

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

In re:

BLINK HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11686 ( )

(Joint Administration Requested)

**DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS  
(I) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING,  
OR DISCONTINUING UTILITY SERVICES; (II) DEEMING UTILITY  
COMPANIES ADEQUATELY ASSURED OF FUTURE PAYMENT;  
(III) ESTABLISHING PROCEDURES FOR DETERMINING  
ADDITIONAL ADEQUATE ASSURANCE OF PAYMENT;  
AND (IV) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) hereby submit this motion (this “**Motion**”) for the entry of interim and final orders, substantially in the forms attached hereto as Exhibit A (the “**Proposed Interim Order**”) and Exhibit B (the “**Proposed Final Order**,” and together with the Proposed Interim Order, the “**Proposed Orders**”), (i) prohibiting the Debtors’ utility service providers from altering, refusing, or discontinuing utility services on account of prepetition invoices; (ii) deeming the Debtors’ utility service providers adequately assured of future payment; (iii) establishing procedures for determining additional adequate assurance of future payment and authorizing the Debtors to provide additional adequate assurance of future payment to their utility service providers; and (iv) granting related relief. In support of this Motion, the Debtors rely upon and

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<sup>1</sup> The last four digits of Blink Holdings, Inc.’s federal tax identification number are 6354. The mailing address for Blink Holdings, Inc. is 45 West 45th Street, 10th Floor, New York, New York 10036. Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the proposed undersigned counsel for the Debtors.

incorporate by reference the *Declaration of Steven Shenker in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”),<sup>2</sup> filed contemporaneously herewith. In further support of this Motion, the Debtors respectfully state as follows:

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has 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 as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors confirm their consent to the entry of a final order or judgment by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief sought herein are sections 105(a) and 366 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”) and rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the First Day Declaration.

## **BACKGROUND**

### **I. General**

4. On the date hereof (the “**Petition Date**”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Debtors are authorized to operate their business and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. No official committee has been appointed in the Chapter 11 Cases, and no request has been made for the appointment of a trustee or an examiner.

6. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the filing of the Chapter 11 Cases is set forth in the First Day Declaration.

### **II. Utility Companies and Utility Services**

7. In connection with the operation of their business, various utility companies (each, a “**Utility Company**,” and collectively, the “**Utility Companies**”) provide, among others, natural gas, electricity, telecommunications, internet connectivity, water, waste disposal and other similar services (collectively, the “**Utility Services**”) to the Debtors. Attached hereto as Exhibit C<sup>3</sup> is a list (the “**Utility Service List**”) of the Utility Companies that provide Utility Services to the Debtors as of the Petition Date. The Utility Companies service the Debtors’ gym locations and corporate headquarters. The Debtors could not operate their business or serve their

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<sup>3</sup> The Debtors have endeavored to identify all of the Utility Companies and list them on Exhibit C hereto. However, inadvertent omissions may have occurred, and the omission from Exhibit C hereto of any entity providing Utility Services to the Debtors shall not be construed as an admission, waiver, acknowledgement or consent that section 366 of the Bankruptcy Code does not apply to such entity. In addition, the Debtors reserve the right to assert that any of the entities now or hereafter included on the Utility Service List are not “utilities” within the meaning of section 366(a) of the Bankruptcy Code.

customers in the absence of continuous Utility Services. Thus, any interruption in such services would disrupt the Debtors' day-to-day operations and be detrimental to their business.

8. In general, the Debtors have established a good payment history with the Utility Companies. On average, over the twelve months preceding the Petition Date, the Debtors paid approximately \$700,000 per month for Utility Services.

9. To monitor and verify the invoices for the Utility Services and assist the Debtors with the management of the Debtors' accounts with all Utility Companies, including terminating Utility Services for closing locations, the Debtors contract with Constellation Navigator, LLC and Vericom Group, LLC (the "**Administrators**"). The Debtors have historically incurred approximately \$10,000 per month for the Administrators' services. The Debtors believe that, as of the Petition Date, they owe approximately \$15,000 to the Administrators for prepetition accrued but unpaid service and administrative fees. By this Motion, the Debtors also request authority, but not the direction, to satisfy any unpaid prepetition obligations to the Administrators, to ensure that there is no disruption in the provision of Utility Services, and to continue such payments to the Administrators in the ordinary course of business.

#### **RELIEF REQUESTED**

10. By this Motion, the Debtors request that the Court enter the Proposed Orders (i) prohibiting the Utility Companies from altering, refusing or discontinuing the Utility Services on account of prepetition invoices, including the making of demands for security deposits or accelerated payment terms; (ii) determining that the Debtors have provided each of the Utility Companies with "adequate assurance of payment" within the meaning of section 366 of the Bankruptcy Code ("**Adequate Assurance**"), based on the Debtors' establishment of a segregated account in the amount of \$321,600 which equals 50% of the Debtors' estimated monthly cost of the Utility Services; (iii) establishing procedures for determining additional adequate assurance of

future payment, if any, and authorizing the Debtors to provide additional adequate assurance of future payment to the Utility Companies (the “**Assurance Procedures**”); (iv) authorizing the Debtors to pay amounts owed to the Administrators; and (v) granting related relief.

### **BASIS FOR RELIEF**

11. The unexpected termination or cessation (even if only temporary) of any of the Utility Services will result in disruption to the Debtors’ business, as well as a potential loss of revenue and profits. Any such interruption of the Utility Services would diminish or impair the Debtors’ efforts to preserve and maximize the value of their estates and to successfully prosecute the Chapter 11 Cases. It is therefore critical that the Utility Services continue uninterrupted.

12. Section 366 of the Bankruptcy Code provides that, in a chapter 11 case, during the initial thirty (30) days after the commencement of the case, utilities may not alter, refuse or discontinue service to, or discriminate against, a debtor solely on the basis of the commencement of its case or the existence of prepetition debts owed by the debtor. In a chapter 11 case, following the thirty-day period under section 366(c) of the Bankruptcy Code, utilities may discontinue service to the debtor if the debtor does not provide adequate assurance of future payment of its postpetition obligations in a form that is satisfactory to the utility, subject to the Court’s ability to modify the amount of adequate assurance.

13. The Debtors intend to pay undisputed postpetition charges for the Utility Services when due in the ordinary course of business. Nonetheless, to provide adequate assurance of payment for future services to the Utility Companies under section 366 of the Bankruptcy Code, the Debtors propose to deposit a sum of \$321,600 (the “**Utility Deposit**”), which represents 50% of the Debtors’ estimated monthly cost for Utility Services, into a segregated account (the “**Utility Deposit Account**”) within twenty (20) days of the date hereof, to be maintained during the pendency of the Chapter 11 Cases in the manner provided for herein and in the Proposed Orders.

14. While the form of adequate assurance of payment may be limited to the types of security enumerated in section 366(c)(1)(A) of the Bankruptcy Code,<sup>4</sup> the determination of the amount of the adequate assurance is within the discretion of the Court. It is well established that the requirement that a utility receive adequate assurance of payment does not require a guarantee of payment. Instead, the protection granted to a utility under section 366 of the Bankruptcy Code is intended to avoid exposing the utility to an unreasonable risk of nonpayment.

15. The Debtors submit that the Utility Deposit constitutes sufficient adequate assurance to the Utility Companies. However, the Debtors propose to establish the Assurance Procedures, pursuant to which a Utility Company may request additional adequate assurance of payment. If any Utility Company believes additional assurance is required, it may request such additional assurance pursuant to the Assurance Procedures. The Assurance Procedures are as follows:

- a. Any Utility Company desiring assurance of future payment for utility service beyond the Adequate Assurance must serve a request (an “**Additional Assurance Request**”) so that it is received by the following: (i) Blink Holdings, Inc., c/o Portage Point Partners LLC, 640 5<sup>th</sup> Avenue, 10<sup>th</sup> Floor, New York, NY 10019, Attn: Steven Shenker (sshenger@pppllc.com); (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801, Attn: Benjamin C. Carver (bcarver@ycst.com); and (iii) counsel for any official committee appointed in the Chapter 11 Cases.
- b. Any Additional Assurance Request must: (i) be made in writing; (ii) specify the amount and nature of assurance of payment that would be satisfactory to the Utility Company; (iii) set forth the location(s) for which Utility Services are provided and the relevant account number(s); (iv) describe any deposits, prepayments or other security currently held by the requesting Utility Company; and (v) explain why the requesting Utility

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<sup>4</sup> Section 366(c)(1)(A) provides that “assurance of payment” may be in the form of a cash deposit, letter of credit, certificate of deposit, surety bond, prepayment of utility consumption, or another form of security that is mutually agreed on between the utility and the debtor. 11 U.S.C. § 366(c)(1)(A).

Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.

- c. Upon the Debtors' receipt of an Additional Assurance Request at the addresses set forth above, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company's Additional Assurance Request.
  - d. The Debtors, in their discretion, may resolve any Additional Assurance Request by mutual agreement with the requesting Utility Company and without further order of the Court, and may, in connection with any such resolution, in their discretion, provide the requesting Utility Company with additional assurance of future payment in a form satisfactory to the Utility Company, including, but not limited to, cash deposits, prepayments and/or other forms of security, if the Debtors believe such additional assurance is reasonable. Without the need for any notice to, or action, order or approval of, the Court, the Debtors may reduce the amount of the Utility Deposit by any amount allocated to a particular Utility Company to the extent consistent with any alternative adequate assurance arrangements mutually agreed to by the Debtors and the affected Utility Company.
  - e. If the Debtors determine that an Additional Assurance Request is not reasonable or are not able to resolve such request, the Debtors shall, upon reasonable notice, request a hearing before the Court to determine the adequacy of assurances of payment made to the requesting Utility Company (the "**Determination Hearing**"), pursuant to section 366(c)(3)(A) of the Bankruptcy Code, which Determination Hearing shall be held at the next regularly-scheduled omnibus hearing in the Chapter 11 Cases that is not less than twenty-one (21) days later, or such other date and time agreed to by the parties.
  - f. Pending the resolution of the Additional Assurance Request at a Determination Hearing, the Utility Company making such request shall be restrained from discontinuing, altering or refusing service to the Debtors on account of unpaid charges for prepetition services, the commencement of the Chapter 11 Cases, or any objections to the Adequate Assurance, or requiring the Debtors to furnish any additional deposit or other security for the continued provision of services.
  - g. The Adequate Assurance shall be deemed adequate assurance of payment for any Utility Company that fails to make an Additional Assurance Request.
16. In addition to establishing the Assurance Procedures, the Debtors request a

Final Hearing on this Motion to be held within twenty-five (25) days of the Petition Date to ensure

that, if a Utility Company argues it can unilaterally refuse service to the Debtors on the thirty-first (31st) day after the Petition Date, the Debtors will have the opportunity, to the extent necessary, to request that the Court make such modifications to the Assurance Procedures in time to avoid any potential termination of the Utility Services.

17. It is possible that, despite the Debtors' reasonable efforts, certain Utility Companies have not yet been identified by the Debtors or included on the Utility Service List (each, an "**Additional Utility Company**," and collectively, the "**Additional Utility Companies**"). Thus, promptly upon the discovery of an Additional Utility Company, the Debtors will increase the Utility Deposit by an amount equal to approximately two (2) weeks of the Debtors' estimated aggregate utility expense for each Additional Utility Company subsequent to the Petition Date. In addition, the Debtors request that the Court provide that the Additional Utility Companies are subject to the terms of the Proposed Orders (including the Assurance Procedures) once entered by the Court.

18. Further, it is possible that during the course of the Chapter 11 Cases, certain utility accounts with the Utility Companies with respect to which funds have been contributed to the Utility Deposit will be closed (each, a "**Closed Account**"). The Debtors request that if any utility account with a Utility Company becomes a Closed Account during the course of the Chapter 11 Cases, the Debtors shall be authorized to decrease the amount of the Utility Deposit by withdrawing from the Utility Deposit Account the amount deposited with respect to such Closed Account upon either (i) obtaining the affected Utility Company's consent to do so or (ii) providing the affected Utility Company with fourteen (14) days' prior written notice of their intent to do so and receiving no response to such notice, or such response is resolved consensually or by order of the Court.



19. The Debtors submit that their proposed method of furnishing adequate assurance of payment for postpetition Utility Services is not prejudicial to the rights of any Utility Company and is in the best interest of the Debtors' estates and creditors. Because uninterrupted Utility Services are vital to the Debtors' business and, consequently, to the success of the Chapter 11 Cases, the relief requested herein is necessary and in the best interests of the Debtors' estates and creditors. Such relief ensures that the Debtors' business operations will not experience any unexpected or inopportune interruption during the pendency of the Chapter 11 Cases and provides the Utility Companies and the Debtors with an orderly, fair procedure for determining "adequate assurance" of payment.

20. For the foregoing reasons, the Debtors believe that granting the relief requested herein is appropriate and in the best interests of their estates and creditors.

**SATISFACTION OF BANKRUPTCY RULE 6003**

21. Pursuant to Bankruptcy Rule 6003(b), any motion seeking to use property of the estate pursuant to section 363 of the Bankruptcy Code or to satisfy prepetition claims within twenty-one days of the Petition Date requires the Debtors to demonstrate that such relief "is necessary to avoid immediate and irreparable harm." As set forth throughout this Motion, any unexpected disruption of the Utility Services would substantially diminish or impair the Debtors' efforts in the Chapter 11 Cases to preserve and maximize the value of their estates.

22. For this reason and those set forth above, the Debtors respectfully submit that Bankruptcy Rule 6003(b) has been satisfied, and the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates.

**WAIVER OF STAY UNDER BANKRUPTCY RULE 6004(h)**

23. Pursuant to Bankruptcy Rule 6004(h), "[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 set forth throughout this Motion, any interruption of the Utility Services would substantially diminish or impair the Debtors’ efforts to successfully prosecute the Chapter 11 Cases.

24. For this reason and those set forth above, the Debtors submit that ample cause exists to justify a waiver of the fourteen (14)-day stay imposed by Bankruptcy Rule 6004(h), to the extent applicable to the Proposed Orders.

### **RESERVATION OF RIGHTS**

25. Nothing in the Proposed Orders or this Motion: (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates; (ii) shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority or amount of any claim against the Debtors and their estates; or (iii) shall be construed as a promise to pay a claim.

### **NOTICE**

26. Notice of this Motion has been or will be provided to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the holders of the twenty (20) largest unsecured claims against the Debtors (on a consolidated basis); (iii) the office of the attorney general for each of the states in which the Debtors operate; (iv) United States Attorney’s Office for the District of Delaware; (v) the Internal Revenue Service; (vi) the United States Department of Justice; (vii) counsel to the Prepetition Agent and DIP Agent; (viii) counsel to Equinox Holdings, Inc.; (ix) the Utility Companies; and (x) all parties that have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. Notice of this Motion and

any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

**CONCLUSION**

WHEREFORE, the Debtors request the entry of the Proposed Orders granting the relief requested herein and such other and further relief as is just and proper.

Dated: Wilmington, Delaware  
August 12, 2024

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

*/s/ Benjamin C. Carver*

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Michael R. Nestor (No. 3526)  
Sean T. Greecher (No. 4484)  
Allison S. Mielke (No. 5934)  
Timothy R. Powell (No. 6894)  
Rebecca L. Lamb (No. 7223)  
Benjamin C. Carver (No. 7176)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: mnestor@ycst.com  
sgreecher@ycst.com  
amielke@ycst.com  
tpowell@ycst.com  
rlamb@ycst.com  
bcarver@ycst.com

*Proposed Counsel to the Debtors  
and Debtors in Possession*

**EXHIBIT A**

**Proposed Interim Order**

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

In re:

BLINK HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11686 (\_\_\_)

(Jointly Administered)

Ref. Docket No. \_\_

**INTERIM ORDER (I) PROHIBITING UTILITY COMPANIES  
FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES;  
(II) DEEMING UTILITY COMPANIES ADEQUATELY ASSURED OF FUTURE  
PAYMENT; (III) ESTABLISHING PROCEDURES FOR DETERMINING  
ADDITIONAL ADEQUATE ASSURANCE OF PAYMENT;  
AND (IV) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for the entry of an interim order (this “**Interim Order**”) (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of prepetition invoices; (ii) deeming the Utility Companies adequately assured of future payment; (iii) establishing Assurance Procedures for determining additional adequate assurance of future payment and authorizing the Debtors to provide additional adequate assurance of future payment to the Utility Companies; and (iv) granting related relief; and upon the First Day Declaration; and upon the statements of counsel made in support of the relief requested in the Motion at the hearing before this Court; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and

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<sup>1</sup> The last four digits of Blink Holdings, Inc.’s federal tax identification number are 6354. The mailing address for Blink Holdings, Inc. is 45 West 45th Street, 10th Floor, New York, New York 10036. Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the proposed undersigned counsel for the Debtors.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that venue of the Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that proper and adequate notice of the Motion has been given under the circumstances and in accordance with the Bankruptcy Rules and Local Rules and that no other or further notice is necessary; and after due deliberation thereon; and this Court having found that the relief herein is in the best interests of the Debtors' estates; and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED on an interim basis as set forth herein.
2. Subject to the Assurance Procedures set forth below, no Utility Company may (i) alter, refuse, terminate or discontinue Utility Services to, or discriminate against, the Debtors on the basis of the commencement of the Chapter 11 Cases or on account of outstanding prepetition invoices, or (ii) require additional assurance of payment, other than the Utility Deposit, as a condition to the Debtors receiving such Utility Services.
3. The Debtors shall deposit, as adequate assurance for the Utility Companies, \$321,600 in the aggregate (the "**Utility Deposit**") into a segregated account (the "**Utility Deposit Account**") within twenty (20) days hereof to be maintained during the pendency of the Chapter 11 Cases as provided for herein.
4. Subject to the Assurance Procedures set forth below, the Utility Deposit constitutes adequate assurance of future payment to the Utility Companies under section 366 of the Bankruptcy Code (the "**Adequate Assurance**").
5. The following Assurance Procedures are approved in all respects:

- a. Any Utility Company desiring assurance of future payment for utility service beyond the Adequate Assurance must serve a request (an “**Additional Assurance Request**”) so that it is received by the following: (i) Blink Holdings, Inc., c/o Portage Point Partners LLC, 640 5<sup>th</sup> Avenue, 10<sup>th</sup> Floor, New York, NY 10019, Attn: Steven Shenker (sshenger@pppllc.com); (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801, Attn: Benjamin C. Carver (bcarver@ycst.com); and (iii) counsel for any official committee appointed in the Chapter 11 Cases.
- b. Any Additional Assurance Request must: (i) be made in writing; (ii) specify the amount and nature of assurance of payment that would be satisfactory to the Utility Company; (iii) set forth the location(s) for which Utility Services are provided and the relevant account number(s); (iv) describe any deposits, prepayments or other security currently held by the requesting Utility Company; and (v) explain why the requesting Utility Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.
- c. Upon the Debtors’ receipt of an Additional Assurance Request at the addresses set forth above, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company’s Additional Assurance Request.
- d. The Debtors, in their discretion, and in consultation with the DIP Agent, may resolve any Additional Assurance Request by mutual agreement with the requesting Utility Company and without further order of this Court, and may, in connection with any such resolution, in their discretion, provide the requesting Utility Company with additional assurance of future payment in a form satisfactory to the Utility Company, including, but not limited to, cash deposits, prepayments and/or other forms of security, if the Debtors believe such additional assurance is reasonable; provided, however, that the Debtors shall not be required to consult with the DIP Agent regarding any resolution of an Additional Assurance Request involving \$20,000 or less. Without the need for any notice to, or action, order or approval of, this Court, the Debtors may reduce the amount of the Utility Deposit by any amount allocated to a particular Utility Company to the extent consistent with any alternative adequate assurance arrangements mutually agreed to by the Debtors and the affected Utility Company.
- e. If the Debtors determine that an Additional Assurance Request is not reasonable or are not able to resolve such request, the Debtors shall, upon reasonable notice, request a hearing before this Court to

determine the adequacy of assurances of payment made to the requesting Utility Company (the “**Determination Hearing**”), pursuant to section 366(c)(3)(A) of the Bankruptcy Code, which Determination Hearing shall be held at the next regularly-scheduled omnibus hearing in the Chapter 11 Cases that is not less than twenty-one (21) days later, or such other date and time agreed to by the parties.

- f. Pending the resolution of the Additional Assurance Request at a Determination Hearing, the Utility Company making such request shall be restrained from discontinuing, altering or refusing service to the Debtors on account of unpaid charges for prepetition services, the commencement of the Chapter 11 Cases, or any objections to the Adequate Assurance, or requiring the Debtors to furnish any additional deposit or other security for the continued provision of services.
- g. The Adequate Assurance shall be deemed adequate assurance of payment for any Utility Company that fails to make an Additional Assurance Request.

6. The Debtors shall promptly serve a copy of this Interim Order on each Utility Company listed on the Utility Service List.

7. The Debtors are authorized, as necessary, to provide a copy of this Interim Order, and any final order approving the relief requested in the Motion (any such order, the “**Final Order**”), to any Utility Company not listed on the Utility Service List (each, an “**Additional Utility Company**,” and collectively, the “**Additional Utility Companies**”) as such Utility Companies are identified. Promptly upon providing a copy of this Interim Order and the Final Order to an Additional Utility Company, the Debtors shall increase the Utility Deposit by an amount equal to approximately two (2) weeks of the Debtors’ estimated aggregate utility expense for such Additional Utility Company subsequent to the Petition Date. The Additional Utility Companies shall be subject to the terms of this Interim Order and the Final Order, including the Assurance Procedures, as of the date of service of the notice of addition of such Additional Utility Company to the Utility Service List.



8. Each Utility Company shall be deemed to have adequate assurance of payment under section 366 of the Bankruptcy Code unless and until: (i) the Debtors, in their discretion, agree to an alternative assurance of payment with the Utility Company; or (ii) this Court enters an order, after a Determination Hearing, requiring that additional adequate assurance of payment be provided to the Utility Company.

9. If any utility account with a Utility Company becomes a Closed Account during the course of the Chapter 11 Cases, without the need for further order of this Court or notice to any parties except as otherwise provided herein, the Debtors shall be authorized to decrease the amount of the Utility Deposit by withdrawing from the Utility Deposit Account the amount deposited with respect to such Closed Account upon either (i) obtaining the affected Utility Company's consent to do so; or (ii) providing the affected Utility Company with fourteen (14) days' prior written notice of their intent to do so and receiving no response to such notice, or such response is resolved consensually or by order of this Court. Upon the effective date of a chapter 11 plan in the Chapter 11 Cases, dismissal, or conversion of the Chapter 11 Cases, the Debtors may close the Utility Deposit Account without the need for any notice to, or action, order or approval of, this Court.

10. The Debtors are authorized, but not directed, to satisfy any prepetition obligations owed to the Administrators in an amount not to exceed \$15,000, and to honor their obligations to the Administrators postpetition in the ordinary course of business.

11. Nothing in this Interim Order is intended or shall be deemed to constitute a finding that any entity is or is not a Utility Company hereunder or under section 366 of the Bankruptcy Code, whether or not such entity is listed on the Utility Service List or is served with a copy of this Interim Order, the Motion, or the Proposed Final Order.

12. A final hearing on the relief sought in the Motion shall be conducted on \_\_\_\_\_, 2024 at \_\_\_\_\_ (ET) (the “**Final Hearing**”). Any party objecting to the relief sought at the Final Hearing or the Proposed Final Order shall file and serve a written objection, which objection shall be served upon (i) proposed counsel for the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean T. Greecher (sgreecher@ycst.com) and Allison S. Mielke (amielke@ycst.com); (ii) counsel to the Prepetition Agent and DIP Agent, (a) Katten Muchin Rosenman LLP, 525 W. Monroe Street, Chicago, Illinois 60661, Attn: Peter P. Knight (peter.knight@katten.com) and Allison E. Yager (allison.yager@katten.com) and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, Delaware 19899, Attn: Curtis S. Miller (cmiller@morrisnichols.com); (iii) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 North King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Benjamin A. Hackman (benjamin.a.hackman@usdoj.gov); and (iv) counsel for any official committee appointed in the Chapter 11 Cases, in each case so as to be received no later than \_\_\_\_\_, 2024 at 4:00 p.m. (ET). If no objections to the entry of the Proposed Final Order are timely filed, this Court may enter the Proposed Final Order without further notice or a hearing.

13. Notwithstanding anything in the Motion or herein to the contrary, this Interim Order and any payments made or permitted to be made hereunder, shall be subject in all respects to any interim or final order approving the use of cash collateral and/or postpetition financing, including, without limitation, any budget approved in connection therewith.

14. Nothing in this Interim Order: (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an

admission as to the validity of any claim against the Debtors and their estates; (ii) shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority or amount of any claim against the Debtors and their estates; or (iii) shall be construed as a promise to pay a claim.

15. All time periods referenced in this Interim Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

16. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

17. The requirements of Bankruptcy Rule 6003(b) are satisfied.

18. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be effective and enforceable immediately upon its entry.

19. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Interim Order.

**EXHIBIT B**

**Proposed Final Order**

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

In re:

BLINK HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11686 ( )

(Jointly Administered)

Ref. Docket Nos. \_\_ & \_\_

**FINAL ORDER (I) PROHIBITING UTILITY COMPANIES  
FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES;  
(II) DEEMING UTILITY COMPANIES ADEQUATELY ASSURED OF FUTURE  
PAYMENT; (III) ESTABLISHING PROCEDURES FOR DETERMINING  
ADDITIONAL ADEQUATE ASSURANCE OF PAYMENT;  
AND (IV) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for the entry of a final order (this “**Final Order**”) (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of prepetition invoices, (ii) deeming the Utility Companies adequately assured of future payment, (iii) establishing Assurance Procedures for determining additional adequate assurance of future payment and authorizing the Debtors to provide additional adequate assurance of future payment to the Utility Companies, and (iv) granting related relief; and upon the First Day Declaration; and upon the statements of counsel made in support of the relief requested in the Motion at the hearing before this Court; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference*

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<sup>1</sup> The last four digits of Blink Holdings, Inc.’s federal tax identification number are 6354. The mailing address for Blink Holdings, Inc. is 45 West 45th Street, 10th Floor, New York, New York 10036. Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the proposed undersigned counsel for the Debtors.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that venue of the Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that proper and adequate notice of the Motion has been given under the circumstances and in accordance with the Bankruptcy Rules and Local Rules and that no other or further notice is necessary; and after due deliberation thereon; and this Court having found that the relief herein is in the best interests of the Debtors' estates; and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED on a final basis as set forth herein.
2. Subject to the Assurance Procedures set forth below, no Utility Company may (i) alter, refuse, terminate or discontinue Utility Services to, or discriminate against, the Debtors on the basis of the commencement of the Chapter 11 Cases or on account of outstanding prepetition invoices or (ii) require additional assurance of payment, other than the Utility Deposit, as a condition to the Debtors receiving such Utility Services.
3. Pursuant to the Final Order, to the extent not already done, the Debtors shall promptly deposit, as adequate assurance for the Utility Companies, \$321,600 in the aggregate (the "**Utility Deposit**") into a segregated account (the "**Utility Deposit Account**") to be maintained during the pendency of the Chapter 11 Cases as provided for herein.
4. Subject to the Assurance Procedures set forth below, the Utility Deposit constitutes adequate assurance of future payment to the Utility Companies under section 366 of the Bankruptcy Code (the "**Adequate Assurance**").
5. The following Assurance Procedures are approved in all respects:

- a. Any Utility Company desiring assurance of future payment for utility service beyond the Adequate Assurance must serve a request (an “**Additional Assurance Request**”) so that it is received by the following: (i) Blink Holdings, Inc., c/o Portage Point Partners LLC, 640 5<sup>th</sup> Avenue, 10<sup>th</sup> Floor, New York, NY 10019, Attn: Steven Shenker (sshenger@pppllc.com); (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801, Attn: Benjamin C. Carver (bcarver@ycst.com); and (iii) counsel for any official committee appointed in the Chapter 11 Cases.
- b. Any Additional Assurance Request must: (i) be made in writing; (ii) specify the amount and nature of assurance of payment that would be satisfactory to the Utility Company; (iii) set forth the location(s) for which Utility Services are provided and the relevant account number(s); (iv) describe any deposits, prepayments or other security currently held by the requesting Utility Company; and (v) explain why the requesting Utility Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.
- c. Upon the Debtors’ receipt of an Additional Assurance Request at the addresses set forth above, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company’s Additional Assurance Request.
- d. The Debtors, in their discretion, and in consultation with the DIP Agent, may resolve any Additional Assurance Request by mutual agreement with the requesting Utility Company and without further order of this Court, and may, in connection with any such resolution, in their discretion, provide the requesting Utility Company with additional assurance of future payment in a form satisfactory to the Utility Company, including, but not limited to, cash deposits, prepayments and/or other forms of security, if the Debtors believe such additional assurance is reasonable; provided, however, that the Debtors shall not be required to consult with the DIP Agent regarding any resolution of an Additional Assurance Request involving \$20,000 or less. Without the need for any notice to, or action, order or approval of, this Court, the Debtors may reduce the amount of the Utility Deposit by any amount allocated to a particular Utility Company to the extent consistent with any alternative adequate assurance arrangements mutually agreed to by the Debtors and the affected Utility Company.
- e. If the Debtors determine that an Additional Assurance Request is not reasonable or are not able to resolve such request, the Debtors shall, upon reasonable notice, request a hearing before this Court to

determine the adequacy of assurances of payment made to the requesting Utility Company (the “**Determination Hearing**”), pursuant to section 366(c)(3)(A) of the Bankruptcy Code, which Determination Hearing shall be held at the next regularly-scheduled omnibus hearing in the Chapter 11 Cases that is not less than twenty-one (21) days later, or such other date and time agreed to by the parties.

- f. Pending the resolution of the Additional Assurance Request at a Determination Hearing, the Utility Company making such request shall be restrained from discontinuing, altering or refusing service to the Debtors on account of unpaid charges for prepetition services, the commencement of the Chapter 11 Cases, or any objections to the Adequate Assurance, or requiring the Debtors to furnish any additional deposit or other security for the continued provision of services.
- g. The Adequate Assurance shall be deemed adequate assurance of payment for any Utility Company that fails to make an Additional Assurance Request.

6. The Debtors shall promptly serve a copy of this Final Order on each Utility Company listed on the Utility Service List.

7. The Debtors are authorized, as necessary, to provide a copy of this Final Order to any Utility Company not listed on the Utility Service List (each, an “**Additional Utility Company**,” and collectively, the “**Additional Utility Companies**”) as such Utility Companies are identified. Promptly upon providing a copy of this Final Order to an Additional Utility Company, the Debtors shall increase the Utility Deposit by an amount equal to approximately two (2) weeks of the Debtors’ estimated aggregate utility expense for such Additional Utility Company subsequent to the Petition Date. The Additional Utility Companies shall be subject to the terms of this Final Order, including the Assurance Procedures, as of the date of service of the notice of addition of such Additional Utility Company to the Utility Service List.

8. Each Utility Company shall be deemed to have adequate assurance of payment under section 366 of the Bankruptcy Code unless and until: (i) the Debtors, in their



discretion, agree to an alternative assurance of payment with the Utility Company; or (ii) this Court enters an order, after a Determination Hearing, requiring that additional adequate assurance of payment be provided to the Utility Company.

9. If any utility account with a Utility Company becomes a Closed Account during the course of the Chapter 11 Cases, without the need for further order of this Court or notice to any parties except as otherwise provided herein, the Debtors shall be authorized to decrease the amount of the Utility Deposit by withdrawing from the Utility Deposit Account the amount deposited with respect to such Closed Account upon either (i) obtaining the affected Utility Company's consent to do so; or (ii) providing the affected Utility Company with fourteen (14) days' prior written notice of their intent to do so and receiving no response to such notice, or such response is resolved consensually or by order of this Court. Upon the effective date of a chapter 11 plan in the Chapter 11 Cases, dismissal, or conversion of the Chapter 11 Cases, the Debtors may close the Utility Deposit Account without the need for any notice to, or action, order or approval of, this Court.

10. The Debtors are authorized, but not directed, to satisfy any prepetition obligations owed to the Administrators in an amount not to exceed \$15,000, and to honor their obligations to the Administrators postpetition in the ordinary course of business.

11. Nothing in this Final Order is intended or shall be deemed to constitute a finding that any entity is or is not a Utility Company hereunder or under section 366 of the Bankruptcy Code, whether or not such entity is listed on the Utility Service List or is served with a copy of the interim order on the Motion previously entered by this Court, this Final Order or the Motion.

12. Notwithstanding anything in the Motion or herein to the contrary, this Final Order and any payments made or permitted to be made hereunder, shall be subject in all respects to any interim or final order approving the use of cash collateral and/or postpetition financing, including, without limitation, any budget approved in connection therewith.

13. Nothing in this Final Order: (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates; (ii) shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority or amount of any claim against the Debtors and their estates; or (iii) shall be construed as a promise to pay a claim.

14. All time periods referenced in this Final Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

15. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

16. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

17. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Final Order.

**EXHIBIT C**

**Utility Service List**

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
Anaheim Public Utilities Department	117804004	201 South Anaheim Blvd. Anaheim, CA 92805	Electricity	3,075.61	1,537.81
Atmos Energy Corporation	4031210847	P.O. Box 740353 Cincinnati, OH 45274-0353	Natural Gas	170.92	85.46
AW Billing Services LLC	902953	4431 North Dixie Hwy. Boca Raton, FL 33431	Water & Sewer	678.55	339.27
Bellflower-Somerset Mutual Water Company	24985901	16121 Bellflower Blvd. Bellflower, CA 90706	Water & Sewer	607.67	303.83
BP Energy Retail Company LLC	242322	P.O. Box 74007029 Chicago, IL 60674-7029	Electricity	18,097.09	9,048.55
Burbank Water and Power	5167601167; 5167601167ASTE	164 W. Magnolia Blvd. Burbank, CA 91502	Electricity	4,363.15	2,181.58
CenterPoint Energy, Inc.	64022771741; 64022466433; 64021319724; 64021846734	P.O. Box 4981 Houston, TX 77210-4981	Natural Gas	647.94	323.97
City of Clifton – Sewer Utility	219291	900 Clifton Ave. Clifton, NJ 07013	Water & Sewer	829.24	414.62

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
Commonwealth Edison Company	8169085043; 8262178000; 2457312111; 2607086084; 8384459000; 9012008033; 2641799000; 5769099000; 9418746067; 29008179; 5364352000; 439705058; 7610244000	P.O. Box 6111 Carol Stream, IL 60197-6111	Electricity	8,115.49	4,057.74
Consolidated Edison Company of New York, Inc.	16315360004; 73744500007; 96410950008; 52306240004; 20851030005; 52137430006; 8014050002; 25761100004; 462129075700011; 93225940001; 76356300004; 93397160008; 86337800006; 92102200000; 60469700003; 16084830005; 11299750007; 30311250002; 26546840005;	P.O. Box 1701 New York, NY 10116-1701	Electricity	282,364.12	141,182.06

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	27271730007; 53175300002; 77861320008; 30151940001; 26967220000; 59632610008; 28232220005; 47467820008; 22073630000; 61407530007; 96967840008; 92704250007; 2741110007; 60086710005; 36847440009; 65535640000; 401023588380003; 98002300006; 18601240007; 47472160002; 424103051700052; 424103052010006; 424103052026028; 76062260005; 66513350000; 41989040005; 633088100304013; 70313560008; 60156300000; 88645550000; 63514040003; 16501360008;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	43142450006; 44740350002; 4961910009; 14282850008; 99462820004; 63333140000; 16168910004; 69025500005; 266912162000066; 37680030006; 10878640001; 32803232613; 462129075700011C				
Constellation NewEnergy Inc.	8002101; 13130142	P.O. Box 4640 Carol Stream, IL 60197-4640	Electricity	8,650.89	4,325.45
Direct Energy Business CA	1759371; 1759374; 1759372; 1759373; 1759368; 1759369	P.O. Box 70220 Philadelphia, PA 19176-0220	Electricity	9,226.33	4,613.17
Elizabethtown Gas Company	7199824539; 5615062135; 8302055917	P.O. Box 6031 Bellmawr, NJ 08099	Natural Gas	1,426.13	713.07
Golden State Water Company	14673481207; 61651503387	P.O. Box 51133 Los Angeles, CA 90051-1133	Water & Sewer	607.09	303.54
City of Houston	326666051106	P.O. Box 1560 Houston, TX 77251-1560	Water & Sewer	654.14	327.07

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
City of Huntington Park	2332325206	P.O. Box 840231 Los Angeles, CA 90084-0231	Water & Sewer	381.23	190.62
Jersey Central Power & Light Co.	100106585530	P.O. Box 3687 Akron, OH 44309-3687	Electricity	4,709.97	2,354.99
Liberty Utilities New York	200005969403	P.O. Box 371332 Pittsburgh, PA 15250-7332	Water & Sewer	521.49	260.75
City of Los Angeles Department of Public Works	2053774628	P.O. Box 515407 Los Angeles, CA 90051-6707	Electricity	3,367.40	1,683.70
MP2 Energy Texas LLC	7889	P.O. Box 733560 Dallas, TX 75373-3560	Electricity	2,585.27	1,292.63
National Grid	407444211; 1074542667; 313033551; 2324644721; 262365211; 715519484; 257965401; 171115111; 642511521; 1144570621; 2311701901; 94057841; 94075372; 181283501; 773522370; 753552441; 1382050526; 346017104; 956608501	P.O. Box 371416 Pittsburgh, PA 15250-7416	Natural Gas	7,756.58	3,878.29



Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
National Grid PA	4199849015; 6691032010; 9182658027; 6803069003; 6642103004; 803145011; 3757809003	P.O. Box 371416 Pittsburgh, PA 15250-7416	Natural Gas	3,401.57	1,700.79
New Jersey American Water	1018220027243340; 1018220026616270	P.O. Box 371331 Pittsburgh, PA 15250-7331	Water & Sewer	649.47	324.74
NICOR Gas	11912672109; 83236822082; 42468222692	P.O. Box 2020 Aurora, IL 60507-2020	Natural Gas	1,072.32	536.16
NJ Natural Gas Co.	220015319268	P.O. Box 11743 Newark, NJ 07101-4743	Natural Gas	583.53	291.76
NRG Business Marketing	72740473839; 72740473851; 72740473852; 72740473855; 72740473846; 72740473834; 72740473845; 72740473837; 72740473832; 72740473833; 72740473836	P.O. Box 1532 Houston, TX 60631-9022	Natural Gas	3,762.81	1,881.41
NRG Business Solutions	216646133	P.O. Box 1532 Houston, TX 60631-9022	Electricity	2,268.16	1,134.08
Nutley Water Department	59601	1 Kennedy Dr. Nutley, NJ 07110	Water & Sewer	320.38	160.19
NYC Water Board	1021637001; 254329001	P.O. Box 11863 Newark, NJ 07101-8163	Water & Sewer	870.95	435.47

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
Ontario Municipal Utilities Co.	2242458118249	P.O. Box 8000 Ontario, CA 91761-1076	Waste Management	1,026.00	513.00
Township of Parsippany – Troy Hills	53120023	1001 Parsippany Blvd. Parsippany, NJ 07054	Water & Sewer	1,265.05	632.53
Passaic Valley Water Commission	176710	P.O. Box 11393 Newark, NJ 07101-4393	Water & Sewer	829.24	414.62
PECO Energy Company	4833178000; 8247115035; 102019143; 3741012222	P.O. Box 37629 Philadelphia, PA 19101-0629	Electricity	4,507.07	2,253.54
Peoples Gas	62130020400001; 61989526600006	P.O. Box 6050 Columbus, OH 60197-6050	Natural Gas	773.31	386.66
Philadelphia Gas Works	49350343; 328823180; 357820930; 451392975	P.O. Box 11700 Newark, NJ 07101-4700	Natural Gas	1,225.93	612.97
PSE&G Co.	4209803103; 6947124107; 7164555400; 7145344602; 7145526603; 7177332502; 4231000018; 7279242707; 7424980300; 7373824609; 7365603003; 4247158600; 7398296800; 7379226401;	P.O. Box 14444 New Brunswick, NJ 08906-4444	Electricity	50,133.47	25,066.74

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	7379713701; 7409448601				
PSEG Long Island	8362566553; 1566660905	P.O. Box 888 Hicksville, NY 11802-0888	Electricity	11,270.42	5,635.21
PSEG Long Island NY 11802	8109486724; 8212639802; 1362656602; 4758723105	P.O. Box 888 Hicksville, NY 11802-0888	Electricity	18,039.53	9,019.76
SoCalGas	7670054795; 14450460580; 15563944261; 15564873246; 3796074122; 11167129946; 15819596949; 11205847640; 2568504084	P.O. Box C Monterey Park, CA 91756-5111	Natural Gas	1,493.57	746.79
South Orange Village Water Utility	5800012592; 5804626173	P.O. Box 371852 Pittsburgh, PA 15250-7852	Water & Sewer	327.96	163.98
Southern California Edison Commission	2406235333; 700129475341; 700287476419; 8003702404; 8011929435; 8001479031; 8003642848	P.O. Box 300 Rosemead, CA 91772-0001	Electricity	27,102.09	13,551.04
Suffolk County Water Authority	3000904674	2045 Rte. 112, Ste. 5 Coram, NY 11727	Water & Sewer	612.91	306.45
Tri-County Electric Cooperative	800856790	200 Bailey Ranch Rd. Aledo, TX 76008	Electricity	1,205.78	602.89

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
TXU Energy	100076177794	P.O. Box 650638 Dallas, TX 75265-0638	Electricity	3,049.75	1,524.88
Veolia Water New Jersey	10009981122222	P.O. Box 371804 Pittsburgh, PA 15250-7804	Water & Sewer	165.68	82.84
Village of Merrionette Park	M0032000; M0035000; M0036000; M0037000; M0038000; M0064000	11720 S. Kedzie Ave. Merrionette Park, IL 60803	Water & Sewer	463.15	231.58
Recycle Track Systems Inc.	N/A	435 Hudson St., Suite 404 New York, NY 10014.0	Waste Management	46,182.46	23,091.23
AT&T Inc.	283664565; 254948387; 288152127; 289716263; 302965874; 297475521; 316829324; 300479284	2270 Lakeside Blvd., 7th Floor Richardson, TX 75082	Telecom Services	1,243.32	621.66
Altice USA, Inc.	07837-709345-01	1 Court Sq. Long Island City, NY 11101	Telecom Services	750.00	375.00
BCM One Inc.	144570-144629; 144570-144572; 144570-149007; 144570-149008; 144570-144219; 144570-144574; 144570-144593;	295 Madison Ave., 5th Floor New York, NY 10017	Telecom Services	6,692.89	3,346.44

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	144570-148088; 144570-147968; 144570-148851; 144570-144460; 144570-147731; 144570-147836; 144570-148074; 144570-148219; 144570-148359; 144570-148072; 144570-148822; 144570-148462; 144570-148901				
Cogent Communications, LLC	1-300043793; 1-300233094; 1-300052426	2450 N St., NW Washington, DC 20037	Telecom Services	2,415.00	1,207.50
Comcast Business Communications, LLC	8499 05 354 4664154; 910166613; 910368203; 910360093; 8499 05 314 1372375; 8499 05 346 0831068; 8499 10 022 4719558; 8499 10 022 4719590; 8499 10 022 4724541; 8499 10 00 24927237; 8499 10 002 4927179; 8499 10 002 4908286; 8499 05 325 1462800; 8499 05 364 0645792; 8771 30 022 3106455; 8771 30 022 3107735;	1701 John F Kennedy Blvd. Philadelphia, PA 19103	Telecom Services	8,436.60	4,218.30

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	8771 20 134 0152051; 8771 40 107 0716527; 8777 70 331 1325842; 8777 70 332 1351036; 8777 70 319 5478188; 8777 70 334 1614009; 8777 70 138 0988797				
DirecTV, LLC	8523516-36669855; 8523516-77059199; 8523516-40566115; 8523516-70246534; 8523516-68508052; 8523516-46561953; 8523516-45435722; 8523516-41297233; 8523516-47051115; 8523516-45377120; 8523516-45376401; 8523516-77693679; 8523516-65592706; 8523516-41446018; 8523516-71540564; 8523516-2540682; 8523516-53569371; 8523516-59579523; 8523516-10034867; 8523516-19071240; 8523516-15933885; 8523516-8593422; 8523516-18424839; 8523516-9067919; 8523516-8125956;	P.O. Box 105249 Atlanta, GA 30348-5249	Telecom Services	17,706.31	8,853.16

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	8523516-59689831; 8523516-6149139; 8523516-16262118; 8523516-23769690; 8523516-88173063; 8523516-28238819; 8523516-88254382; 8523516-88180910; 8523516-88193750; 8523516-6964901; 8523516-88173243; 8523516-65604943; 8523516-88345061; 8523516-11506832; 8523516-88253589; 8523516-8774512; 8523516-14193564; 8523516-16375696; 8523516-15687558; 8523516-9278273; 8523516-17681773; 8523516-62492525; 8523516-59038952; 8523516-64895711; 8523516-21259971; 8523516-23827467; 8523516-22056094; 8523516-25487113; 8523516-69286289; 8523516-69340515; 8523516-56005497; 8523516-23564460;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	8523516-53620527; 8523516-68322286; 8523516-68054089; 8523516-75219303; 8523516-68209055; 8523516-68694158; 8523516-69251257; 8523516-69276863; 8523516-63083350; 8523516-69280746; 8523516-69276864; 8523516-69330178; 8523516-45183927; 8523516-88643859; 8523516-69401549; 8523516-69336341; 8523516-57057271; 8523516-39263270; 8523516-44728208; 8523516-39842335; 8523516-69411132; 8523516-69340001; 8523516-69339971; 8523516-69348850; 8523516-022233594; 8523516-39253110; 8523516-6640027				
Frontier Communications	909-395-8901-050219-5; 909-197-1118-070819-5	1919 McKinney Ave. Dallas, TX 75201	Telecom Services	648.93	324.46
Granite Telecommunications, LLC	03977965; 04180161; 04876017	100 Newport Ave. Ext Quincy, MA 02171	Telecom Services	1,433.46	716.73



Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
Cablevision Lightpath, LLC	58100	1111 Stewart Ave. Bethpage, NY 11714	Telecom Services	846.53	423.27
MetTel	535392 * 1397038	55 Water St., 32nd Floor New York, NY 10041	Telecom Services	128.75	65.38
New Horizon Communications	55191	200 Baker Ave. Concord, MA 01742	Telecom Services	250.67	125.34
Nextiva, Inc.	3832032-Nextiva-601; 3832032-Nextiva-602; 3832032-Nextiva-603; 3832032-Nextiva-604; 3832032-Nextiva-605; 3832032-Nextiva-606; 3832032-Nextiva-607; 3832032-Nextiva-609; 3832032-Nextiva-610; 3832032-Nextiva-611; 3832032-Nextiva-612; 3832032-Nextiva-613; 3832032-Nextiva-614; 3832032-Nextiva-616; 3832032-Nextiva-618; 3832032-Nextiva-619; 3832032-Nextiva-620; 3832032-Nextiva-621; 3832032-Nextiva-622; 3832032-Nextiva-623; 3832032-Nextiva-624; 3832032-Nextiva-625; 3832032-Nextiva-626; 3832032-Nextiva-627; 3832032-Nextiva-628;	9451 East Via de Ventura Scottsdale, AZ 85256	Telecom Services	5,845.16	2,922.58

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	3832032-Nextiva-629; 3832032-Nextiva-631; 3832032-Nextiva-632; 3832032-Nextiva-634; 3832032-Nextiva-635; 3832032-Nextiva-636; 3832032-Nextiva-637; 3832032-Nextiva-638; 3832032-Nextiva-639; 3832032-Nextiva-640; 3832032-Nextiva-641; 3832032-Nextiva-642; 3832032-Nextiva-643; 3832032-Nextiva-644; 3832032-Nextiva-645; 3832032-Nextiva-646; 3832032-Nextiva-647; 3832032-Nextiva-648; 3832032-Nextiva-649; 3832032-Nextiva-650; 3832032-Nextiva-651; 3832032-Nextiva-652; 3832032-Nextiva-653; 3832032-Nextiva-654; 3832032-Nextiva-655; 3832032-Nextiva-656; 3832032-Nextiva-657; 3832032-Nextiva-658; 3832032-Nextiva-659; 3832032-Nextiva-660; 3832032-Nextiva-661; 3832032-Nextiva-662;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	3832032-Nextiva-664; 3832032-Nextiva-666; 3832032-Nextiva-667; 3832032-Nextiva-668; 3832032-Nextiva-669; 3832032-Nextiva-670; 3832032-Nextiva-671; 3832032-Nextiva-672; 3832032-Nextiva-673; 3832032-Nextiva-674; 3832032-Nextiva-675; 3832032-Nextiva-677; 3832032-Nextiva-678; 3832032-Nextiva-679; 3832032-Nextiva-680; 3832032-Nextiva-682; 3832032-Nextiva-683; 3832032-Nextiva-685; 3832032-Nextiva-686; 3832032-Nextiva-687; 3832032-Nextiva-688; 3832032-Nextiva-689; 3832032-Nextiva-691; 3832032-Nextiva-692; 3832032-Nextiva-697; 3832032-Nextiva-699; 3832032-Nextiva-600; 3832032-Nextiva-704; 3832032-Nextiva-705; 3832032-Nextiva-706; 3832032-Nextiva-708; 3832032-Nextiva-712;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	3832032-Nextiva-713; 3832032-Nextiva-716; 3832032-Nextiva-717; 3832032-Nextiva-718; 3832032-Nextiva-720; 3832032-Nextiva-724				
OneSource Communications	26217	1655 E Arlington Blvd. Greenville, NC 27858	Telecom Services	232.06	116.03
Optimum	07802-118854-01-1; 07802-121299-02; 07837-622841-01-4; 07836-914689-02; 7801-553368-01; 07840-750428-01-8; 07840-156830-01; 07836-791793-01-5; 7836-914862-01; 07840-184535-04; 7840-991402-02; 07840-774305-01; 7840-973316-03; 7836-764012-02; 07837-694844-01-2; 07837-552799-01; 7870-024770-02; 07876-631632-02-2; 07876-650767-01; 07836-791807-01; 7836-776875-02; 07836-920844-01; 07858-577529-01; 7858-564140-01;	29 Winsor St. Milpitas, CA 95035	Telecom Services	6,120.48	3,060.24

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	'07836-635516-03; 07870-197331-01; 07870-062353-02-5; 07836-935679-01; 07837-653324-01; 07836-942210-01-6; 7844-283027-1; 7837-542752-01-0; 07837-654006-01-6; 07837-617464-03; 07837-660194-01; 07844-184001-01; 07836-757215-02; '07836-969602-01; 07837-684001-01; 07836-848545-05				
Astound Business Solutions	6201-0254464-02	650 College Rd. East, Ste. 3100 Princeton, NJ 08540	Telecom Services	112.95	56.48
Simpology LLC	100401	420 Lexington Ave. New York, NY 10017	Telecom Services	871.00	435.50
Spectrum	8150 20 007 2303479; 8150200070762551 * 154056101; 066671901; 076954201; 76533601; 8150 24 001 0337767; 8150 24 001 0118662; 8150 21 001 0558134; 061397601; 8150 20 007 2189597;	12405 Powerscourt Dr. St. Louis, MO 63131-3660	Telecom Services	14,489.28	7,244.64

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	8150200070750267 * 154096101; 8150200070750275 * 154096301; 8150200070750283 * 154096401; 8150 20 007 0754624; 8150 20 007 0745572; 8150 21 001 0527824; 8150 21 001 0225320; 8150 21 001 0227375; 8150 20 007 0875494 * 153930001; 8150 20 007 2194928; 040606001; 8150 20 007 0838393; 8150 25 001 0572487; 8150 25 001 0218958; 8150 20 007 2190207; 8150 20 007 0891517; 8150 20 007 1892183; 8150 24 001 0175100; 8150 20 007 1158627 * 154166201; 8150 23 001 0391146; 059855902; 8150 25 001 0342345; 062689501 -TV; 062689501 - Int/Phn; 8150 23 001 0409674; 095557001; 8150 24 001 0251505;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	8448 30 003 0716655; 8448 40 021 3891307; 8150 25 001 0389916; 116801001; 8448 40 057 2605207; 076145901; 8246 10 028 0569018 * 8317 10 023 0170671; 8246 10 061 5664765 * 8317 10 001 4449051				
Verizon	852-499-725-0001; 552-114-437-0001; 752-578-283-0001; 354-854-811-0001; 752-848-280-0001; 955-450-277-0001; 255-450-702-0001; 452-665-414-0001; 151-967-308-0001; 955-481-943-0001; 955-481-961-0001; 852-122-561-0001; 455-483-570-0001; 356-373-228-0001; 154-845-820-0001; 251-525-191-0001; 451-670-283-0001; 251-778-991-0001; 851-959-174-0001; 156-185-385-0001; 650-790-540-0001; 854-544-721-0001;	500 Technology Dr., Ste. 550 Weldon Spring, MO 63304	Telecom Services	12,246.62	6,123.31

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	654-391-185-0001; 656-373-344-0001; 756-633-556-0001; 755-278-490-0001; 555-444-274-0001; 554-757-697-0001; 651-404-953-0001; 655-419-853-0001; 251-778-184-0001; 654-805-165-0001; 450-270-610-0001; 355-607-489-0001; 656-408-103-0001; 354-702-241-0001; 355-756-232-0001; 255-834-603-0001; 355-631-382-0001; 656-345-823-0001; 756-356-508-0001; 555-620-233-0001; 655-423-311-0001; 257-122-092-0001; 355-763-380-0001; 756-354-597-0001; 556-105-693-0001; 155-675-455-0001; 651-354-617-0001; 455-678-084-0001; 557-115-225-0001; 755-798-104-0001; 955-934-563-0001; 155-799-434-0001;				



Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	556-309-437-0001; 156-181-924-0001; 450-320-415-0001				
Verizon Wireless	929-618-7021; 646-483-4598; 267-280-7252; 347-899-0473; 646-939-8621; 442-258-2839; 646-548-3353; 312-848-2750; 909-229-6639; 909-292-6156; 312-833-3572; 347-899-7119; 646-988-2579; 646-939-2802; 646-430-2181; 347-675-4146; 646-988-6505; 646-596-6791; 646-612-1900; 646-618-3584; 646-627-5598; 929-687-0144; 929-656-5576; 332-271-8891; 347-213-1941; 929-638-3325; 646-988-4490; 203-399-7019; 646-629-4322;	500 Technology Dr., Ste. 550 Weldon Spring, MO 63304	Telecom Services	5,840.00	2,920.00

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	917-227-7566; 332-268-0319; 917-885-7680; 929-459-0455; 984-303-2665; 203-918-5265; 646-856-3016; 917-699-8742; 646-634-3050; 929-459-4032; 332-215-3533; 646-556-5322; 646-592-3878; 917-227-1200; 347-675-7967; 919-818-7140; 347-266-6686; 516-509-3479; 917-270-5066; 929-303-4904; 917-502-4036; 646-438-5444; 646-960-2888; 646-799-8087; 347-714-3791; 646-438-4751; 347-533-1669; 347-668-8248; 347-306-9200; 214-316-0744; 347-920-1993; 646-745-4353;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	347-758-2165; 347-758-2209; 347-852-0924; 646-831-6189; 646-901-9091; 312-415-8838; 347-978-5469; 718-644-0893; 314-369-4509; 332-323-3372; 332-323-9623; 332-999-3140; 347-266-3481; 347-266-7137; 347-266-7523; 347-266-7906; 347-266-8086; 347-306-7363; 347-306-7389; 347-346-3025; 347-387-7305; 347-491-1101; 347-491-9045; 347-491-9737; 347-491-9896; 347-491-9942; 347-498-4669; 347-504-2536; 347-504-5761; 347-525-3895; 347-580-0022; 347-597-2474;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	347-597-2712; 347-640-2523; 347-758-2314; 347-839-0260; 347-867-5084; 347-899-1704; 347-899-6383; 347-899-6685; 347-899-6919; 347-899-7437; 347-978-6289; 360-860-0638; 440-319-7394; 510-418-2026; 551-486-3123; 646-306-0628; 646-315-0965; 646-315-1227; 646-315-2102; 646-341-0016; 646-398-1949; 646-413-1406; 646-445-9733; 646-477-5723; 646-483-7450; 646-574-7128; 646-574-8880; 646-581-1018; 646-581-1901; 646-599-0367; 646-599-6380; 646-627-1337;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	646-627-2594; 646-627-3196; 646-627-3248; 646-628-2155; 646-630-6316; 646-634-1041; 646-634-1618; 646-634-7763; 646-656-0962; 646-656-1382; 646-656-1509; 646-668-1787; 646-668-1794; 646-668-7175; 646-740-1195; 646-740-3095; 646-771-0153; 646-784-6228; 646-793-1688; 646-832-8830; 646-872-2634; 646-874-2119; 646-874-2129; 646-895-0084; 646-901-2474; 646-988-0693; 732-277-8750; 813-245-1262; 917-594-1166; 917-647-6842; 917-751-6296; 917-841-1907;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	917-842-5561; 917-842-5907; 917-848-8379; 917-920-0252; 917-921-1067; 917-921-1454; 917-921-2077; 929-214-9499; 929-384-9042; 972-922-5452; 646-818-0593; 646-995-9601; 929-505-1075; 281-703-1835; 646-618-1732; 510-301-6489; 646-565-0599; 917-952-4779; 917-952-5460; 917-952-6352; 347-266-0933; 347-344-7731; 347-380-2156; 347-443-2809; 347-443-7072; 347-541-0043; 347-659-4946; 347-918-7214; 646-385-5879; 646-430-4442; 646-476-0111; 646-476-0603;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	646-530-2387; 646-532-1307; 646-532-9255; 646-648-0593; 646-799-0570; 646-799-1003; 646-895-2535; 646-965-0388; 917-647-0325; 917-698-4649; 917-991-6818; 347-514-0369; 917-596-8428; 347-621-8106; 646-457-7381; 646-937-1487; 347-346-1352; 347-573-2755; 347-852-8313; 510-418-9035; 646-315-2710; 646-335-5670; 646-341-0973; 646-483-0558; 646-499-0290; 646-630-0198; 646-634-1868; 646-737-2086; 646-761-4232; 646-784-0635; 646-784-1091; 646-832-6701;				

Utility Provider	Account Number(s)	Provider Address	Service Type	Average Monthly Spend (\$)	Proposed Adequate Assurance (\$)
	646-832-6827; 917-251-0953; 917-361-8170; 917-476-5352; 917-699-8749; 917-843-1446; 646-398-4447; 551-482-8559; 346-262-7371; 646-522-4553; 347-533-0262; 929-692-0977; 562-754-4741; 562-204-4917; 346-617-5698; 346-617-8565				
ASJ Communications Inc.	N/A	94 Syosset Cir. Syosset, NY 11791	Telecom Services	15,269.72	7,634.86