	Total
Wind-down Expenses	\$	8,330.0
Reserve for Income Taxes		3,700.0
Claims Reserve		5,000.0
Letter of Credit Reserve		2,139.4
Litigation Reserve		1,000.0
Winddown Exp Reserve		1,000.0
	\$	<u>21,169.4</u>
GUC TRUST	\$	<u>8,650.0</u>

In addition, \$38.55 million was transferred to the Professional Fee Escrow Account to pay the Professional Fee Claims. In May, 2024, after paying all Final Fee Applications, approximately \$7.98 million from the Professional Fee Escrow Account was transferred to the Plan Administrator and is included in the Reserve for First Lien Claims.

STATEMENT OF CASH FLOWS

For the quarter April 1, 2014 to June 30, 2024 (in 000's):

	Wind-down & Litigation Reserves	Reserve for Income Taxes	Claims Reserve	Letter of Credit Reserve	Reserve for First Lien Claims	Total
Cash Receipts						
Other	\$ -	\$ -	\$ -	\$ -	\$ 8,026	\$ 8,026
Interest/Dividend Income	144	-	-	-	209	353
Total Cash Receipts	144	-	-	-	8,236	8,380
Cash Disbursements						
Professional Fees	(563)	-	-	-	-	(563)
Plan Administrator Fee	(75)	-	-	-	-	(75)
Insurance	-	-	-	-	-	-
Taxes	-	(174)	-	-	-	(174)
US Trustee Fee	(566)	-	-	-	-	(566)
	<u>(1,204)</u>	<u>(174)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,378)</u>
Payments Under the Plan						
Secured Claims	-	-	-	-	-	-
Administrative Claims	-	-	(66)	-	-	(66)
Priority Claims	-	-	(68)	-	-	(68)
	<u>-</u>	<u>-</u>	<u>(134)</u>	<u>-</u>	<u>-</u>	<u>(134)</u>
Total Cash Disbursements	<u>(1,204)</u>	<u>(174)</u>	<u>(134)</u>	<u>-</u>	<u>-</u>	<u>(1,512)</u>
Net Cash Flow	(1,060)	(174)	(134)	-	8,236	6,868
Interfund Transfers	-	-	-	-	-	-
Total Change in Cash	(1,060)	(174)	(134)	-	8,236	6,868
Opening Cash Balance, Mar 31, 2024	9,806	3,436	4,561	1,215	8,157	27,175
Ending Cash Balance, Jun 30, 2024	\$ 8,746	\$ 3,262	\$ 4,427	\$ 1,215	\$ 16,392	\$ 34,043

(see notes on the following page)

For the period January 13, 2024 to June 30, 2024 (in 000's):

	Wind-down & Litigation Reserves	Reserve for Income Taxes	Claims Reserve	Letter of Credit Reserve	Reserve for First Lien Claims	Total
Cash Receipts						
Other	\$ 772	\$ -	\$ -	\$ -	\$ 15,259	\$ 16,031
Interest/Dividend Income	392	-	-	-	209	601
Total Cash Receipts	1,164	-	-	-	15,468	16,632
Cash Disbursements						
Professional Fees	(1,351)	-	-	-	-	(1,351)
Plan Administrator Fee	(150)	-	-	-	-	(150)
Insurance	(55)	-	-	-	-	(55)
Taxes	-	(438)	-	-	-	(438)
US Trustee Fee	(1,192)	-	-	-	-	(1,192)
	(2,748)	(438)	-	-	-	(3,185)
Payments Under the Plan						
Secured Claims	-	-	-	-	-	-
Administrative Claims	-	-	(505)	-	-	(505)
Priority Claims	-	-	(68)	-	-	(68)
	-	-	(573)	-	-	(573)
Total Cash Disbursements	(2,748)	(438)	(573)	-	-	(3,759)
Net Cash Flow	(1,584)	(438)	(573)	-	15,468	12,873
Interfund Transfers	-	-	-	(924)	924	-
Total Change in Cash	(1,584)	(438)	(573)	(924)	16,392	12,873
Opening Cash Balance, Mar 31, 2024	10,330	3,700	5,000	2,139	-	21,169
Ending Cash Balance, Jun 30, 2024	\$ 8,746	\$ 3,262	\$ 4,427	\$ 1,215	\$ 16,392	\$ 34,043

Notes to the Quarterly Operating Reports and Statement of Cash Flows.

- (1) This QOR is for the quarter ended June 30, 2024 and the post-emergence period January 13, 2024 to June 30, 2024.
- (2) The financial information contained herein is presented on a preliminary and unaudited basis and remains subject to adjustments.
- (3) All figures include both cash and restricted cash as reported in the bank statements. Reconciling differences will exist between bank statement balances and balance sheet cash balances due to routine timing differences between payment execution by the Debtors' financial system and disbursement of funds from respective bank accounts.
- (4) During the quarter ended March 31, 2024, Final Fee Applications for Pre-Emergence Retained Professionals were approved by the Court and were paid by the Professional Fee Escrow Account and are not included in the Statement of Cash Flows. In May, 2024, after paying all Final Fee Applications, approximately \$7.98 million from the Professional Fee Escrow Account was transferred to the Plan Administrator and is included in the Reserve for First Lien Claims.
- (5) Subsequent to the Effective Date, \$772,000 was transferred to the Plan Administrator to pay the fourth quarter US Trustee Fees and ordinary course professional fees, which were not paid prior to closing. In addition, \$7.2 million was received by the Debtors after distribution to the First Lien Lenders on or about the Effective Date and is being held by the Plan Administrator in reserve to be distributed to the First Lien Claims under the Plan.
- (6) The GUC Trust is not included in the Statement of Cash Flows. On the Effective Date, the GUC Trust received \$8.65 million. As of the date of this report, the GUC Trust has not Allowed or paid any General Unsecured Claims.

- (7) Under the Plan, no distribution is anticipated to Equity Interests.
- (8) Inception to date June 30, 2024, total disbursements by the Plan Administrator and from the Professional Fee Escrow Account were approximately \$33.55 million, and therefore were less than the cash transferred to the Plan Administrator and the Professional Fee Escrow at Emergence of \$59.72 million (collectively, the “Initial Funding”). Accordingly, the Plan Administrator has not reflected the disbursements in the QOR for the period as “disbursements” for purposes of 28 U.S.C. § 1930(a)(6) in Part 1: Summary of Post-confirmation Transfers in the Post-conformation report of CTI Liquidation Co., Inc. and will not do so until disbursements are in excess of the Initial Funding.