

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF 9670416 CANADA INC., WEWORK CANADA GP ULC
AND WEWORK CANADA LP ULC**

**APPLICATION OF WEWORK INC. UNDER SECTION 46 OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

Applicant

**AFFIDAVIT OF TRISH BARRETT
(sworn November 15, 2023)**

I, Trish Barrett, of the City of Toronto, in the Province of Ontario, MAKE OATH AND
SAY:

1. I am a lawyer at the law firm of Goodmans LLP, counsel to WeWork Inc. (the “**WeWork Parent**”), 9670416 Canada Inc., WeWork Canada GP ULC, WeWork Canada LP ULC, 700 2 Street Southwest Tenant LP, 4635 Lougheed Highway Tenant LP and 1090 West Pender Street Tenant LP (collectively, the “**WeWork Canadian Entities**”) in the above noted proceedings. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe it to be true. Capitalized terms used and not defined in this affidavit have the meanings given to them in the Affidavit of David Tolley sworn November 7, 2023 and the Affidavit of David Tolley sworn November 14, 2023.

2. Commencing on November 6, 2023 (the “**Petition Date**”), the WeWork Parent and certain of its affiliates, including the WeWork Canadian Entities and WeWork Companies U.S. LLC (the “**Real Property Obligor**”, and together with the WeWork Parent and the WeWork Canadian Entities, the “**Chapter 11 Debtors**”), commenced cases (the “**Chapter 11 Cases**”) in the United States Bankruptcy Court for the District of New Jersey (the “**U.S. Bankruptcy Court**”) by electronically filing voluntary petitions (the “**Petitions**”) for relief under chapter 11 of title 11 of the United States Code (the “**U.S. Bankruptcy Code**”).

3. This affidavit is filed in support of an application made by the WeWork Parent, in its capacity as foreign representative of the Chapter 11 Cases, for an Initial Recognition Order and a Supplemental Order pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C., 1985, c. C-36 (the “**CCAA**”), as amended, as set out in the WeWork Parent’s Application Record, dated November 7, 2023 and the WeWork Parent’s Supplemental Application Record, dated November 14, 2023.

4. Pursuant to section 46(2) of the CCAA, certified copies of the Chapter 11 Petitions of the WeWork Parent, each of the WeWork Canadian Entities and the Real Property Obligor must accompany the application for recognition of a foreign proceeding.

5. Attached to this affidavit are the following certified copies of the required petitions from the Chapter 11 Cases:

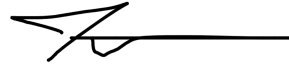
- (a) certified copy of the Chapter 11 Petition for the WeWork Parent, attached hereto as Exhibit “A”;

- (b) certified copy of the Chapter 11 Petition for 9670416 Canada Inc., attached hereto as Exhibit “B”;
- (c) certified copy of the Chapter 11 Petition for WeWork Canada GP ULC, attached hereto as Exhibit “C”;
- (d) certified copy of the Chapter 11 Petition for WeWork Canada LP ULC, attached hereto as Exhibit “D”;
- (e) certified copy of the Chapter 11 Petition for 700 2 Street Southwest Tenant LP, attached hereto as Exhibit “E”;
- (f) certified copy of the Chapter 11 Petition for 4635 Lougheed Highway Tenant LP, attached hereto as Exhibit “F”;
- (g) certified copy of the Chapter 11 Petition for 1090 West Pender Street Tenant LP, attached hereto as Exhibit “G”; and
- (h) certified copy of the Chapter 11 Petition for the Real Property Obligor, attached hereto as Exhibit “H”.

SWORN BEFORE ME by videoconference
on this 15th day of November, 2023. This
affidavit was commissioned remotely in
accordance with O. Reg. 431/20,
Administering Oath or Declaration
Remotely. The affidavit was located in the
City of Toronto in the Province of Ontario
and I was located in the City of Toronto in
the Province of Ontario.

Erik Axell

A Commissioner for taking affidavits
Name: Erik Axell
LSO#: 853450



Trish Barrett

THIS IS EXHIBIT "A"
TO THE AFFIDAVIT OF TRISH BARRETT
SWORN BEFORE ME BY TWO-WAY VIDEOCONFERENCE
THIS 15TH DAY OF NOVEMBER, 2023

Erik Afell

Commissioner for Taking Affidavits

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of New Jersey

(State)

Case number (if known):

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name WeWork Inc.

2. All other names debtor used in the last 8 years BowX Acquisition Corp.

Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 8 5 - 1 1 4 4 9 0 4

4. Debtor's address

Principal place of business

12 East 49th Street

Number Street

3rd Floor

New York, NY 10017

City State Zip Code

New York County

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State Zip Code

Location of principal assets, if different from principal place of business

Number Street

City State Zip Code

5. Debtor's website (URL) https://www.WeWork.com/

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor WeWork Inc.
Name

Case number (if known)

7. Describe debtor's business

A. Check One:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
5311 (Lessors of Real Estate)

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check One:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub- box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No
- ☐ Yes.

District

When MM/DD/YYYY

Case number

District

When MM/DD/YYYY

Case number

If more than 2 cases, attach a separate list.

Debtor WeWork Inc. Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No ☒ Yes. Debtor See Rider 1 Relationship Affiliate
District District of New Jersey When 11/06/2023
List all cases. If more than 1, attach a separate list. Case number, if known _____ MM / DD / YYYY

11. Why is the case filed in this district? Check all that apply:
☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
Why does the property need immediate attention? (Check all that apply.)
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
☐ It needs to be physically secured or protected from the weather.
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
☐ Other _____

Where is the property?
Number _____ Street _____
City _____ State _____ Zip Code _____

Is the property insured?
☐ No
☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)
☐ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000
☐ 50-99 ☐ 5,001-10,000 ☐ 50,001-100,000
☐ 100-199 ☐ 10,001-25,000 ☒ More than 100,000
☐ 200-999

Debtor WeWork Inc.
Name

Case number (if known)

15. Estimated assets (on a consolidated basis)	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input checked="" type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion
16. Estimated liabilities (on a consolidated basis)	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input checked="" type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
I have been authorized to file this petition on behalf of the debtor.
I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/06/2023
MM/DD/YYYY

x

/s/ Pam Swidler

Signature of authorized representative of debtor

Pam Swidler

Printed name

Title Authorized Signatory

18. Signature of attorney

x

/s/ Michael D. Sirota

Signature of attorney for debtor

Date

11/06/2023

MM/DD/YYYY

Michael D. Sirota

Printed name

Cole Schotz P.C.

Firm name

Court Plaza North, 25 Main Street

Number

Street

Hackensack

City

New

State

07601

ZIP Code

(201) 489-3000

Contact phone

msirota@coleschotz.com

Email address

014321986

Bar number

New Jersey

State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
District of New Jersey	
(State)	
Case number (if known): _____	Chapter <u>11</u>

☐ Check if this is an amended filing

Rider 1
Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the District of New Jersey for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of [WeWork Inc.]

- | | | |
|--|---|--|
| • WeWork Inc. | • 1100 Ludlow Street Tenant LLC | • 1330 Lagoon Avenue Tenant LLC |
| • 1 Beacon Street Tenant LLC | • 1100 Main Street Tenant LLC | • 1333 New Hampshire Avenue Northwest Tenant LLC |
| • 1 Belvedere Drive Tenant LLC | • 1111 Broadway Tenant LLC | • 135 E 57th Street Tenant LLC |
| • 1 Glenwood Ave Tenant LLC | • 1111 West 6th Street Tenant LLC | • 135 Madison Ave Tenant LLC |
| • 1 Lincoln Street Tenant LLC | • 1114 W Fulton Market Q LLC | • 1372 Peachtree Street NE Tenant LLC |
| • 1 Milk Street Tenant LLC | • 1115 Broadway Q LLC | • 1389 Peachtree Street Northwest Tenant LLC |
| • 1 Post Street Tenant LLC | • 1115 Howell Mill Road Tenant LLC | • 1400 Lavaca Street Tenant LLC |
| • 1 South Dearborn Street Tenant LLC | • 1115 W Fulton Market Q LLC | • 1410 Broadway Tenant LLC |
| • 1 Union Square West HQ LLC | • 115 Broadway Tenant LLC | • 1411 4th Avenue Tenant LLC |
| • 10 East 38th Street Tenant LLC | • 115 East 23rd Street Tenant LLC | • 142 W 57th Street Tenant LLC |
| • 10 East 40th Street HQ LLC | • 1150 South Olive Street Tenant LLC | • 1430 Walnut Street Tenant LLC |
| • 100 Bayview Circle Tenant LLC | • 1155 Perimeter Center West Tenant LLC | • 1440 Broadway Tenant LLC |
| • 100 Broadway Tenant LLC | • 1155 West Fulton Street Tenant LLC | • 1448 NW Market Street Tenant LLC |
| • 100 S State Street Tenant LLC | • 1156 6th Avenue Tenant LLC | • 1449 Woodward Avenue Tenant LLC |
| • 100 Summer Street Tenant LLC | • 117 NE 1st Ave Tenant LLC | • 145 W 45th Street Tenant LLC |
| • 10000 Washington Boulevard Tenant LLC | • 1175 Peachtree Tenant LLC | • 1450 Broadway Tenant LLC |
| • 1001 Woodward Ave Tenant LLC | • 11801 Domain Blvd Tenant LLC | • 1453 3rd Street Promenade Q LLC |
| • 1003 East 4th Place Tenant LLC | • 12 East 49th Street Tenant LLC | • 1455 Market Street Tenant LLC |
| • 101 East Washington Street Tenant LLC | • 12 South 1st Street Tenant LLC | • 1460 Broadway Tenant LLC |
| • 101 Marietta Street NorthWest Tenant LLC | • 120 West Trinity Place Tenant LLC | • 148 Lafayette Street Tenant LLC |
| • 101 North 1st Avenue Tenant LLC | • 1200 17th Street Tenant LLC | • 149 5th Avenue Tenant LLC |
| • 10250 Constellation Tenant LLC | • 1200 Franklin Avenue Tenant LLC | • 149 Madison Avenue Tenant LLC |
| • 1031 South Broadway Tenant LLC | • 1201 3rd Avenue Tenant LLC | • 15 West 27th Street Tenant LLC |
| • 10585 Santa Monica Boulevard Tenant LLC | • 1201 Wills Street Tenant LLC | • 150 4th Ave N Tenant LLC |
| • 10845 Griffith Peak Drive Tenant LLC | • 1201 Wilson Blvd Tenant LLC | • 152 3rd Street Tenant LLC |
| • 10885 NE 4th Street Tenant LLC | • 12130 Millennium Drive Tenant LLC | • 1525 11th Ave Tenant LLC |
| • 109 S 5th Street Tenant LLC | • 1240 Rosecrans Tenant LLC | • 1535 Broadway Tenant LLC |
| • 1090 West Pender Street Tenant LP | • 125 S Clark Street Tenant LLC | • 154 W 14th Street Tenant LLC |
| • 10900 Stonelake Boulevard Tenant LLC | • 125 West 25th Street Tenant LLC | • 1547 9th Street HQ LLC |
| • 1099 Stewart Street Tenant LLC | • 12655 Jefferson Blvd Tenant LLC | • 1557 West Innovation Way Tenant LLC |
| • 11 Park Pl Tenant LLC | • 128 South Tryon Street Tenant LLC | • 1560 Broadway Tenant LLC |
| • 110 110th Avenue Northeast Tenant LLC | • 130 5th Avenue Tenant LLC | • 16 East 34th Street Tenant LLC |
| • 110 Corcoran Street Tenant LLC | • 130 Madison Avenue Tenant LLC | • 160 Varick Street Tenant LLC |
| • 110 Wall Manager LLC | • 130 W 42nd Street Tenant LLC | • 160 W Santa Clara St Tenant LLC |
| • 1100 15th Street NW Tenant LLC | • 1305 2nd Street Q LLC | • 1600 7th Avenue Tenant LLC |

- 1601 Elm Street Tenant LLC
- 1601 Market Street Tenant LLC
- 1601 Vine Street Tenant LLC
- 161 Avenue of the Americas Tenant LLC
- 1615 Platte Street Tenant LLC
- 1619 Broadway Tenant LLC
- 166 Geary Street HQ LLC
- 1660 Lincoln Street Tenant LLC
- 167 N Green Street Tenant LLC
- 1700 Lincoln Street Tenant LLC
- 1701 Rhode Island Avenue Northwest Tenant LLC
- 1725 Hughes Landing Boulevard Tenant LLC
- 1730 Minor Avenue Tenant LLC
- 17300 Laguna Canyon Road Tenant LLC
- 177 E Colorado Blvd Tenant LLC
- 1775 Tysons Boulevard Tenant LLC
- 18 West 18th Street Tenant LLC
- 180 Geary Street HQ LLC
- 180 Sansome Street Tenant LLC
- 1814 Franklin St Q LLC
- 18191 Von Karman Avenue Tenant LLC
- 1825 South Grant Street Tenant LLC
- 1828 Walnut St Tenant LLC
- 183 Madison Avenue Q LLC
- 1840 Gateway Dr Tenant LLC
- 185 Madison Avenue Tenant LLC
- 18691 Jamboree Road Tenant LLC
- 1875 K Street NW Tenant LLC
- 1881 Broadway HQ LLC
- 1900 Market Street Tenant LLC
- 1900 Powell Street Tenant LLC
- 1910 North Ola Avenue Tenant LLC
- 1920 McKinney Ave Tenant LLC
- 195 Montague Street Tenant LLC
- 199 Water Street Tenant LLC
- 2 Belvedere Drive Tenant LLC
- 2 Embarcadero Center Tenant LLC
- 2 North LaSalle Street Tenant LLC
- 20 W Kinzie Tenant LLC
- 200 Berkeley Street Tenant LLC
- 200 Massachusetts Ave NW Tenant LLC
- 200 Portland Tenant LLC
- 200 South Biscayne Blvd Tenant LLC
- 200 South Orange Avenue Tenant LLC
- 200 Spectrum Center Drive Tenant LLC
- 201 Spear St Tenant LLC
- 2031 3rd Ave Tenant LLC
- 205 Hudson Street Tenant LLC
- 205 North Detroit Street Tenant LLC
- 21 Penn Plaza Tenant LLC
- 210 N Green Partners LLC
- 210 N Green Promoter LLC
- 2120 Berkeley Way Tenant LLC
- 21255 Burbank Boulevard Tenant LLC
- 214 West 29th Street Tenant LLC
- 22 Cortlandt Street HQ LLC
- 2201 Broadway Tenant LLC
- 221 6th Street Tenant LLC
- 2211 Michelson Drive Tenant LLC
- 222 Kearny Street Tenant LLC
- 222 North Sepulveda Tenant LLC
- 222 S Riverside Plaza Tenant LLC
- 2221 Park Place Tenant LLC
- 2222 Ponce De Leon Blvd Tenant LLC
- 225 South 6th St Tenant LLC
- 225 W 39th Street Tenant LLC
- 229 West 36th Street Tenant LLC
- 231 11th Ave Tenant LLC
- 2323 Delgany Street Tenant LLC
- 24 Farnsworth Street Q LLC
- 2-4 Herald Square Tenant LLC
- 2401 Elliott Avenue Tenant LLC
- 2420 17th Street Tenant LLC
- 2425 East Camelback Road Tenant LLC
- 245 Livingston St Q LLC
- 25 West 45th Street HQ LLC
- 250 E 200 S Tenant LLC
- 250 Park Avenue Tenant LLC
- 255 Giralda Avenue Tenant LLC
- 255 Greenwich Street Tenant LLC
- 255 S King St Tenant LLC
- 2600 Executive Parkway Tenant LLC
- 2700 Post Oak Blvd. Tenant LLC
- 27-01 Queens Plaza North Tenant LLC
- 2755 Canyon Blvd VWV Tenant LLC
- 28 2nd Street Tenant LLC
- 28 West 44th Street HQ LLC
- 29 West 30th Street Tenant LLC
- 30 Hudson Street Tenant LLC
- 30 Wall Street Tenant LLC
- 300 Morris Street Tenant LLC
- 300 Park Avenue Tenant LLC
- 3000 Olym Boulevard Tenant LLC
- 3000 S Robertson Blvd Q LLC
- 3001 Bishop Drive Tenant LLC
- 3003 Woodbridge Ave Tenant LLC
- 3090 Olive Street Tenant LLC
- 31 St James Ave Tenant LLC
- 3101 Park Boulevard Tenant LLC
- 311 W 43rd Street Tenant LLC
- 3120 139th Avenue Southeast Tenant LLC
- 315 East Houston Tenant LLC
- 315 W 36th Street Tenant LLC
- 316 West 12th Street Tenant LLC
- 3200 Park Center Drive Tenant LLC
- 3219 Knox Street Tenant LLC
- 3280 Peachtree Road NE Tenant LLC
- 33 Arch Street Tenant LLC
- 33 East 33rd Street Tenant LLC
- 33 Irving Tenant LLC
- 330 North Wabash Tenant LLC
- 3300 N. Interstate 35 Tenant LLC
- 332 S Michigan Tenant LLC
- 333 West San Carlos Tenant LLC
- 3365 Piedmont Road Tenant LLC
- 340 Bryant Street HQ LLC
- 345 4th Street Tenant LLC
- 345 West 100 South Tenant LLC
- 35 East 21st Street HQ LLC
- 353 Sacramento Street Tenant LLC
- 35-37 36th Street Tenant LLC
- 360 NW 27th Street Tenant LLC
- 3600 Brighton Boulevard Tenant LLC
- 38 West 21st Street Tenant LLC
- 385 5th Avenue Q LLC
- 3900 W Alameda Ave Tenant LLC
- 391 San Antonio Road Tenant LLC
- 40 Water Street Tenant LLC
- 400 California Street Tenant LLC
- 400 Capitol Mall Tenant LLC
- 400 Concar Drive Tenant LLC
- 400 Lincoln Square Tenant LLC
- 400 Spectrum Center Drive Tenant LLC
- 4005 Miranda Ave Tenant LLC
- 401 San Antonio Road Tenant LLC
- 404 Fifth Avenue Tenant LLC
- 4041 Macarthur Boulevard Tenant LLC
- 405 Mateo Street Tenant LLC
- 408 Broadway Tenant LLC
- 410 North Scottsdale Road Tenant LLC
- 414 West 14th Street HQ LLC
- 415 Mission Street Tenant LLC
- 419 Park Avenue South Tenant LLC
- 420 5th Avenue Q LLC
- 420 Commerce Street Tenant LLC
- 424-438 Fifth Avenue Tenant LLC
- 428 Broadway Tenant LLC

- 429 Lenox Ave Tenant LLC
- 430 Park Avenue Tenant LLC
- 4311 11th Avenue Northeast Tenant LLC
- 433 Hamilton Avenue Tenant LLC
- 437 5th Avenue Q LLC
- 437 Madison Avenue Tenant LLC
- 44 East 30th Street HQ LLC
- 44 Montgomery Street Tenant LLC
- 44 Wall Street HQ LLC
- 448 North LaSalle Street Tenant LLC
- 45 West 18th Street Tenant LLC
- 450 Lexington Tenant LLC
- 460 Park Ave South Tenant LLC
- 460 West 50 North Tenant LLC
- 4635 Loughheed Highway Tenant LP
- 475 Sansome St Tenant LLC
- 483 Broadway Tenant LLC
- 49 West 27th Street HQ LLC
- 490 Broadway Tenant LLC
- 50 W 28th Street Tenant LLC
- 500 11th Ave North Tenant LLC
- 500 7th Avenue Tenant LLC
- 501 Boylston Street Tenant LLC
- 501 East Kennedy Boulevard Tenant LLC
- 501 East Las Olas Blvd Tenant LLC
- 501 Eastlake Tenant LLC
- 5049 Edwards Ranch Tenant LLC
- 505 Main Street Tenant LLC
- 505 Park Avenue Q LLC
- 50-60 Francisco Street Tenant LLC
- 511 W 25th Street Tenant LLC
- 515 Folsom Street Tenant LLC
- 515 N State Street Tenant LLC
- 5161 Lankershim Boulevard Tenant LLC
- 5215 North O'Connor Boulevard Tenant LLC
- 524 Broadway Tenant LLC
- 525 Broadway Tenant LLC
- 53 Beach Street Tenant LLC
- 540 Broadway Q LLC
- 545 Boylston Street Q LLC
- 546 5th Avenue Tenant LLC
- 550 7th Avenue HQ LLC
- 550 Kearny Street HQ LLC
- 57 E 11th Street Tenant LLC
- 575 5th Avenue Tenant LLC
- 575 Lexington Avenue Tenant LLC
- 5750 Wilshire Boulevard Tenant LLC
- 5960 Berkshire Lane Tenant LLC
- 599 Broadway Tenant LLC
- 6 East 32nd Street WW Q LLC
- 600 B Street Tenant LLC
- 600 California Street Tenant LLC
- 600 H Apollo Tenant LLC
- 6001 Cass Avenue Tenant LLC
- 601 South Figueroa Street Tenant LLC
- 606 Broadway Tenant LLC
- 609 5th Avenue Tenant LLC
- 609 Greenwich Street Tenant LLC
- 609 Main Street Tenant LLC
- 611 North Brand Boulevard Tenant LLC
- 615 S. Tenant LLC
- 625 Massachusetts Tenant LLC
- 625 West Adams Street Tenant LLC
- 63 Madison Avenue Tenant LLC
- 65 East State Street Tenant LLC
- 650 California Street Tenant LLC
- 6543 South Las Vegas Boulevard Tenant LLC
- 655 15th Street NW Tenant LLC
- 655 Montgomery St Tenant LLC
- 655 New York Avenue Northwest Tenant LLC
- 660 J Street Tenant LLC
- 660 North Capitol St NW Tenant LLC
- 6655 Town Square Tenant LLC
- 67 Irving Place Tenant LLC
- 6900 North Dallas Parkway Tenant LLC
- 695 Town Center Drive Tenant LLC
- 7 West 18th Street Tenant LLC
- 700 2 Street Southwest Tenant LP
- 700 K Street NW Tenant LLC
- 700 North Miami Tenant LLC
- 700 SW 5th Tenant LLC
- 708 Main St Tenant LLC
- 71 5th Avenue Tenant LLC
- 71 Stevenson Street Q LLC
- 711 Atlantic Avenue Tenant LLC
- 725 Ponce De Leon Ave NE Tenant LLC
- 7272 Wisconsin Avenue Tenant LLC
- 729 Washington Ave Tenant LLC
- 7300 Dallas Parkway Tenant LLC
- 731 Sansome Street Tenant LLC
- 75 Arlington Street Tenant LLC
- 75 E Santa Clara Street Tenant LLC
- 75 Rock Plz Tenant LLC
- 750 Lexington Avenue Tenant LLC
- 750 White Plains Road Tenant LLC
- 755 Sansome Street Tenant LLC
- 756 W Peachtree Tenant LLC
- 77 Sands Tenant LLC
- 77 Sands WW Corporate Tenant LLC
- 77 Sleeper Street Tenant LLC
- 7761 Greenhouse Rd Tenant LLC
- 777 6th Street NW Tenant LLC
- 78 SW 7th Street Tenant LLC
- 8 W 40th Street Tenant LLC
- 80 M Street SE Tenant LLC
- 800 Bellevue Way Tenant LLC
- 800 Market Street Tenant LLC
- 800 North High Street Tenant LLC
- 801 B. Springs Road Tenant LLC
- 808 Wilshire Boulevard Tenant LLC
- 820 18th Ave South Tenant LLC
- 821 17th Street Tenant LLC
- 83 Maiden Lane Q LLC
- 830 Brickell Plaza Tenant LLC
- 830 NE Holladay Street Tenant LLC
- 8305 Sunset Boulevard HQ LLC
- 8687 Melrose Avenue Tenant LLC
- 8687 Melrose Green Tenant LLC
- 88 U Place Tenant LLC
- 880 3rd Ave Tenant LLC
- 881 Peachtree Street Northeast Tenant LLC
- 8910 University Center Lane Tenant LLC
- 90 South 400 West Tenant LLC
- 901 North Glebe Road Tenant LLC
- 901 Woodland St Tenant LLC
- 902 Broadway Tenant LLC
- 920 5th Ave Tenant LLC
- 920 SW 6th Avenue Tenant LLC
- 9200 Timpanogos Highway Tenant LLC
- 925 4th Avenue Tenant LLC
- 925 N La Brea Ave Tenant LLC
- 9670416 CANADA Inc.
- 9777 Wilshire Boulevard Q LLC
- 980 6th Avenue Tenant LLC
- 9830 Wilshire Boulevard Tenant LLC
- 99 Chauncy Street Q LLC
- 99 High Street Tenant LLC
- Bird Investco LLC
- CD Locations, LLC
- Cities by We LLC
- Clubhouse TS LLC
- Common Coffee LLC
- Common Desk Daymaker LLC
- Common Desk DE, LLC
- Common Desk Holdings LLC
- Common Desk OC, LLC
- Common Desk Operations LLC

- Common Desk West 7th, LLC
- Creator Fund Managing Member LLC
- Euclid LLC
- Euclid WW Holdings Inc.
- FieldLens LLC
- Five Hundred Fifth Avenue HQ LLC
- Insurance Services by WeWork LLC
- Legacy Tenant LLC
- Mailroom Bar at 110 Wall LLC
- MissionU PBC
- One Gotham Center Tenant LLC
- One Metropolitan Square Tenant LLC
- Parkmerced Partner LLC
- Play by WeWork LLC
- Powered By We LLC
- Project Caesar LLC
- Project Standby I LLC
- Prolific Interactive LLC
- PxWe Facility & Asset Management Services LLC
- South Tryon Street Tenant LLC
- Spacious Technologies, LLC
- The Hub Tenant LLC
- The We Company Management Holdings L.P.
- The We Company Management LLC
- The We Company MC LLC
- The We Company PI L.P.
- WALTZ MERGER SUB LLC
- We Rise Shell LLC
- We Work 154 Grand LLC
- We Work 349 5th Ave LLC
- We Work Management LLC
- We Work Retail LLC
- WeInsure Holdco LLC
- Welkio LLC
- WeWork 156 2nd LLC
- WeWork 175 Varick LLC
- WeWork 25 Taylor LLC
- WeWork 261 Madison LLC
- WeWork 54 West 40th LLC
- WeWork Asset Management LLC
- WeWork Bryant Park LLC
- WeWork Canada GP ULC
- WeWork Canada LP ULC
- WeWork Commons LLC
- WeWork Companies U.S. LLC
- WeWork Companies Partner LLC
- WeWork Construction LLC
- WeWork Holdings LLC
- WeWork Interco LLC
- WeWork LA LLC
- WeWork Labs Entity LLC
- WeWork Little West 12th LLC
- WeWork Magazine LLC
- WeWork Real Estate LLC
- WeWork Services LLC
- WeWork Space Services Inc.
- WeWork Space Services LLC
- WeWork Wellness LLC
- WeWork Workplace LLC
- Wildgoose I LLC
- WW 1010 Hancock LLC
- WW 107 Spring Street LLC
- WW 11 John LLC
- WW 110 Wall LLC
- WW 111 West Illinois LLC
- WW 115 W 18th Street LLC
- WW 1161 Mission LLC
- WW 120 E 23rd Street LLC
- WW 1328 Florida Avenue LLC
- WW 1550 Wewatta Street LLC
- WW 1601 Fifth Avenue LLC
- WW 1875 Connecticut LLC
- WW 2015 Shattuck LLC
- WW 205 E 42nd Street LLC
- WW 210 N Green LLC
- WW 220 NW Eighth Avenue LLC
- WW 222 Broadway LLC
- WW 2221 South Clark LLC
- WW 240 Bedford LLC
- WW 25 Broadway LLC
- WW 26 JS Member LLC
- WW 312 Arizona LLC
- WW 350 Lincoln LLC
- WW 379 W Broadway LLC
- WW 401 Park Avenue South LLC
- WW 5 W 125th Street LLC
- WW 500 Yale LLC
- WW 51 Melcher LLC
- WW 520 Broadway LLC
- WW 535 Mission LLC
- WW 555 West 5th Street LLC
- WW 5782 Jefferson LLC
- WW 600 Congress LLC
- WW 641 S Street LLC
- WW 718 7th Street LLC
- WW 745 Atlantic LLC
- WW 79 Madison LLC
- WW 81 Prospect LLC
- WW 811 West 7th Street LLC
- WW 85 Broad LLC
- WW 995 Market LLC
- WW Brooklyn Navy Yard LLC
- WW BuildCo LLC
- WW Co-Obligor Inc.
- WW Enlightened Hospitality Investor LLC
- WW HoldCo LLC
- WW Journal Square Holdings LLC
- WW Journal Square Member LLC
- WW Onsite Services AAG LLC
- WW Onsite Services EXP LLC
- WW Onsite Services LLC
- WW Onsite Services SFI LLC
- WW Onsite Services SUM LLC
- WW Project Swift Development LLC
- WW Project Swift Member LLC
- WW VendorCo LLC
- WW Worldwide C.V.
- WWCO Architecture Holdings LLC

Official Form 201A (12/15)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:)
) Chapter 11
WEWORK INC.,)
) Case No. 23-_____()
)
Debtor.)
)

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-39419

2. The following financial data is the latest available information and refers to the debtor's condition on June 30, 2023

(a) Total assets	\$	<u>15,063 million</u>	
(b) Total debts (including debts listed in 2.c., below)	\$	<u>18,656 million</u>	
(c) Debt securities held by more than 500 holders		<u>N/A</u>	Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$		
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$		
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$		
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$		
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$		
(d) Number of shares of preferred stock		<u>N/A</u>	
(e) Number of shares of common stock		<u>53,257,212¹</u>	

Comments, if any: As of November 3, 2023, there were 52,758,760 shares of Class A Common Stock issued and outstanding and 498,452 shares of Class C Common Stock issued and outstanding.

3. Brief description of debtor's business: Workspace provider offering flexible and community-centered office space. The business strategy focuses on three key areas: (1) core space-as-a-service business; (2) workspace management software solution for enterprises and operators and (3) subscription models.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
Entities affiliated with SB Global Advisors Limited

¹ As of November 3, 2023.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

)	
In re:	)	Chapter 11
)	
WEWORK INC.,	)	Case No. 23-_____()
)	
Debtor.	)	(Joint Administration Requested)
)	

LIST OF EQUITY SECURITY HOLDERS¹

Equity Holder	Address of Equity Holder	Type of Interest	Percentage of Equity Held
SVF II WW Holdings (Cayman) Limited	Walkers Corporate Limited 190 Elgin Avenue George Town, Grand Cayman KY1-9008 Cayman Islands	Common Shares	52.66%
SB WW Holdings (Cayman) Limited	190 Elgin Avenue George Town Grand Cayman KY1-9008 Cayman Islands	Common Shares	15.16%
SVF Endurance (Cayman) Limited	c/o SB Investment Advisers (UK) Inc. 69 Grosvenor Street London W1K 3JP United Kingdom	Common Shares	3.84%
Cupar Grimmond, LLC	785 Gailen Ave. Palo Alto, CA 94303-4533	Common Shares	1.66%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

_____)	
In re:	)	Chapter 11
)	
WEWORK INC.,	)	Case No. 23-_____()
)	
Debtor.	)	(Joint Administration Requested)
_____)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Type of Interest	Approximate Percentage of Shares Held
SVF II WW Holdings (Cayman) Limited	Common Shares	52.66%
SB WW Holdings (Cayman) Limited	Common Shares	15.16%

Fill in this information to identify the case:

Debtor name: WeWork Inc., et al.
 United States Bankruptcy Court for the District of New Jersey
 (State)
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders¹

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION 100 WALL STREET 6TH FLOOR NEW YORK, NY 10005	ATTN: CHRISTOPHER GRELL TITLE: VICE PRESIDENT EMAIL: CHRISTOPHER.GRELL@USBANK.COM PHONE: (212) 951-6990	7.875% SENIOR NOTES DUE 2025				\$170,734,270.16
2	THE ALTER GROUP 3201 OLD GLENVIEW ROAD UNIT #: 302 WILMETTE, IL 60091	ATTN: MICHAEL J. ALTER TITLE: PRESIDENT EMAIL: MICHAEL@ALTERGROUP.COM PHONE: (847) 568-5909	LEASE TERMINATION FEES & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$11,880,802.44
3	U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION 100 WALL STREET 6TH FLOOR NEW YORK, NY 10005	ATTN: CHRISTOPHER GRELL TITLE: VICE PRESIDENT EMAIL: CHRISTOPHER.GRELL@USBANK.COM PHONE: (212) 951-6990	5.00% SENIOR NOTES DUE 2025				\$9,471,341.67
4	WESTFIELD FULTON CENTER LLC 185 GREENWICH STREET MANAGEMENT OFFICE OCULUS LEVEL C2 NEW YORK, NY 10007	ATTN: ALINE TAIREH TITLE: GENERAL COUNSEL EMAIL: ALINE.TAIREH@URW.COM PHONE: (212) 284-9982	ACCRUED UNPAID RENT				\$8,170,257.30
5	400 CALIFORNIA, LLC C/O: KENNEDY-WILSON PROPERTIES, LTD. 151 S. EL CAMINO DRIVE BEVERLY HILLS, CA 90212	ATTN: KENT Y. MOUTON TITLE: EVP & GENERAL COUNSEL EMAIL: KMOUTON@KENNEDYWILSON.COM PHONE: (310) 887-6400	ACCRUED UNPAID RENT & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$7,835,181.90
6	THE PLATFORM LLC 2937 E. GRAND BLVD. DETROIT, MI 48202	ATTN: CLARK LEWIS TITLE: PRESIDENT EMAIL: CLEWIS@THEPLATFORM.CITY PHONE: (313) 446-8775	LEASE TERMINATION FEES				\$5,133,719.00
7	RFR/K 81 PROSPECT OWNER LLC C/O: RFR REALTY LLC 375 PARK AVENUE 10TH FLOOR NEW YORK, NY 10152	ATTN: JONATHAN REIFLER TITLE: ASSET MANAGEMENT EMAIL: JREIFLER@RFR.COM PHONE: (212) 308-2061	ACCRUED UNPAID RENT				\$5,016,774.34

¹ On a consolidated basis. The information herein shall not constitute an admission of liability by, nor is it binding on, and Debtors with respect to all or any portion of the claims listed below. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	MORI TRUST CO., LTD. 〒105-6903 KAMIYACHO TRUST TOWER 4-1-1 TORANOMON, MINATO-KU TOKYO JAPAN	ATTN: YOSHIKI TANAKA EMAIL: TANAKA-YO@MORI-TRUST.CO.JP	ACCRUED UNPAID RENT & LEASE TERMINATION FEES				\$4,839,247.80
9	260-261 MADISON AVENUE LLC 261 MADISON AVENUE 27TH FLOOR NEW YORK, NY 10016	ATTN: OMER KACHLON TITLE: GENERAL COUNSEL EMAIL: OMER.KACHLON@SAPIRCORP.COM	ACCRUED UNPAID RENT & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$4,594,399.60
10	2 NINTH AVENUE PARTNERS, LLC C/O: WILLIAM GOTTLIEB MANAGEMENT CO., LLC 177 CHRISTOPHER STREET NEW YORK, NY 10014	ATTN: WILLIAM GOTTLIEB TITLE: PRESIDENT EMAIL: BILLY@WGOTTLIEB.COM PHONE: (646) 546-4369	ACCRUED UNPAID RENT				\$4,321,260.14
11	CP 1875 K STREET LLC C/O: CARR PROPERTIES PARTNERSHIP LP THE HUB @ 1615 L ST NW SUITE 650 WASHINGTON, DC 20036	ATTN: JACKSON PRENTICE TITLE: EVP & CHIEF PORTFOLIO OFFICER EMAIL: JPRENTICE@CARRPROP.COM	LEASE TERMINATION FEES				\$3,643,000.00
12	BEACON CAPITAL PARTNERS, LLC 200 STATE STREET 5TH FLOOR BOSTON, MA 02109	ATTN: KRISTEN HOFFMAN TITLE: GENERAL COUNSEL EMAIL: KHOFFMAN@BEACONCAPITAL.COM	ACCRUED UNPAID RENT & LEASE TERMINATION FEES				\$3,525,507.68
13	JAMESTOWN L.P.PONCE CITY MARKET 675 PONCE DE LEON AVENUE NE 7TH FLOOR ATLANTA, GA 30308	ATTN: AMBER MURRAY TITLE: MANAGING DIRECTOR & GENERAL COUNSEL EMAIL: AMURRAY@JAMESTOWNLP.COM PHONE: (770) 805-1000	LEASE TERMINATION FEES				\$3,251,217.13
14	RFR/K 77 SANDS OWNER LLC C/O: RFR REALTY LLC 375 PARK AVENUE 10TH FLOOR NEW YORK, NY 10152	ATTN: JONATHAN REIFLER TITLE: ASSET MANAGEMENT EMAIL: JREIFLER@RFR.COM PHONE: (212) 308-2061	ACCRUED UNPAID RENT				\$3,109,488.72
15	BCSP DENVER PROPERTY LLC C/O: BROOKFIELD PROPERTY GROUP 250 VESEY STREET 15TH FLOOR NEW YORK, NY 10281	ATTN: BEN BROWN TITLE: MANAGING PARTNER EMAIL: BEN.BROWN@BROOKFIELD.COM PHONE: (303) 390-0825	ACCRUED UNPAID RENT & LEASE TERMINATION FEES				\$3,087,099.10
16	COHEN BROTHERS REALTY CORPORATION 750 LEXINGTON AVE. UNIT #: 28 NEW YORK, NY 10022	ATTN: MARC HOROWITZ TITLE: SR. VICE PRESIDENT OF LEASING EMAIL: MHOROWITZ@COHENBROTHERS.COM	ACCRUED UNPAID RENT & LEASE TERMINATION FEES				\$2,985,300.75
17	NUVEEN REAL ESTATE - TIAA 730 THIRD AVENUE NEW YORK, NY 10017	ATTN: CHAD PHILLIPS TITLE: GLOBAL HEAD OF OFFICE & RETAIL EMAIL: CHAD.PHILLIPS@NUVEEN.COM PHONE: (704) 988-0203	ACCRUED UNPAID RENT				\$2,856,734.99
18	ONNI GROUP 200 N. LASALLE STREET UNIT #: 750 CHICAGO, IL 60601	ATTN: GREG WILKS TITLE: VICE PRESIDENT - LEASING EMAIL: GREGWILKS@ONNI.COM	ACCRUED UNPAID RENT				\$2,702,445.11
19	WALTER & SAMUELS, INC. 419 PARK AVE. S NEW YORK, NY 10016	ATTN: PETER WEISS TITLE: CHIEF EXECUTIVE OFFICER EMAIL: PWEISS@WALTER-SAMUELS.COM PHONE: (212) 685-6200	ACCRUED UNPAID RENT				\$2,574,285.94

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	CUSHMAN & WAKEFIELD 225 WEST WACKER STREET SUITE 3000 CHICAGO, IL 60606	ATTN: NOELLE PERKINS TITLE: EVP & GENERAL COUNSEL EMAIL: NOELLE.PERKINS@CUSHWAKE.COM PHONE: (312) 470-1800	TRADE PAYABLE				\$2,532,989.66
21	JOHN HANCOCK LIFE INSURANCE COMPANY (USA) 197 CLARENDON STREET BOSTON, MA 02116	ATTN: THOMAS E. SAMOLUK TITLE: GENERAL COUNSEL EMAIL: TSAMOLUK@JHANCOCK.COM PHONE: (617) 663-3000	ACCRUED UNPAID RENT				\$2,316,986.42
22	CIM GROUP 4700 WILSHIRE BOULEVARD LOS ANGELES, CA 90010 - AND - 540 MADISON AVENUE 8TH FLOOR NEW YORK, NY 10022	ATTN: JONATHAN TAO TITLE: VICE PRESIDENT EMAIL: JTAO@CIMGROUP.COM	ACCRUED UNPAID RENT				\$2,078,939.12
23	MOZAIC PARTNERS, LLC LAKESIDE CENTER, SUITE 10 3033 EXCELSIOR BOULEVARD MINNEAPOLIS, MN 55416	ATTN: JACKIE KNIGHT TITLE: PRESIDENT EMAIL: JACKIE@ACKERBERG.COM PHONE: (612) 924-6503	LEASE TERMINATION FEES				\$2,052,764.23
24	BROADWAY CONTINENTAL CORP. 540 BROADWAY FLOOR 2 NEW YORK, NY 10012	ATTN: ADAM HENICK TITLE: PRESIDENT EMAIL: ADAM@CURRENTREADVISORS.COM PHONE: (646) 845-0351	LEASE TERMINATION FEES & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$2,028,657.91
25	500-512 SEVENTH AVENUE L.P. C/O: THE CHETRIT GROUP, LLC 512 SEVENTH AVENUE 16TH FLOOR NEW YORK, NY 10018	ATTN: JO CHETRIT TITLE: OWNER PHONE: (646) 230-9360	ACCRUED UNPAID RENT				\$1,991,940.71
26	MAYORE ESTATES, LLC 100 HENRY STREET BROOKLYN, NY 11201	ATTN: BARRETT STERN TITLE: MANAGING PARTNER EMAIL: BSTERN@NGKF.COM PHONE: (917) 439-6969	ACCRUED UNPAID RENT				\$1,773,783.00
27	54 WEST 40TH REALTY LLC C/O: ALLIED PARTNERS INC. 770 LEXINGTON AVENUE 9TH FLOOR NEW YORK, NY 10065	ATTN: ERIC HADAR TITLE: CHAIRMAN & CEO EMAIL: ERIC@ALLIEDPARTNERS.COM PHONE: (212) 935-4900	ACCRUED UNPAID RENT				\$1,772,239.85
28	CTO21 ACQUISITIONS II LLC 369 N. NEW YORK AVE. SUITE 201 WINTER PARK, FL 32789	ATTN: DANIEL SMITH TITLE: GENERAL COUNSEL EMAIL: DSMITH@CTOREIT.COM PHONE: 817-313-4051	LEASE TERMINATION FEES & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$1,694,287.51
29	1460 LEASEHOLD SWIGHM LLC/O: MERINGOFF PROPERTIES 30 WEST 26TH STREET 8TH FLOOR NEW YORK, NY 10010	ATTN: JASON VACKER TITLE: PRESIDENT & CEO EMAIL: JDVACKER@MERPROP.COM PHONE: (212) 337-7763	ACCRUED UNPAID RENT				\$1,675,643.42
30	UNITARIAN UNIVERSALIST ASSOCIATION 24 FARNSWORTH STREET BOSTON, MA 02210	ATTN: ANDREW MCGEORGE TITLE: TREASURER & CFO EMAIL: AMCGEORGE@UUA.ORG PHONE: (617) 948-4305	LEASE TERMINATION FEES				\$1,655,700.00

Fill in this information to identify the case and this filing:	
Debtor Name	WeWork Inc.
United States Bankruptcy Court for the:	District of New Jersey
Case number (If known):	(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders, Corporate Ownership Statement, and Certification of Creditor Matrix**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/06/2023
MM/ DD/YYYY

☒ Is/ Pam Swidler

Signature of individual signing on behalf of debtor

Pam Swidler

Printed name

Authorized Signatory

Position or relationship to debtor

OMNIBUS ACTION
BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS, THE SOLE DIRECTOR,
THE SOLE MEMBER, THE BOARD OF MANAGERS, THE GENERAL
PARTNER, THE LIMITED PARTNER, OR OTHER SIMILAR GOVERNING BODY,
AS APPLICABLE, OF WEWORK INC. AND EACH OF THE SUBSIDIARIES HERETO

Dated as of November 5, 2023

The undersigned, being (i) all of the members of the boards of directors, (ii) the sole member, (iii) the sole director, (iv) the board of managers, (v) the general partner, (vi) the limited partner (each a “Governing Body”), as applicable, of each of the entities listed in Schedules 1–9 hereof (each, a “Company” and collectively, the “Companies”), as Governing Body of such Company, by unanimous written consent in lieu of a special meeting and in accordance with the bylaws, operating agreements, articles of association, or limited liability company agreements of each Company (collectively, the “Governing Documents”), as applicable, and the applicable laws of the jurisdiction in which such Company is organized, do hereby approve, consent to, and adopt the following recitals and resolutions, with the same force and effect as if they had been adopted at a duly convened special meeting of each Governing Body;

WHEREAS, each Governing Body has reviewed and considered (i) the filing of voluntary petitions for relief (the “Bankruptcy Petitions”) for each Company under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) pursuant to the Governing Documents, as applicable, of each Company and the applicable laws of the jurisdiction in which each Company is organized (the “Restructuring Matters”); and (ii) the retention of professionals by each Company;

WHEREAS, on August 8, 2023, the board of directors of WeWork Inc. (the “Board of Directors”) created a special committee (the “Special Committee”) comprising of the disinterested directors and on August 17, 2023, delegated to the Special Committee certain rights, authority, and powers in connection with any matters, including the Restructuring Matters, in which a conflict of interests exists or is reasonably likely to exist between the Company, on the one hand, and any of its current and former directors, managers, officers, investment committee members, special or other committee members, equity holders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, managed accounts or funds, predecessors, participants, successors, assigns, subsidiaries, affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current or former director or manager in his or her capacity as director or manager of an entity), accountants, investment bankers, consultants, representatives, and other professionals and advisors of such person or entity, and any such person’s or entity’s respective heirs, executors, estates, and nominees, on the other hand, as reasonably determined by the Special Committee (each a “Conflicts Matter”);

WHEREAS, on August 17, 2023, the Board of Directors delegated to the Special Committee the authority and power to review, discuss, consider, and negotiate the Company’s

entry into and consummation of Restructuring Matters, including to (a) review and evaluate any such Restructuring Matters and consider whether or not it is fair to and in the best interests of the Company and its respective stakeholders to proceed with such Restructuring Matters, (b) to determine that any such Restructuring Matters should not proceed at the present time if not fair or in such best interests;

WHEREAS, in respect of the Companies that are incorporated in Canada (the “Canadian Companies”), WeWork Inc. and each Canadian Company have requested an appointment of WeWork Inc. as foreign representative (the “Foreign Representative”) in connection with and in furtherance of WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies’ Creditors Arrangement Act as the Foreign Representative;

WHEREAS, each Governing Body has reviewed and considered the materials presented by the management of each Company and each Company’s financial and legal advisors, and has had adequate opportunity to consult with such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to each Company;

WHEREAS, each Governing Body has determined, in its business judgement, that the following resolutions are advisable and in the best interest of the Companies, their creditors, other stakeholders, and other parties in interest;

NOW, THEREFORE, IT IS HEREBY RESOLVED, that, pursuant to the applicable governing documents of each Company, the undersigned do hereby adopt the following resolutions:

Chapter 11 Filing

RESOLVED, in the business judgment of each Governing Body, it is desirable and in the best interests of the Companies, the creditors, other stakeholders, and other parties in interest, that each Company files or causes to be filed the Bankruptcy Petitions under the Bankruptcy Code in the Bankruptcy Court, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States, and, in accordance with the requirements in each Company’s governing documents and applicable law, hereby consents to, authorizes, and approves, the filing of the Bankruptcy Petitions;

FURTHER RESOLVED, that any director or other duly appointed officer of each Company (collectively, the “Authorized Persons” and each an “Authorized Person”), shall be, and each of them individually hereby is, authorized and directed for and on behalf of each Company to take all actions (including, without limitation, to negotiate and execute any documents, certificates, supplemental agreements, and instruments) to act as signatory and attorney on behalf of each Company in respect of the Restructuring Matters and/or any persons to whom such Authorized Persons and/or officers delegate certain responsibilities, be, and hereby are, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary or proper to maintain the ordinary course operations of each Company’s business;

FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all other petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Companies' businesses;

FURTHER RESOLVED, in respect of the Companies that are incorporated in Canada, WeWork Inc. hereby authorizes and consents to its appointment as Foreign Representative by the Bankruptcy Court in connection with and in furtherance of WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies' Creditors Arrangement Act as the Foreign Representative of Canadian Companies for recognition of the chapter 11 proceedings commenced by WeWork Inc. and further consents to take all steps and actions it deems necessary or proper in connection with such application and proceedings; and

FURTHER RESOLVED, each Canadian Company hereby authorizes and consents to WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies' Creditors Arrangement Act as the Foreign Representative of the Canadian Companies for recognition of the chapter 11 proceedings commenced by WeWork Inc. and further consent to take all steps and actions it deems necessary or proper in connection with such application and proceedings.

Retention of Professionals

RESOLVED, each of the Authorized Persons, be, and hereby are, authorized, empowered, and directed to retain on behalf of each Company: (i) the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as bankruptcy counsel; (ii) the law firm of Cole Schotz P.C. as local bankruptcy counsel; (iii) PJT Partners LP as investment banker; (iv) Alvarez & Marsal North America, LLC as restructuring advisor; (v) Epiq Corporate Restructuring, LLC as claims and noticing agent; (vi) Deloitte Tax LLP as tax advisor; (vii) Munger, Tolles & Olson LLP, as legal counsel; to WeWork Inc. under the direction of the Special Committee; (viii) Province, LLC, as financial advisor to WeWork Inc. under the direction of the Special Committee, and (ix) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate, or advisable, each to represent and assist the Companies in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and applicable law (including, but not limited to, the law firms filing any pleadings or responses), and in connection therewith, the Authorized Persons, be, and hereby are authorized, empowered, and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services; and

FURTHER RESOLVED, each of the Authorized Persons, be, and hereby is authorized, empowered and directed to execute and file all petitions, schedules, motions, lists applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate, or desirable in accordance with these resolutions.

Use of Cash Collateral and Adequate Protection

RESOLVED, that each Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain of the Companies’ prepetition secured lenders under certain credit facilities and notes indentures by and among certain of the Companies, the guarantors party thereto, and the lenders party thereto (the “Prepetition Secured Lenders”);

FURTHER RESOLVED, each of the Authorized Persons be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to seek approval of the use of cash collateral pursuant to a cash collateral order in interim and final form (together, the “Cash Collateral Order”), and, to the extent applicable to the Company, any Authorized Person be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary or advisable to implement the Cash Collateral Order, including providing for adequate protection to the Prepetition Secured Lenders in accordance with section 363 of the Bankruptcy Code (the “Adequate Protection Obligations”), as well as any additional or further agreements for the use of cash collateral in connection with the chapter 11 cases, which agreement(s) may require the Companies to grant adequate protection and security interests to the Prepetition Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Companies pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person shall deem necessary, proper, or advisable, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery of such agreement, instrument, or document; and

FURTHER RESOLVED, that each Company, as debtors and debtors in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations.

Further and Prior Actions

RESOLVED, the Companies are hereby authorized to authorize (and each Company hereby authorizes) any direct or indirect subsidiary of each Company or any entity of which such Company or any subsidiary of such Company is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in these resolutions, and none of the resolutions contained herein, or action taken in furtherance hereto shall have or cause an adverse effect on any such subsidiary or such Company’s interest therein (including, without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law);

FURTHER RESOLVED, in addition to the specific authorizations heretofore conferred upon such Authorized Persons, the Authorized Persons, either individually or as otherwise required by each Company’s governing documents and applicable law, be, and each of them hereby is, authorized to execute, acknowledge, deliver, and file any and all agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents on behalf of each Company relating to the Restructuring Matters;

FURTHER RESOLVED, each of the Authorized Persons (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's or Authorized Persons' absolute discretion, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolution adopted herein;

FURTHER RESOLVED, the Governing Bodies have received sufficient notice of the foregoing resolutions, as well as the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the governing documents of each Company, or hereby waive any right to have received such notice;

FURTHER RESOLVED, all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed, and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Governing Bodies;

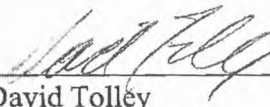
FURTHER RESOLVED, that, to the extent any action authorized herein to be taken by any Governing Body or Authorized Person constitutes a Conflicts Matter, such action is hereby approved by the Special Committee, and the Special Committee hereby authorizes all Authorized Persons to take any such actions and to do all such other acts, deeds, and other things as each Company itself may lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with such Conflicts Matter, or in furtherance of the intentions expressed in the foregoing resolutions with respect to such Conflicts Matter, including, but not limited to, the negotiation, finalization, execution, and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in his or her absolute and unfettered discretion approve, deem, or determine necessary, appropriate, or advisable, such approval, deeming, or determination to be conclusively evidenced by such individual's taking such action or the execution of such agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents; and

FURTHER RESOLVED, any Authorized Person be, and each of them hereby is, authorized to do all such other acts, deeds, and other things as each Company itself may lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing resolutions, including, but not limited to, the negotiation, finalization, execution, and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in his or her absolute and unfettered discretion approve, deem, or determine necessary, appropriate, or advisable, such approval, deeming, or determination to be conclusively evidenced by such individual's taking such action or

the execution of such agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents.

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: 
Name: David Tolléy

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

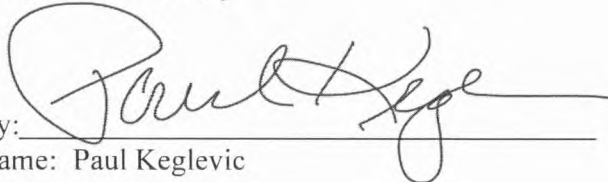
By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

By:  _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

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Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

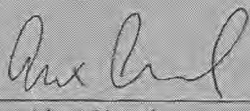
IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

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Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

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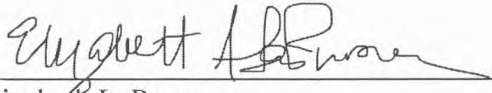
Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

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Name: Alex Clavel

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Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

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Board of Directors of the TopCo listed on
Schedule 1


By: _____
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Name: Alex Clavel

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Name: Elizabeth LaPuma

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Name: Henry S. Miller

By: _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

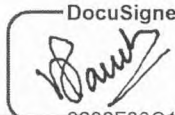
By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By:  _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the sole member of each subsidiary listed on Schedule 2, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK INC., being the Sole Member of each
Subsidiary listed on Schedule 2

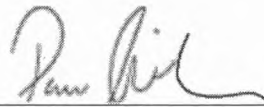


Pamela Swidler

Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the general partner of all subsidiaries listed on Schedule 3, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

The WE Company MC LLC, being General Partner
of the Subsidiaries listed on
Schedule 3

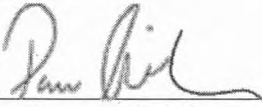
A handwritten signature in black ink, appearing to read 'Pam Swidler', is written over a horizontal line.

Pamela Swidler

Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 4, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the Subsidiaries listed on
Schedule 4

By: 
Name: Pamela Swidler

By: _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 4, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

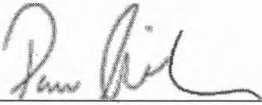
Board of Directors of the Subsidiaries listed on
Schedule 4

By: _____
Name: Pamela Swidler

By:  _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of managers of all subsidiaries listed on Schedule 5, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Managers of each Subsidiary listed on
Schedule 5


By: 
Name: Pamela Swidler

By: _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of managers of all subsidiaries listed on Schedule 5, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Managers of each Subsidiary listed on
Schedule 5

By: _____
Name: Pamela Swidler

By:  _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the sole member of each subsidiary listed on Schedule 6, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK COMPANIES U.S. LLC, being
the Sole Member of each Subsidiary listed on
Schedule 6

A handwritten signature in dark ink, appearing to read 'Pam Swidler', is written over a horizontal line.

Pamela Swidler
Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 7, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the Subsidiaries listed on
Schedule 7

DocuSigned by:

Brianna Iverson

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By: _____

Name: Brianna Iverson

DocuSigned by:

Michael DePinho

A7D79BC0D7FF4D6...

By: _____

Name: Michael DePinho

IN WITNESS WHEREOF, the undersigned, constituting the general partner of all subsidiaries listed on Schedule 8, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK CANADA GP ULC, being General Partner of the Limited Partnerships listed on Schedule 8

DocuSigned by:

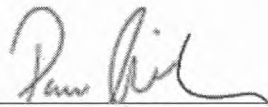
A7D79BC0D7FF4D6...

Michael DePinho

Its: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the general partner and the limited partner of all subsidiaries listed on Schedule 9, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

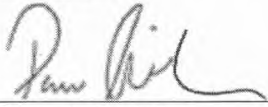
WEWORK COMPANIES PARTNER LLC, being
General Partner of the Subsidiaries listed on
Schedule 9



Pamela Swidler
Its: Chief Legal Officer and Secretary

and

WEWORK COMPANIES U.S. LLC, being
Limited Partner of the Subsidiaries listed on
Schedule 9



Pamela Swidler
Its: Chief Legal Officer and Secretary

Schedule 1

Board of Directors: David Tolley, Paul Keglevic, Paul Aronzon, Alex Clavel, Elizabeth LaPuma, Henry S. Miller, and Vikas Parekh

<u>TopCo</u>	<u>Jurisdiction</u>
WeWork Inc.	DE

Schedule 2

Sole Member: WeWork Inc.

<u>Subsidiary</u>	<u>Jurisdiction</u>
WW Holdco LLC	DE

Schedule 3

General Partner: The We Company MC LLC

<u>Subsidiary</u>	<u>Jurisdiction</u>
The We Company Management Holdings L.P.	Cayman
The We Company PI L.P.	Cayman

Schedule 4

Board of Directors: Pamela Swidler, Kurt Wehner

<u>Subsidiary</u>	<u>Jurisdiction</u>
Euclid WW Holdings Inc.	DE
MissionU PBC	DE
WeWork Space Services Inc.	NY
WW Co-Obligor Inc.	DE

Schedule 5

Board of Managers: Pamela Swidler, Kurt Wehner

<u>Subsidiary</u>	<u>Jurisdiction</u>
The We Company MC LLC	DE
The WE Company Management LLC	DE
WeWork Companies U.S. LLC	DE

Schedule 6

Sole Member: WeWork Companies U.S. LLC

<u>Subsidiary</u>	<u>Jurisdiction</u>
WeWork Companies Partner LLC	NY
1 Beacon Street Tenant LLC	NY
1 Belvedere Drive Tenant LLC	NY
1 Glenwood Ave Tenant LLC	NY
1 Lincoln Street Tenant LLC	NY
1 Milk Street Tenant LLC	NY
1 Post Street Tenant LLC	NY
1 South Dearborn Street Tenant LLC	NY
1 Union Square West HQ LLC	NY
10 East 38th Street Tenant LLC	NY
10 East 40th Street HQ LLC	NY
100 Bayview Circle Tenant LLC	NY
100 Broadway Tenant LLC	NY
100 S State Street Tenant LLC	NY
100 Summer Street Tenant LLC	NY
10000 Washington Boulevard Tenant LLC	NY
1001 Woodward Ave Tenant LLC	NY
1003 East 4th Place Tenant LLC	NY
101 East Washington Street Tenant LLC	NY
101 Marietta Street NorthWest Tenant LLC	NY
101 North 1st Avenue Tenant LLC	NY
10250 Constellation Tenant LLC	NY
1031 South Broadway Tenant LLC	NY
10585 Santa Monica Boulevard Tenant LLC	NY
10845 Griffith Peak Drive Tenant LLC	NY
10885 NE 4th Street Tenant LLC	NY
109 S 5th Street Tenant LLC	NY
10900 Stonelake Boulevard Tenant LLC	NY
1099 Stewart Street Tenant LLC	NY
11 Park Pl Tenant LLC	NY
110 110th Avenue Northeast Tenant LLC	NY
110 Corcoran Street Tenant LLC	NY
110 Wall Manager LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
1100 15th Street NW Tenant LLC	NY
1100 Ludlow Street Tenant LLC	NY
1100 Main Street Tenant LLC	NY
1111 Broadway Tenant LLC	NY
1111 West 6th Street Tenant LLC	NY
1114 W Fulton Market Q LLC	NY
1115 Broadway Q LLC	NY
1115 Howell Mill Road Tenant LLC	NY
1115 W Fulton Market Q LLC	NY
115 Broadway Tenant LLC	NY
115 East 23rd Street Tenant LLC	NY
1150 South Olive Street Tenant LLC	NY
1155 Perimeter Center West Tenant LLC	NY
1155 West Fulton Street Tenant LLC	NY
1156 6th Avenue Tenant LLC	NY
117 NE 1st Ave Tenant LLC	NY
1175 Peachtree Tenant LLC	NY
11801 Domain Blvd Tenant LLC	NY
12 East 49th Street Tenant LLC	NY
12 South 1st Street Tenant LLC	NY
120 West Trinity Place Tenant LLC	NY
1200 17th Street Tenant LLC	NY
1200 Franklin Avenue Tenant LLC	NY
1201 3rd Avenue Tenant LLC	NY
1201 Wills Street Tenant LLC	NY
1201 Wilson Blvd Tenant LLC	NY
12130 Millennium Drive Tenant LLC	NY
1240 Rosecrans Tenant LLC	NY
125 S Clark Street Tenant LLC	NY
125 West 25th Street Tenant LLC	NY
12655 Jefferson Blvd Tenant LLC	NY
128 South Tryon Street Tenant LLC	NY
130 5th Avenue Tenant LLC	NY
130 Madison Avenue Tenant LLC	NY
130 W 42nd Street Tenant LLC	NY
1305 2nd Street Q LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
1330 Lagoon Avenue Tenant LLC	NY
1333 New Hampshire Avenue Northwest Tenant LLC	NY
135 E 57th Street Tenant LLC	NY
135 Madison Ave Tenant LLC	NY
1372 Peachtree Street NE Tenant LLC	NY
1389 Peachtree Street Northwest Tenant LLC	NY
1400 Lavaca Street Tenant LLC	NY
1410 Broadway Tenant LLC	NY
1411 4th Avenue Tenant LLC	NY
142 W 57th Street Tenant LLC	NY
1430 Walnut Street Tenant LLC	NY
1440 Broadway Tenant LLC	NY
1448 NW Market Street Tenant LLC	NY
1449 Woodward Avenue Tenant LLC	NY
145 W 45th Street Tenant LLC	NY
1450 Broadway Tenant LLC	NY
1453 3rd Street Promenade Q LLC	NY
1455 Market Street Tenant LLC	NY
1460 Broadway Tenant LLC	NY
148 Lafayette Street Tenant LLC	NY
149 5th Avenue Tenant LLC	NY
149 Madison Avenue Tenant LLC	NY
15 West 27th Street Tenant LLC	NY
150 4th Ave N Tenant LLC	NY
152 3rd Street Tenant LLC	NY
1525 11th Ave Tenant LLC	NY
1535 Broadway Tenant LLC	NY
154 W 14th Street Tenant LLC	NY
1547 9th Street HQ LLC	NY
1557 West Innovation Way Tenant LLC	NY
1560 Broadway Tenant LLC	NY
16 East 34th Street Tenant LLC	NY
160 Varick Street Tenant LLC	NY
160 W Santa Clara St Tenant LLC	NY
1600 7th Avenue Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
1601 Elm Street Tenant LLC	NY
1601 Market Street Tenant LLC	NY
1601 Vine Street Tenant LLC	NY
161 Avenue of the Americas Tenant LLC	NY
1615 Platte Street Tenant LLC	NY
1619 Broadway Tenant LLC	NY
166 Geary Street HQ LLC	NY
1660 Lincoln Street Tenant LLC	NY
167 N Green Street Tenant LLC	NY
1700 Lincoln Street Tenant LLC	NY
1701 Rhode Island Avenue Northwest Tenant LLC	NY
1725 Hughes Landing Boulevard Tenant LLC	NY
1730 Minor Avenue Tenant LLC	NY
17300 Laguna Canyon Road Tenant LLC	NY
177 E Colorado Blvd Tenant LLC	NY
1775 Tysons Boulevard Tenant LLC	NY
18 West 18th Street Tenant LLC	NY
180 Geary Street HQ LLC	NY
180 Sansome Street Tenant LLC	NY
1814 Franklin St Q LLC	NY
18191 Von Karman Avenue Tenant LLC	NY
1825 South Grant Street Tenant LLC	NY
1828 Walnut St Tenant LLC	NY
183 Madison Avenue Q LLC	NY
1840 Gateway Dr Tenant LLC	NY
185 Madison Avenue Tenant LLC	NY
18691 Jamboree Road Tenant LLC	NY
1875 K Street NW Tenant LLC	NY
1881 Broadway HQ LLC	NY
1900 Market Street Tenant LLC	NY
1900 Powell Street Tenant LLC	NY
1910 North Ola Avenue Tenant LLC	NY
1920 McKinney Ave Tenant LLC	NY
195 Montague Street Tenant LLC	NY
199 Water Street Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
2 Belvedere Drive Tenant LLC	NY
2 Embarcadero Center Tenant LLC	NY
2 North LaSalle Street Tenant LLC	NY
20 W Kinzie Tenant LLC	NY
200 Berkeley Street Tenant LLC	NY
200 Massachusetts Ave NW Tenant LLC	NY
200 Portland Tenant LLC	NY
200 South Biscayne Blvd Tenant LLC	NY
200 South Orange Avenue Tenant LLC	NY
200 Spectrum Center Drive Tenant LLC	NY
201 Spear St Tenant LLC	NY
2031 3rd Ave Tenant LLC	NY
205 Hudson Street Tenant LLC	NY
205 North Detroit Street Tenant LLC	NY
21 Penn Plaza Tenant LLC	NY
210 N Green Partners LLC	NY
210 N Green Promoter LLC	NY
2120 Berkeley Way Tenant LLC	NY
21255 Burbank Boulevard Tenant LLC	NY
214 West 29th Street Tenant LLC	NY
22 Cortlandt Street HQ LLC	NY
2201 Broadway Tenant LLC	NY
221 6th Street Tenant LLC	NY
2211 Michelson Drive Tenant LLC	NY
222 Kearny Street Tenant LLC	NY
222 North Sepulveda Tenant LLC	NY
222 S Riverside Plaza Tenant LLC	NY
2221 Park Place Tenant LLC	NY
2222 Ponce De Leon Blvd Tenant LLC	NY
225 South 6th St Tenant LLC	NY
225 W 39th Street Tenant LLC	NY
229 West 36th Street Tenant LLC	NY
231 11th Ave Tenant LLC	NY
2323 Delgany Street Tenant LLC	NY
24 Farnsworth Street Q LLC	NY
2-4 Herald Square Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
2401 Elliott Avenue Tenant LLC	NY
2420 17th Street Tenant LLC	NY
2425 East Camelback Road Tenant LLC	NY
245 Livingston St Q LLC	NY
25 West 45th Street HQ LLC	NY
250 E 200 S Tenant LLC	NY
250 Park Avenue Tenant LLC	NY
255 Giralda Avenue Tenant LLC	NY
255 Greenwich Street Tenant LLC	NY
255 S King St Tenant LLC	NY
2600 Executive Parkway Tenant LLC	NY
2700 Post Oak Blvd. Tenant LLC	NY
27-01 Queens Plaza North Tenant LLC	NY
2755 Canyon Blvd WW Tenant LLC	NY
28 2nd Street Tenant LLC	NY
28 West 44th Street HQ LLC	NY
29 West 30th Street Tenant LLC	NY
30 Hudson Street Tenant LLC	DE
30 Wall Street Tenant LLC	NY
300 Morris Street Tenant LLC	NY
300 Park Avenue Tenant LLC	NY
3000 Olym Boulevard Tenant LLC	NY
3000 S Robertson Blvd Q LLC	NY
3001 Bishop Drive Tenant LLC	NY
3003 Woodbridge Ave Tenant LLC	NY
3090 Olive Street Tenant LLC	NY
31 St James Ave Tenant LLC	NY
3101 Park Boulevard Tenant LLC	NY
311 W 43rd Street Tenant LLC	NY
3120 139th Avenue Southeast Tenant LLC	NY
315 East Houston Tenant LLC	NY
315 W 36th Street Tenant LLC	NY
316 West 12th Street Tenant LLC	NY
3200 Park Center Drive Tenant LLC	NY
3219 Knox Street Tenant LLC	NY
3280 Peachtree Road NE Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
33 Arch Street Tenant LLC	NY
33 East 33rd Street Tenant LLC	NY
33 Irving Tenant LLC	NY
330 North Wabash Tenant LLC	NY
3300 N. Interstate 35 Tenant LLC	NY
332 S Michigan Tenant LLC	NY
333 West San Carlos Tenant LLC	NY
3365 Piedmont Road Tenant LLC	NY
340 Bryant Street HQ LLC	NY
345 4th Street Tenant LLC	NY
345 West 100 South Tenant LLC	NY
35 East 21st Street HQ LLC	NY
353 Sacramento Street Tenant LLC	NY
35-37 36th Street Tenant LLC	NY
360 NW 27th Street Tenant LLC	NY
3600 Brighton Boulevard Tenant LLC	NY
38 West 21st Street Tenant LLC	NY
385 5th Avenue Q LLC	NY
3900 W Alameda Ave Tenant LLC	NY
391 San Antonio Road Tenant LLC	NY
40 Water Street Tenant LLC	NY
400 California Street Tenant LLC	NY
400 Capitol Mall Tenant LLC	NY
400 Concar Drive Tenant LLC	NY
400 Lincoln Square Tenant LLC	NY
400 Spectrum Center Drive Tenant LLC	NY
4005 Miranda Ave Tenant LLC	NY
401 San Antonio Road Tenant LLC	NY
404 Fifth Avenue Tenant LLC	NY
4041 Macarthur Boulevard Tenant LLC	NY
405 Mateo Street Tenant LLC	NY
408 Broadway Tenant LLC	NY
410 North Scottsdale Road Tenant LLC	NY
414 West 14th Street HQ LLC	NY
415 Mission Street Tenant LLC	NY
419 Park Avenue South Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
420 5th Avenue Q LLC	NY
420 Commerce Street Tenant LLC	NY
WW Project Swift Member LLC	DE
424-438 Fifth Avenue Tenant LLC	NY
428 Broadway Tenant LLC	NY
429 Lenox Ave Tenant LLC	NY
430 Park Avenue Tenant LLC	NY
4311 11th Avenue Northeast Tenant LLC	NY
433 Hamilton Avenue Tenant LLC	NY
437 5th Avenue Q LLC	NY
437 Madison Avenue Tenant LLC	NY
44 East 30th Street HQ LLC	NY
44 Montgomery Street Tenant LLC	NY
44 Wall Street HQ LLC	NY
448 North LaSalle Street Tenant LLC	NY
45 West 18th Street Tenant LLC	NY
450 Lexington Tenant LLC	NY
460 Park Ave South Tenant LLC	NY
460 West 50 North Tenant LLC	NY
475 Sansome St Tenant LLC	NY
483 Broadway Tenant LLC	NY
49 West 27th Street HQ LLC	NY
490 Broadway Tenant LLC	NY
50 W 28th Street Tenant LLC	NY
500 11th Ave North Tenant LLC	NY
500 7th Avenue Tenant LLC	NY
501 Boylston Street Tenant LLC	NY
501 East Kennedy Boulevard Tenant LLC	NY
501 East Las Olas Blvd Tenant LLC	NY
501 Eastlake Tenant LLC	NY
5049 Edwards Ranch Tenant LLC	NY
505 Main Street Tenant LLC	NY
505 Park Avenue Q LLC	NY
50-60 Francisco Street Tenant LLC	NY
511 W 25th Street Tenant LLC	NY
515 Folsom Street Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
515 N State Street Tenant LLC	NY
5161 Lankershim Boulevard Tenant LLC	NY
5215 North O'Connor Boulevard Tenant LLC	NY
524 Broadway Tenant LLC	NY
525 Broadway Tenant LLC	NY
53 Beach Street Tenant LLC	NY
540 Broadway Q LLC	NY
545 Boylston Street Q LLC	NY
546 5th Avenue Tenant LLC	NY
550 7th Avenue HQ LLC	NY
550 Kearny Street HQ LLC	NY
57 E 11th Street Tenant LLC	NY
575 5th Avenue Tenant LLC	NY
575 Lexington Avenue Tenant LLC	NY
5750 Wilshire Boulevard Tenant LLC	NY
5960 Berkshire Lane Tenant LLC	NY
599 Broadway Tenant LLC	NY
6 East 32nd Street WW Q LLC	NY
600 B Street Tenant LLC	NY
600 California Street Tenant LLC	NY
600 H Apollo Tenant LLC	NY
6001 Cass Avenue Tenant LLC	NY
601 South Figueroa Street Tenant LLC	NY
606 Broadway Tenant LLC	NY
609 5th Avenue Tenant LLC	NY
609 Greenwich Street Tenant LLC	NY
609 Main Street Tenant LLC	NY
611 North Brand Boulevard Tenant LLC	NY
615 S. Tenant LLC	NY
625 Massachusetts Tenant LLC	NY
625 West Adams Street Tenant LLC	NY
63 Madison Avenue Tenant LLC	NY
65 East State Street Tenant LLC	NY
650 California Street Tenant LLC	NY
6543 South Las Vegas Boulevard Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
655 15th Street NW Tenant LLC	NY
655 Montgomery St Tenant LLC	NY
655 New York Avenue Northwest Tenant LLC	NY
660 J Street Tenant LLC	NY
660 North Capitol St NW Tenant LLC	NY
6655 Town Square Tenant LLC	NY
67 Irving Place Tenant LLC	NY
6900 North Dallas Parkway Tenant LLC	NY
695 Town Center Drive Tenant LLC	NY
7 West 18th Street Tenant LLC	NY
700 K Street NW Tenant LLC	NY
700 North Miami Tenant LLC	NY
700 SW 5th Tenant LLC	NY
708 Main St Tenant LLC	NY
71 5th Avenue Tenant LLC	NY
71 Stevenson Street Q LLC	NY
711 Atlantic Avenue Tenant LLC	NY
725 Ponce De Leon Ave NE Tenant LLC	NY
7272 Wisconsin Avenue Tenant LLC	NY
729 Washington Ave Tenant LLC	NY
7300 Dallas Parkway Tenant LLC	NY
731 Sansome Street Tenant LLC	NY
75 Arlington Street Tenant LLC	NY
75 E Santa Clara Street Tenant LLC	NY
75 Rock Plz Tenant LLC	NY
750 Lexington Avenue Tenant LLC	NY
750 White Plains Road Tenant LLC	NY
755 Sansome Street Tenant LLC	NY
756 W Peachtree Tenant LLC	NY
77 Sands Tenant LLC	NY
77 Sands WW Corporate Tenant LLC	NY
77 Sleeper Street Tenant LLC	NY
7761 Greenhouse Rd Tenant LLC	NY
777 6th Street NW Tenant LLC	NY
78 SW 7th Street Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
8 W 40th Street Tenant LLC	NY
800 Bellevue Way Tenant LLC	NY
800 Market Street Tenant LLC	NY
800 North High Street Tenant LLC	NY
801 B. Springs Road Tenant LLC	NY
808 Wilshire Boulevard Tenant LLC	NY
820 18th Ave South Tenant LLC	NY
821 17th Street Tenant LLC	NY
83 Maiden Lane Q LLC	NY
830 Brickell Plaza Tenant LLC	NY
830 NE Holladay Street Tenant LLC	NY
8305 Sunset Boulevard HQ LLC	NY
8687 Melrose Avenue Tenant LLC	NY
8687 Melrose Green Tenant LLC	NY
88 U Place Tenant LLC	NY
880 3rd Ave Tenant LLC	NY
881 Peachtree Street Northeast Tenant LLC	NY
8910 University Center Lane Tenant LLC	NY
90 South 400 West Tenant LLC	NY
901 North Glebe Road Tenant LLC	NY
901 Woodland St Tenant LLC	NY
902 Broadway Tenant LLC	NY
920 5th Ave Tenant LLC	NY
<u>920 SW 6th Avenue</u> Tenant LLC	NY
9200 Timpanogos Highway Tenant LLC	NY
925 4th Avenue Tenant LLC	NY
925 N La Brea Ave Tenant LLC	NY
9777 Wilshire Boulevard Q LLC	NY
980 6th Avenue Tenant LLC	NY
9830 Wilshire Boulevard Tenant LLC	NY
99 Chauncy Street Q LLC	NY
99 High Street Tenant LLC	NY
Bird Investco LLC	DE
Cities by We LLC	DE
Clubhouse TS LLC	NY
Common Desk Holdings LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
Common Desk Daymaker LLC	NY
Common Desk Operations LLC	DE
Creator Fund Managing Member LLC	DE
Euclid LLC	DE
FieldLens LLC	NY
Five Hundred Fifth Avenue HQ LLC	NY
Legacy Tenant LLC	NY
Mailroom Bar at 110 Wall LLC	NY
One Gotham Center Tenant LLC	NY
One Metropolitan Square Tenant LLC	NY
Parkmerced Partner LLC	DE
Play by WeWork LLC	DE
Powered By We LLC	NY
Project Caesar LLC	DE
Project Standby I LLC	NY
Prolific Interactive LLC	NY
PxWe Facility & Asset Management Services LLC	DE
South Tryon Street Tenant LLC	NY
Spacious Technologies, LLC	DE
The Hub Tenant LLC	NY
Waltz Merger Sub LLC	DE
We Rise Shell LLC	NY
We Work 154 Grand LLC	NY
We Work 349 5th Ave LLC	NY
We Work Management LLC	NY
We Work Retail LLC	NY
WeInsure Holdco LLC	DE
Welkio LLC	NY
WeWork Asset Management LLC	NY
WeWork Commons LLC	NY
WeWork Construction LLC	NY
WeWork Holdings LLC	NY
WeWork Interco LLC	NY
WeWork Labs Entity LLC	DE
WeWork Little West 12th LLC	DE

<u>Subsidiary</u>	<u>Jurisdiction</u>
WeWork Magazine LLC	NY
WeWork Real Estate LLC	NY
WeWork Services LLC	DE
WeWork Space Services LLC	DE
WeWork Workplace LLC	DE
Wildgoose I LLC	NY
WW 11 John LLC	NY
WW 110 Wall LLC	NY
WW 111 West Illinois LLC	NY
WW 115 W 18th Street LLC	NY
WW 1161 Mission LLC	NY
WW 120 E 23rd Street LLC	NY
WW 1328 Florida Avenue LLC	NY
WW 1550 Wewatta Street LLC	NY
WW 1601 Fifth Avenue LLC	NY
WW 1875 Connecticut LLC	NY
WW 2015 Shattuck LLC	NY
WW 205 E 42nd Street LLC	NY
WW 210 N Green LLC	NY
WW 220 NW Eighth Avenue LLC	NY
WW 222 Broadway LLC	NY
WW 2221 South Clark LLC	NY
WW 240 Bedford LLC	NY
WW 25 Broadway LLC	NY
WW 26 JS Member LLC	NY
WW 312 Arizona LLC	NY
WW 350 Lincoln LLC	NY
WW 379 W Broadway LLC	NY
WW 401 Park Avenue South LLC	NY
WW 5 W 125th Street LLC	NY
WW 500 Yale LLC	NY
WW 51 Melcher LLC	DE
WW 520 Broadway LLC	NY
WW 535 Mission LLC	NY
WW 555 West 5th Street LLC	NY
WW 5782 Jefferson LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
WW 600 Congress LLC	NY
WW 641 S Street LLC	NY
WW 718 7th Street LLC	NY
WW 81 Prospect LLC	NY
WW 811 West 7th Street LLC	NY
WW 85 Broad LLC	NY
WW 995 Market LLC	NY
WW Brooklyn Navy Yard LLC	NY
WW BuildCo LLC	NY
WW Enlightened Hospitality Investor LLC	NY
WW Journal Square Holdings LLC	NY
WW Journal Square Member LLC	NY
WW Onsite Services LLC	NY
WW Project Swift Development LLC	DE
WW VendorCo LLC	NY
WWCO Architecture Holdings LLC	DE
80 M Street SE Tenant LLC	NY
WeWork 156 2nd LLC	DE
WeWork 175 Varick LLC	DE
WeWork 25 Taylor LLC	DE
WeWork 261 Madison LLC	NY
WeWork 54 West 40th LLC	NY
WeWork LA LLC	DE
WW 1010 Hancock LLC	NY
WW 107 Spring Street LLC	NY
WW 745 Atlantic LLC	DE
WW 79 Madison LLC	NY
WeWork Wellness LLC	NY
CD Locations, LLC	DE
Common Coffee LLC	TX
Common Desk DE, LLC	TX
Common Desk OC, LLC	TX
Common Desk West 7th, LLC	TX
WeWork Bryant Park LLC	NY
WW Onsite Services AAG LLC	NY
WW Onsite Services EXP LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
WW Onsite Services SFI LLC	NY
WW Onsite Services SUM LLC	NY
Insurance Services by WeWork LLC	NY

Schedule 7

Board of Directors: Brianna Iverson, Mike DePinho

<u>Subsidiary</u>	<u>Jurisdiction</u>
9670416 CANADA Inc.	Canada
WeWork Canada GP ULC	Canada
WeWork Canada LP ULC	Canada

Schedule 8

General Partner: WeWork Canada GP ULC

<u>Subsidiary</u>	<u>Jurisdiction</u>
700 2 Street Southwest Tenant LP	Canada
4635 Lougheed Highway Tenant LP	Canada
1090 West Pender Street Tenant LP	Canada

Schedule 9

General Partner: WeWork Companies Partner LLC

Limited Partner: WeWork Companies U.S. LLC

<u>Subsidiary</u>	<u>Jurisdiction</u>
WW Worldwide C.V.	Netherlands

THIS IS EXHIBIT "B"
TO THE AFFIDAVIT OF TRISH BARRETT
SWORN BEFORE ME BY TWO-WAY VIDEOCONFERENCE
THIS 15TH DAY OF NOVEMBER, 2023

Erik Apell

Commissioner for Taking Affidavits

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of New Jersey

(State)

Case number (if known):

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name 9670416 CANADA Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

9 8 - 1 5 0 6 9 0 5

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

12 East 49th Street

Number Street

Number Street

3rd Floor

P.O. Box

New York, NY 10017

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

New York County

County

Number Street

City State Zip Code

5. Debtor's website (URL) <https://www.WeWork.com/>

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor 9670416 CANADA Inc.
Name

Case number (if known)

7. Describe debtor's business

A. Check One:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
5311 (Lessors of Real Estate)

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check One:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub- box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No
- ☐ Yes.

District

When MM/DD/YYYY

Case number

District

When MM/DD/YYYY

Case number

If more than 2 cases, attach a separate list.

Debtor 9670416 CANADA Inc.
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

District of New Jersey

When

11/06/2023

Case number, if known

MM / DD / YYYY

11. Why is the case filed in this district?

Check all that apply:

☐

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐

It needs to be physically secured or protected from the weather.

☐

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐

Other

Where is the property?

Number

Street

City

State

Zip Code

Is the property insured?

☐ No

☐

Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒

Funds will be available for distribution to unsecured creditors.

☐

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐

1-49

☐

50-99

☐

100-199

☐

200-999

☐

1,000-5,000

☐

5,001-10,000

☐

10,001-25,000

☐

25,001-50,000

☐

50,001-100,000

☒

More than 100,000

Debtor 9670416 CANADA Inc.
Name

Case number (if known)

- | | | | | | | |
|---|--------------------------|-----------------------|--------------------------|-----------------------------|-------------------------------------|-------------------------------|
| 15. Estimated assets (on a consolidated basis) | <input type="checkbox"/> | \$0-\$50,000 | <input type="checkbox"/> | \$1,000,001-\$10 million | <input type="checkbox"/> | \$500,000,001-\$1 billion |
| | <input type="checkbox"/> | \$50,001-\$100,000 | <input type="checkbox"/> | \$10,000,001-\$50 million | <input type="checkbox"/> | \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> | \$100,001-\$500,000 | <input type="checkbox"/> | \$50,000,001-\$100 million | <input checked="" type="checkbox"/> | \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> | \$500,001-\$1 million | <input type="checkbox"/> | \$100,000,001-\$500 million | <input type="checkbox"/> | More than \$50 billion |
-
- | | | | | | | |
|--|--------------------------|-----------------------|--------------------------|-----------------------------|-------------------------------------|-------------------------------|
| 16. Estimated liabilities (on a consolidated basis) | <input type="checkbox"/> | \$0-\$50,000 | <input type="checkbox"/> | \$1,000,001-\$10 million | <input type="checkbox"/> | \$500,000,001-\$1 billion |
| | <input type="checkbox"/> | \$50,001-\$100,000 | <input type="checkbox"/> | \$10,000,001-\$50 million | <input type="checkbox"/> | \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> | \$100,001-\$500,000 | <input type="checkbox"/> | \$50,000,001-\$100 million | <input checked="" type="checkbox"/> | \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> | \$500,001-\$1 million | <input type="checkbox"/> | \$100,000,001-\$500 million | <input type="checkbox"/> | More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

- 17. Declaration and signature of authorized representative of debtor**
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/06/2023
MM/DD/YYYY

X /s/ Pam Swidler
Signature of authorized representative of debtor

Title Authorized Signatory

Pam Swidler
Printed name

- 18. Signature of attorney**
- X** /s/ Michael D. Sirota Date 11/06/2023
Signature of attorney for debtor MM/DD/YYYY

Michael D. Sirota
Printed name

Cole Schotz P.C.
Firm name

Court Plaza North, 25 Main Street
Number Street

Hackensack
City

(201) 489-3000
Contact phone

014321986
Bar number

New Jersey 07601
State ZIP Code

msirota@coleschotz.com
Email address

New Jersey
State

Fill in this information to identify the case:		
United States Bankruptcy Court for the:		
District of New Jersey		
(State)		
Case number (if known): _____	Chapter	<u>11</u>

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the District of New Jersey for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of [WeWork Inc.]

- | | | |
|--|---|--|
| • WeWork Inc. | • 1100 Ludlow Street Tenant LLC | • 1330 Lagoon Avenue Tenant LLC |
| • 1 Beacon Street Tenant LLC | • 1100 Main Street Tenant LLC | • 1333 New Hampshire Avenue Northwest Tenant LLC |
| • 1 Belvedere Drive Tenant LLC | • 1111 Broadway Tenant LLC | • 135 E 57th Street Tenant LLC |
| • 1 Glenwood Ave Tenant LLC | • 1111 West 6th Street Tenant LLC | • 135 Madison Ave Tenant LLC |
| • 1 Lincoln Street Tenant LLC | • 1114 W Fulton Market Q LLC | • 1372 Peachtree Street NE Tenant LLC |
| • 1 Milk Street Tenant LLC | • 1115 Broadway Q LLC | • 1389 Peachtree Street Northwest Tenant LLC |
| • 1 Post Street Tenant LLC | • 1115 Howell Mill Road Tenant LLC | • 1400 Lavaca Street Tenant LLC |
| • 1 South Dearborn Street Tenant LLC | • 1115 W Fulton Market Q LLC | • 1410 Broadway Tenant LLC |
| • 1 Union Square West HQ LLC | • 115 Broadway Tenant LLC | • 1411 4th Avenue Tenant LLC |
| • 10 East 38th Street Tenant LLC | • 115 East 23rd Street Tenant LLC | • 142 W 57th Street Tenant LLC |
| • 10 East 40th Street HQ LLC | • 1150 South Olive Street Tenant LLC | • 1430 Walnut Street Tenant LLC |
| • 100 Bayview Circle Tenant LLC | • 1155 Perimeter Center West Tenant LLC | • 1440 Broadway Tenant LLC |
| • 100 Broadway Tenant LLC | • 1155 West Fulton Street Tenant LLC | • 1448 NW Market Street Tenant LLC |
| • 100 S State Street Tenant LLC | • 1156 6th Avenue Tenant LLC | • 1449 Woodward Avenue Tenant LLC |
| • 100 Summer Street Tenant LLC | • 117 NE 1st Ave Tenant LLC | • 145 W 45th Street Tenant LLC |
| • 10000 Washington Boulevard Tenant LLC | • 1175 Peachtree Tenant LLC | • 1450 Broadway Tenant LLC |
| • 1001 Woodward Ave Tenant LLC | • 11801 Domain Blvd Tenant LLC | • 1453 3rd Street Promenade Q LLC |
| • 1003 East 4th Place Tenant LLC | • 12 East 49th Street Tenant LLC | • 1455 Market Street Tenant LLC |
| • 101 East Washington Street Tenant LLC | • 12 South 1st Street Tenant LLC | • 1460 Broadway Tenant LLC |
| • 101 Marietta Street NorthWest Tenant LLC | • 120 West Trinity Place Tenant LLC | • 148 Lafayette Street Tenant LLC |
| • 101 North 1st Avenue Tenant LLC | • 1200 17th Street Tenant LLC | • 149 5th Avenue Tenant LLC |
| • 10250 Constellation Tenant LLC | • 1200 Franklin Avenue Tenant LLC | • 149 Madison Avenue Tenant LLC |
| • 1031 South Broadway Tenant LLC | • 1201 3rd Avenue Tenant LLC | • 15 West 27th Street Tenant LLC |
| • 10585 Santa Monica Boulevard Tenant LLC | • 1201 Wills Street Tenant LLC | • 150 4th Ave N Tenant LLC |
| • 10845 Griffith Peak Drive Tenant LLC | • 1201 Wilson Blvd Tenant LLC | • 152 3rd Street Tenant LLC |
| • 10885 NE 4th Street Tenant LLC | • 12130 Millennium Drive Tenant LLC | • 1525 11th Ave Tenant LLC |
| • 109 S 5th Street Tenant LLC | • 1240 Rosecrans Tenant LLC | • 1535 Broadway Tenant LLC |
| • 1090 West Pender Street Tenant LP | • 125 S Clark Street Tenant LLC | • 154 W 14th Street Tenant LLC |
| • 10900 Stonelake Boulevard Tenant LLC | • 125 West 25th Street Tenant LLC | • 1547 9th Street HQ LLC |
| • 1099 Stewart Street Tenant LLC | • 12655 Jefferson Blvd Tenant LLC | • 1557 West Innovation Way Tenant LLC |
| • 11 Park PI Tenant LLC | • 128 South Tryon Street Tenant LLC | • 1560 Broadway Tenant LLC |
| • 110 110th Avenue Northeast Tenant LLC | • 130 5th Avenue Tenant LLC | • 16 East 34th Street Tenant LLC |
| • 110 Corcoran Street Tenant LLC | • 130 Madison Avenue Tenant LLC | • 160 Varick Street Tenant LLC |
| • 110 Wall Manager LLC | • 130 W 42nd Street Tenant LLC | • 160 W Santa Clara St Tenant LLC |
| • 1100 15th Street NW Tenant LLC | • 1305 2nd Street Q LLC | • 1600 7th Avenue Tenant LLC |

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- 1601 Vine Street Tenant LLC
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- 1615 Platte Street Tenant LLC
- 1619 Broadway Tenant LLC
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- 1660 Lincoln Street Tenant LLC
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- 1700 Lincoln Street Tenant LLC
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- 2 Embarcadero Center Tenant LLC
- 2 North LaSalle Street Tenant LLC
- 20 W Kinzie Tenant LLC
- 200 Berkeley Street Tenant LLC
- 200 Massachusetts Ave NW Tenant LLC
- 200 Portland Tenant LLC
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- 2221 Park Place Tenant LLC
- 2222 Ponce De Leon Blvd Tenant LLC
- 225 South 6th St Tenant LLC
- 225 W 39th Street Tenant LLC
- 229 West 36th Street Tenant LLC
- 231 11th Ave Tenant LLC
- 2323 Delgany Street Tenant LLC
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- 3365 Piedmont Road Tenant LLC
- 340 Bryant Street HQ LLC
- 345 4th Street Tenant LLC
- 345 West 100 South Tenant LLC
- 35 East 21st Street HQ LLC
- 353 Sacramento Street Tenant LLC
- 35-37 36th Street Tenant LLC
- 360 NW 27th Street Tenant LLC
- 3600 Brighton Boulevard Tenant LLC
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- 385 5th Avenue Q LLC
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- 391 San Antonio Road Tenant LLC
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- 400 Capitol Mall Tenant LLC
- 400 Concar Drive Tenant LLC
- 400 Lincoln Square Tenant LLC
- 400 Spectrum Center Drive Tenant LLC
- 4005 Miranda Ave Tenant LLC
- 401 San Antonio Road Tenant LLC
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- 408 Broadway Tenant LLC
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- 414 West 14th Street HQ LLC
- 415 Mission Street Tenant LLC
- 419 Park Avenue South Tenant LLC
- 420 5th Avenue Q LLC
- 420 Commerce Street Tenant LLC
- 424-438 Fifth Avenue Tenant LLC
- 428 Broadway Tenant LLC

- 429 Lenox Ave Tenant LLC
- 430 Park Avenue Tenant LLC
- 4311 11th Avenue Northeast Tenant LLC
- 433 Hamilton Avenue Tenant LLC
- 437 5th Avenue Q LLC
- 437 Madison Avenue Tenant LLC
- 44 East 30th Street HQ LLC
- 44 Montgomery Street Tenant LLC
- 44 Wall Street HQ LLC
- 448 North LaSalle Street Tenant LLC
- 45 West 18th Street Tenant LLC
- 450 Lexington Tenant LLC
- 460 Park Ave South Tenant LLC
- 460 West 50 North Tenant LLC
- 4635 Loughheed Highway Tenant LP
- 475 Sansome St Tenant LLC
- 483 Broadway Tenant LLC
- 49 West 27th Street HQ LLC
- 490 Broadway Tenant LLC
- 50 W 28th Street Tenant LLC
- 500 11th Ave North Tenant LLC
- 500 7th Avenue Tenant LLC
- 501 Boylston Street Tenant LLC
- 501 East Kennedy Boulevard Tenant LLC
- 501 East Las Olas Blvd Tenant LLC
- 501 Eastlake Tenant LLC
- 5049 Edwards Ranch Tenant LLC
- 505 Main Street Tenant LLC
- 505 Park Avenue Q LLC
- 50-60 Francisco Street Tenant LLC
- 511 W 25th Street Tenant LLC
- 515 Folsom Street Tenant LLC
- 515 N State Street Tenant LLC
- 5161 Lankershim Boulevard Tenant LLC
- 5215 North O'Connor Boulevard Tenant LLC
- 524 Broadway Tenant LLC
- 525 Broadway Tenant LLC
- 53 Beach Street Tenant LLC
- 540 Broadway Q LLC
- 545 Boylston Street Q LLC
- 546 5th Avenue Tenant LLC
- 550 7th Avenue HQ LLC
- 550 Kearny Street HQ LLC
- 57 E 11th Street Tenant LLC
- 575 5th Avenue Tenant LLC
- 575 Lexington Avenue Tenant LLC
- 5750 Wilshire Boulevard Tenant LLC
- 5960 Berkshire Lane Tenant LLC
- 599 Broadway Tenant LLC
- 6 East 32nd Street WW Q LLC
- 600 B Street Tenant LLC
- 600 California Street Tenant LLC
- 600 H Apollo Tenant LLC
- 6001 Cass Avenue Tenant LLC
- 601 South Figueroa Street Tenant LLC
- 606 Broadway Tenant LLC
- 609 5th Avenue Tenant LLC
- 609 Greenwich Street Tenant LLC
- 609 Main Street Tenant LLC
- 611 North Brand Boulevard Tenant LLC
- 615 S. Tenant LLC
- 625 Massachusetts Tenant LLC
- 625 West Adams Street Tenant LLC
- 63 Madison Avenue Tenant LLC
- 65 East State Street Tenant LLC
- 650 California Street Tenant LLC
- 6543 South Las Vegas Boulevard Tenant LLC
- 655 15th Street NW Tenant LLC
- 655 Montgomery St Tenant LLC
- 655 New York Avenue Northwest Tenant LLC
- 660 J Street Tenant LLC
- 660 North Capitol St NW Tenant LLC
- 6655 Town Square Tenant LLC
- 67 Irving Place Tenant LLC
- 6900 North Dallas Parkway Tenant LLC
- 695 Town Center Drive Tenant LLC
- 7 West 18th Street Tenant LLC
- 700 2 Street Southwest Tenant LP
- 700 K Street NW Tenant LLC
- 700 North Miami Tenant LLC
- 700 SW 5th Tenant LLC
- 708 Main St Tenant LLC
- 71 5th Avenue Tenant LLC
- 71 Stevenson Street Q LLC
- 711 Atlantic Avenue Tenant LLC
- 725 Ponce De Leon Ave NE Tenant LLC
- 7272 Wisconsin Avenue Tenant LLC
- 729 Washington Ave Tenant LLC
- 7300 Dallas Parkway Tenant LLC
- 731 Sansome Street Tenant LLC
- 75 Arlington Street Tenant LLC
- 75 E Santa Clara Street Tenant LLC
- 75 Rock Plz Tenant LLC
- 750 Lexington Avenue Tenant LLC
- 750 White Plains Road Tenant LLC
- 755 Sansome Street Tenant LLC
- 756 W Peachtree Tenant LLC
- 77 Sands Tenant LLC
- 77 Sands WW Corporate Tenant LLC
- 77 Sleeper Street Tenant LLC
- 7761 Greenhouse Rd Tenant LLC
- 777 6th Street NW Tenant LLC
- 78 SW 7th Street Tenant LLC
- 8 W 40th Street Tenant LLC
- 80 M Street SE Tenant LLC
- 800 Bellevue Way Tenant LLC
- 800 Market Street Tenant LLC
- 800 North High Street Tenant LLC
- 801 B. Springs Road Tenant LLC
- 808 Wilshire Boulevard Tenant LLC
- 820 18th Ave South Tenant LLC
- 821 17th Street Tenant LLC
- 83 Maiden Lane Q LLC
- 830 Brickell Plaza Tenant LLC
- 830 NE Holladay Street Tenant LLC
- 8305 Sunset Boulevard HQ LLC
- 8687 Melrose Avenue Tenant LLC
- 8687 Melrose Green Tenant LLC
- 88 U Place Tenant LLC
- 880 3rd Ave Tenant LLC
- 881 Peachtree Street Northeast Tenant LLC
- 8910 University Center Lane Tenant LLC
- 90 South 400 West Tenant LLC
- 901 North Glebe Road Tenant LLC
- 901 Woodland St Tenant LLC
- 902 Broadway Tenant LLC
- 920 5th Ave Tenant LLC
- 920 SW 6th Avenue Tenant LLC
- 9200 Timpanogos Highway Tenant LLC
- 925 4th Avenue Tenant LLC
- 925 N La Brea Ave Tenant LLC
- 9670416 CANADA Inc.
- 9777 Wilshire Boulevard Q LLC
- 980 6th Avenue Tenant LLC
- 9830 Wilshire Boulevard Tenant LLC
- 99 Chauncy Street Q LLC
- 99 High Street Tenant LLC
- Bird Investco LLC
- CD Locations, LLC
- Cities by We LLC
- Clubhouse TS LLC
- Common Coffee LLC
- Common Desk Daymaker LLC
- Common Desk DE, LLC
- Common Desk Holdings LLC
- Common Desk OC, LLC
- Common Desk Operations LLC

- Common Desk West 7th, LLC
- Creator Fund Managing Member LLC
- Euclid LLC
- Euclid WW Holdings Inc.
- FieldLens LLC
- Five Hundred Fifth Avenue HQ LLC
- Insurance Services by WeWork LLC
- Legacy Tenant LLC
- Mailroom Bar at 110 Wall LLC
- MissionU PBC
- One Gotham Center Tenant LLC
- One Metropolitan Square Tenant LLC
- Parkmerced Partner LLC
- Play by WeWork LLC
- Powered By We LLC
- Project Caesar LLC
- Project Standby I LLC
- Prolific Interactive LLC
- PxWe Facility & Asset Management Services LLC
- South Tryon Street Tenant LLC
- Spacious Technologies, LLC
- The Hub Tenant LLC
- The We Company Management Holdings L.P.
- The We Company Management LLC
- The We Company MC LLC
- The We Company PI L.P.
- WALTZ MERGER SUB LLC
- We Rise Shell LLC
- We Work 154 Grand LLC
- We Work 349 5th Ave LLC
- We Work Management LLC
- We Work Retail LLC
- WeInsure Holdco LLC
- Welkio LLC
- WeWork 156 2nd LLC
- WeWork 175 Varick LLC
- WeWork 25 Taylor LLC
- WeWork 261 Madison LLC
- WeWork 54 West 40th LLC
- WeWork Asset Management LLC
- WeWork Bryant Park LLC
- WeWork Canada GP ULC
- WeWork Canada LP ULC
- WeWork Commons LLC
- WeWork Companies U.S. LLC
- WeWork Companies Partner LLC
- WeWork Construction LLC
- WeWork Holdings LLC
- WeWork Interco LLC
- WeWork LA LLC
- WeWork Labs Entity LLC
- WeWork Little West 12th LLC
- WeWork Magazine LLC
- WeWork Real Estate LLC
- WeWork Services LLC
- WeWork Space Services Inc.
- WeWork Space Services LLC
- WeWork Wellness LLC
- WeWork Workplace LLC
- Wildgoose I LLC
- WW 1010 Hancock LLC
- WW 107 Spring Street LLC
- WW 11 John LLC
- WW 110 Wall LLC
- WW 111 West Illinois LLC
- WW 115 W 18th Street LLC
- WW 1161 Mission LLC
- WW 120 E 23rd Street LLC
- WW 1328 Florida Avenue LLC
- WW 1550 Wewatta Street LLC
- WW 1601 Fifth Avenue LLC
- WW 1875 Connecticut LLC
- WW 2015 Shattuck LLC
- WW 205 E 42nd Street LLC
- WW 210 N Green LLC
- WW 220 NW Eighth Avenue LLC
- WW 222 Broadway LLC
- WW 2221 South Clark LLC
- WW 240 Bedford LLC
- WW 25 Broadway LLC
- WW 26 JS Member LLC
- WW 312 Arizona LLC
- WW 350 Lincoln LLC
- WW 379 W Broadway LLC
- WW 401 Park Avenue South LLC
- WW 5 W 125th Street LLC
- WW 500 Yale LLC
- WW 51 Melcher LLC
- WW 520 Broadway LLC
- WW 535 Mission LLC
- WW 555 West 5th Street LLC
- WW 5782 Jefferson LLC
- WW 600 Congress LLC
- WW 641 S Street LLC
- WW 718 7th Street LLC
- WW 745 Atlantic LLC
- WW 79 Madison LLC
- WW 81 Prospect LLC
- WW 811 West 7th Street LLC
- WW 85 Broad LLC
- WW 995 Market LLC
- WW Brooklyn Navy Yard LLC
- WW BuildCo LLC
- WW Co-Obligor Inc.
- WW Enlightened Hospitality Investor LLC
- WW HoldCo LLC
- WW Journal Square Holdings LLC
- WW Journal Square Member LLC
- WW Onsite Services AAG LLC
- WW Onsite Services EXP LLC
- WW Onsite Services LLC
- WW Onsite Services SFI LLC
- WW Onsite Services SUM LLC
- WW Project Swift Development LLC
- WW Project Swift Member LLC
- WW VendorCo LLC
- WW Worldwide C.V.
- WWCO Architecture Holdings LLC

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

_____)	
In re:	)	Chapter 11
)	
9670416 CANADA INC.,	)	Case No. 23-_____ ()
)	
Debtor.	)	(Joint Administration Requested)
_____)	

LIST OF EQUITY SECURITY HOLDERS¹

Equity Holder	Address of Equity Holder	Percentage of Equity Held
Waltz Merger Sub LLC	12 East 49th Street, 3rd Floor New York, NY 10017	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

)	
In re:	)	Chapter 11
)	
9670416 CANADA INC.,	)	Case No. 23-_____ ()
)	
Debtor.	)	(Joint Administration Requested)
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Waltz Merger Sub LLC	100%

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of New Jersey

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the District of New Jersey for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of [WeWork Inc.]

- WeWork Inc.
- 1 Beacon Street Tenant LLC
- 1 Belvedere Drive Tenant LLC
- 1 Glenwood Ave Tenant LLC
- 1 Lincoln Street Tenant LLC
- 1 Milk Street Tenant LLC
- 1 Post Street Tenant LLC
- 1 South Dearborn Street Tenant LLC
- 1 Union Square West HQ LLC
- 10 East 38th Street Tenant LLC
- 10 East 40th Street HQ LLC
- 100 Bayview Circle Tenant LLC
- 100 Broadway Tenant LLC
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- 11 Park Pl Tenant LLC
- 110 110th Avenue Northeast Tenant LLC
- 110 Corcoran Street Tenant LLC
- 110 Wall Manager LLC
- 1100 15th Street NW Tenant LLC
- 1100 Ludlow Street Tenant LLC
- 1100 Main Street Tenant LLC
- 1111 Broadway Tenant LLC
- 1111 West 6th Street Tenant LLC
- 1114 W Fulton Market Q LLC
- 1115 Broadway Q LLC
- 1115 Howell Mill Road Tenant LLC
- 1115 W Fulton Market Q LLC
- 115 Broadway Tenant LLC
- 115 East 23rd Street Tenant LLC
- 1150 South Olive Street Tenant LLC
- 1155 Perimeter Center West Tenant LLC
- 1155 West Fulton Street Tenant LLC
- 1156 6th Avenue Tenant LLC
- 117 NE 1st Ave Tenant LLC
- 1175 Peachtree Tenant LLC
- 11801 Domain Blvd Tenant LLC
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- 1330 Lagoon Avenue Tenant LLC
- 1333 New Hampshire Avenue Northwest Tenant LLC
- 135 E 57th Street Tenant LLC
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- 1410 Broadway Tenant LLC
- 1411 4th Avenue Tenant LLC
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- 1440 Broadway Tenant LLC
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- 1449 Woodward Avenue Tenant LLC
- 145 W 45th Street Tenant LLC
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- 4311 11th Avenue Northeast Tenant LLC
- 433 Hamilton Avenue Tenant LLC
- 437 5th Avenue Q LLC
- 437 Madison Avenue Tenant LLC
- 44 East 30th Street HQ LLC
- 44 Montgomery Street Tenant LLC
- 44 Wall Street HQ LLC
- 448 North LaSalle Street Tenant LLC
- 45 West 18th Street Tenant LLC
- 450 Lexington Tenant LLC
- 460 Park Ave South Tenant LLC
- 460 West 50 North Tenant LLC
- 4635 Loughheed Highway Tenant LP
- 475 Sansome St Tenant LLC
- 483 Broadway Tenant LLC
- 49 West 27th Street HQ LLC
- 490 Broadway Tenant LLC
- 50 W 28th Street Tenant LLC
- 500 11th Ave North Tenant LLC
- 500 7th Avenue Tenant LLC
- 501 Boylston Street Tenant LLC
- 501 East Kennedy Boulevard Tenant LLC
- 501 East Las Olas Blvd Tenant LLC
- 501 Eastlake Tenant LLC
- 5049 Edwards Ranch Tenant LLC
- 505 Main Street Tenant LLC
- 505 Park Avenue Q LLC
- 50-60 Francisco Street Tenant LLC
- 511 W 25th Street Tenant LLC
- 515 Folsom Street Tenant LLC
- 515 N State Street Tenant LLC
- 5161 Lankershim Boulevard Tenant LLC
- 5215 North O'Connor Boulevard Tenant LLC
- 524 Broadway Tenant LLC
- 525 Broadway Tenant LLC
- 53 Beach Street Tenant LLC
- 540 Broadway Q LLC
- 545 Boylston Street Q LLC
- 546 5th Avenue Tenant LLC
- 550 7th Avenue HQ LLC
- 550 Kearny Street HQ LLC
- 57 E 11th Street Tenant LLC
- 575 5th Avenue Tenant LLC
- 575 Lexington Avenue Tenant LLC
- 5750 Wilshire Boulevard Tenant LLC
- 5960 Berkshire Lane Tenant LLC
- 599 Broadway Tenant LLC
- 6 East 32nd Street VW Q LLC
- 600 B Street Tenant LLC
- 600 California Street Tenant LLC
- 600 H Apollo Tenant LLC
- 6001 Cass Avenue Tenant LLC
- 601 South Figueroa Street Tenant LLC
- 606 Broadway Tenant LLC
- 609 5th Avenue Tenant LLC
- 609 Greenwich Street Tenant LLC
- 609 Main Street Tenant LLC
- 611 North Brand Boulevard Tenant LLC
- 615 S. Tenant LLC
- 625 Massachusetts Tenant LLC
- 625 West Adams Street Tenant LLC
- 63 Madison Avenue Tenant LLC
- 65 East State Street Tenant LLC
- 650 California Street Tenant LLC
- 6543 South Las Vegas Boulevard Tenant LLC
- 655 15th Street NW Tenant LLC
- 655 Montgomery St Tenant LLC
- 655 New York Avenue Northwest Tenant LLC
- 660 J Street Tenant LLC
- 660 North Capitol St NW Tenant LLC
- 6655 Town Square Tenant LLC
- 67 Irving Place Tenant LLC
- 6900 North Dallas Parkway Tenant LLC
- 695 Town Center Drive Tenant LLC
- 7 West 18th Street Tenant LLC
- 700 2 Street Southwest Tenant LP
- 700 K Street NW Tenant LLC
- 700 North Miami Tenant LLC
- 700 SW 5th Tenant LLC
- 708 Main St Tenant LLC
- 71 5th Avenue Tenant LLC
- 71 Stevenson Street Q LLC
- 711 Atlantic Avenue Tenant LLC
- 725 Ponce De Leon Ave NE Tenant LLC
- 7272 Wisconsin Avenue Tenant LLC
- 729 Washington Ave Tenant LLC
- 7300 Dallas Parkway Tenant LLC
- 731 Sansome Street Tenant LLC
- 75 Arlington Street Tenant LLC
- 75 E Santa Clara Street Tenant LLC
- 75 Rock Plz Tenant LLC
- 750 Lexington Avenue Tenant LLC
- 750 White Plains Road Tenant LLC
- 755 Sansome Street Tenant LLC
- 756 W Peachtree Tenant LLC
- 77 Sands Tenant LLC
- 77 Sands VW Corporate Tenant LLC
- 77 Sleeper Street Tenant LLC
- 7761 Greenhouse Rd Tenant LLC
- 777 6th Street NW Tenant LLC
- 78 SW 7th Street Tenant LLC
- 8 W 40th Street Tenant LLC
- 80 M Street SE Tenant LLC
- 800 Bellevue Way Tenant LLC
- 800 Market Street Tenant LLC
- 800 North High Street Tenant LLC
- 801 B. Springs Road Tenant LLC
- 808 Wilshire Boulevard Tenant LLC
- 820 18th Ave South Tenant LLC
- 821 17th Street Tenant LLC
- 83 Maiden Lane Q LLC
- 830 Brickell Plaza Tenant LLC
- 830 NE Holladay Street Tenant LLC
- 8305 Sunset Boulevard HQ LLC
- 8687 Melrose Avenue Tenant LLC
- 8687 Melrose Green Tenant LLC
- 88 U Place Tenant LLC
- 880 3rd Ave Tenant LLC
- 881 Peachtree Street Northeast Tenant LLC
- 8910 University Center Lane Tenant LLC
- 90 South 400 West Tenant LLC
- 901 North Glebe Road Tenant LLC
- 901 Woodland St Tenant LLC
- 902 Broadway Tenant LLC
- 920 5th Ave Tenant LLC
- 920 SW 6th Avenue Tenant LLC
- 9200 Timpanogos Highway Tenant LLC
- 925 4th Avenue Tenant LLC
- 925 N La Brea Ave Tenant LLC
- 9670416 CANADA Inc.
- 9777 Wilshire Boulevard Q LLC
- 980 6th Avenue Tenant LLC
- 9830 Wilshire Boulevard Tenant LLC
- 99 Chauncy Street Q LLC
- 99 High Street Tenant LLC
- Bird Investco LLC
- CD Locations, LLC
- Cities by We LLC
- Clubhouse TS LLC
- Common Coffee LLC
- Common Desk Daymaker LLC
- Common Desk DE, LLC
- Common Desk Holdings LLC
- Common Desk OC, LLC
- Common Desk Operations LLC

- Common Desk West 7th, LLC
- Creator Fund Managing Member LLC
- Euclid LLC
- Euclid WW Holdings Inc.
- FieldLens LLC
- Five Hundred Fifth Avenue HQ LLC
- Insurance Services by WeWork LLC
- Legacy Tenant LLC
- Mailroom Bar at 110 Wall LLC
- MissionU PBC
- One Gotham Center Tenant LLC
- One Metropolitan Square Tenant LLC
- Parkmerced Partner LLC
- Play by WeWork LLC
- Powered By We LLC
- Project Caesar LLC
- Project Standby I LLC
- Prolific Interactive LLC
- PxWe Facility & Asset Management Services LLC
- South Tryon Street Tenant LLC
- Spacious Technologies, LLC
- The Hub Tenant LLC
- The We Company Management Holdings L.P.
- The We Company Management LLC
- The We Company MC LLC
- The We Company PI L.P.
- WALTZ MERGER SUB LLC
- We Rise Shell LLC
- We Work 154 Grand LLC
- We Work 349 5th Ave LLC
- We Work Management LLC
- We Work Retail LLC
- WeInsure Holdco LLC
- Welkio LLC
- WeWork 156 2nd LLC
- WeWork 175 Varick LLC
- WeWork 25 Taylor LLC
- WeWork 261 Madison LLC
- WeWork 54 West 40th LLC
- WeWork Asset Management LLC
- WeWork Bryant Park LLC
- WeWork Canada GP ULC
- WeWork Canada LP ULC
- WeWork Commons LLC
- WeWork Companies U.S. LLC
- WeWork Companies Partner LLC
- WeWork Construction LLC
- WeWork Holdings LLC
- WeWork Interco LLC
- WeWork LA LLC
- WeWork Labs Entity LLC
- WeWork Little West 12th LLC
- WeWork Magazine LLC
- WeWork Real Estate LLC
- WeWork Services LLC
- WeWork Space Services Inc.
- WeWork Space Services LLC
- WeWork Wellness LLC
- WeWork Workplace LLC
- Wildgoose I LLC
- WW 1010 Hancock LLC
- WW 107 Spring Street LLC
- WW 11 John LLC
- WW 110 Wall LLC
- WW 111 West Illinois LLC
- WW 115 W 18th Street LLC
- WW 1161 Mission LLC
- WW 120 E 23rd Street LLC
- WW 1328 Florida Avenue LLC
- WW 1550 Wewatta Street LLC
- WW 1601 Fifth Avenue LLC
- WW 1875 Connecticut LLC
- WW 2015 Shattuck LLC
- WW 205 E 42nd Street LLC
- WW 210 N Green LLC
- WW 220 NW Eighth Avenue LLC
- WW 222 Broadway LLC
- WW 2221 South Clark LLC
- WW 240 Bedford LLC
- WW 25 Broadway LLC
- WW 26 JS Member LLC
- WW 312 Arizona LLC
- WW 350 Lincoln LLC
- WW 379 W Broadway LLC
- WW 401 Park Avenue South LLC
- WW 5 W 125th Street LLC
- WW 500 Yale LLC
- WW 51 Melcher LLC
- WW 520 Broadway LLC
- WW 535 Mission LLC
- WW 555 West 5th Street LLC
- WW 5782 Jefferson LLC
- WW 600 Congress LLC
- WW 641 S Street LLC
- WW 718 7th Street LLC
- WW 745 Atlantic LLC
- WW 79 Madison LLC
- WW 81 Prospect LLC
- WW 811 West 7th Street LLC
- WW 85 Broad LLC
- WW 995 Market LLC
- WW Brooklyn Navy Yard LLC
- WW BuildCo LLC
- WW Co-Obligor Inc.
- WW Enlightened Hospitality Investor LLC
- WW HoldCo LLC
- WW Journal Square Holdings LLC
- WW Journal Square Member LLC
- WW Onsite Services AAG LLC
- WW Onsite Services EXP LLC
- WW Onsite Services LLC
- WW Onsite Services SFI LLC
- WW Onsite Services SUM LLC
- WW Project Swift Development LLC
- WW Project Swift Member LLC
- WW VendorCo LLC
- WW Worldwide C.V.
- WWCO Architecture Holdings LLC

Fill in this information to identify the case and this filing:	
Debtor Name	9670416 CANADA Inc.
United States Bankruptcy Court for the:	District of New Jersey
Case number (If known):	(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders, Corporate Ownership Statement, and Certification of Creditor Matrix**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/06/2023
MM/ DD/YYYY

☒ /s/ Pam Swidler

Signature of individual signing on behalf of debtor

Pam Swidler

Printed name

Authorized Signatory

Position or relationship to debtor

OMNIBUS ACTION
BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS, THE SOLE DIRECTOR,
THE SOLE MEMBER, THE BOARD OF MANAGERS, THE GENERAL
PARTNER, THE LIMITED PARTNER, OR OTHER SIMILAR GOVERNING BODY,
AS APPLICABLE, OF WEWORK INC. AND EACH OF THE SUBSIDIARIES HERETO

Dated as of November 5, 2023

The undersigned, being (i) all of the members of the boards of directors, (ii) the sole member, (iii) the sole director, (iv) the board of managers, (v) the general partner, (vi) the limited partner (each a “Governing Body”), as applicable, of each of the entities listed in Schedules 1–9 hereof (each, a “Company” and collectively, the “Companies”), as Governing Body of such Company, by unanimous written consent in lieu of a special meeting and in accordance with the bylaws, operating agreements, articles of association, or limited liability company agreements of each Company (collectively, the “Governing Documents”), as applicable, and the applicable laws of the jurisdiction in which such Company is organized, do hereby approve, consent to, and adopt the following recitals and resolutions, with the same force and effect as if they had been adopted at a duly convened special meeting of each Governing Body;

WHEREAS, each Governing Body has reviewed and considered (i) the filing of voluntary petitions for relief (the “Bankruptcy Petitions”) for each Company under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) pursuant to the Governing Documents, as applicable, of each Company and the applicable laws of the jurisdiction in which each Company is organized (the “Restructuring Matters”); and (ii) the retention of professionals by each Company;

WHEREAS, on August 8, 2023, the board of directors of WeWork Inc. (the “Board of Directors”) created a special committee (the “Special Committee”) comprising of the disinterested directors and on August 17, 2023, delegated to the Special Committee certain rights, authority, and powers in connection with any matters, including the Restructuring Matters, in which a conflict of interests exists or is reasonably likely to exist between the Company, on the one hand, and any of its current and former directors, managers, officers, investment committee members, special or other committee members, equity holders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, managed accounts or funds, predecessors, participants, successors, assigns, subsidiaries, affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current or former director or manager in his or her capacity as director or manager of an entity), accountants, investment bankers, consultants, representatives, and other professionals and advisors of such person or entity, and any such person’s or entity’s respective heirs, executors, estates, and nominees, on the other hand, as reasonably determined by the Special Committee (each a “Conflicts Matter”);

WHEREAS, on August 17, 2023, the Board of Directors delegated to the Special Committee the authority and power to review, discuss, consider, and negotiate the Company’s

entry into and consummation of Restructuring Matters, including to (a) review and evaluate any such Restructuring Matters and consider whether or not it is fair to and in the best interests of the Company and its respective stakeholders to proceed with such Restructuring Matters, (b) to determine that any such Restructuring Matters should not proceed at the present time if not fair or in such best interests;

WHEREAS, in respect of the Companies that are incorporated in Canada (the “Canadian Companies”), WeWork Inc. and each Canadian Company have requested an appointment of WeWork Inc. as foreign representative (the “Foreign Representative”) in connection with and in furtherance of WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies’ Creditors Arrangement Act as the Foreign Representative;

WHEREAS, each Governing Body has reviewed and considered the materials presented by the management of each Company and each Company’s financial and legal advisors, and has had adequate opportunity to consult with such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to each Company;

WHEREAS, each Governing Body has determined, in its business judgement, that the following resolutions are advisable and in the best interest of the Companies, their creditors, other stakeholders, and other parties in interest;

NOW, THEREFORE, IT IS HEREBY RESOLVED, that, pursuant to the applicable governing documents of each Company, the undersigned do hereby adopt the following resolutions:

Chapter 11 Filing

RESOLVED, in the business judgment of each Governing Body, it is desirable and in the best interests of the Companies, the creditors, other stakeholders, and other parties in interest, that each Company files or causes to be filed the Bankruptcy Petitions under the Bankruptcy Code in the Bankruptcy Court, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States, and, in accordance with the requirements in each Company’s governing documents and applicable law, hereby consents to, authorizes, and approves, the filing of the Bankruptcy Petitions;

FURTHER RESOLVED, that any director or other duly appointed officer of each Company (collectively, the “Authorized Persons” and each an “Authorized Person”), shall be, and each of them individually hereby is, authorized and directed for and on behalf of each Company to take all actions (including, without limitation, to negotiate and execute any documents, certificates, supplemental agreements, and instruments) to act as signatory and attorney on behalf of each Company in respect of the Restructuring Matters and/or any persons to whom such Authorized Persons and/or officers delegate certain responsibilities, be, and hereby are, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary or proper to maintain the ordinary course operations of each Company’s business;

FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all other petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Companies' businesses;

FURTHER RESOLVED, in respect of the Companies that are incorporated in Canada, WeWork Inc. hereby authorizes and consents to its appointment as Foreign Representative by the Bankruptcy Court in connection with and in furtherance of WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies' Creditors Arrangement Act as the Foreign Representative of Canadian Companies for recognition of the chapter 11 proceedings commenced by WeWork Inc. and further consents to take all steps and actions it deems necessary or proper in connection with such application and proceedings; and

FURTHER RESOLVED, each Canadian Company hereby authorizes and consents to WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies' Creditors Arrangement Act as the Foreign Representative of the Canadian Companies for recognition of the chapter 11 proceedings commenced by WeWork Inc. and further consent to take all steps and actions it deems necessary or proper in connection with such application and proceedings.

Retention of Professionals

RESOLVED, each of the Authorized Persons, be, and hereby are, authorized, empowered, and directed to retain on behalf of each Company: (i) the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as bankruptcy counsel; (ii) the law firm of Cole Schotz P.C. as local bankruptcy counsel; (iii) PJT Partners LP as investment banker; (iv) Alvarez & Marsal North America, LLC as restructuring advisor; (v) Epiq Corporate Restructuring, LLC as claims and noticing agent; (vi) Deloitte Tax LLP as tax advisor; (vii) Munger, Tolles & Olson LLP, as legal counsel; to WeWork Inc. under the direction of the Special Committee; (viii) Province, LLC, as financial advisor to WeWork Inc. under the direction of the Special Committee, and (ix) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate, or advisable, each to represent and assist the Companies in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and applicable law (including, but not limited to, the law firms filing any pleadings or responses), and in connection therewith, the Authorized Persons, be, and hereby are authorized, empowered, and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services; and

FURTHER RESOLVED, each of the Authorized Persons, be, and hereby is authorized, empowered and directed to execute and file all petitions, schedules, motions, lists applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate, or desirable in accordance with these resolutions.

Use of Cash Collateral and Adequate Protection

RESOLVED, that each Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain of the Companies’ prepetition secured lenders under certain credit facilities and notes indentures by and among certain of the Companies, the guarantors party thereto, and the lenders party thereto (the “Prepetition Secured Lenders”);

FURTHER RESOLVED, each of the Authorized Persons be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to seek approval of the use of cash collateral pursuant to a cash collateral order in interim and final form (together, the “Cash Collateral Order”), and, to the extent applicable to the Company, any Authorized Person be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary or advisable to implement the Cash Collateral Order, including providing for adequate protection to the Prepetition Secured Lenders in accordance with section 363 of the Bankruptcy Code (the “Adequate Protection Obligations”), as well as any additional or further agreements for the use of cash collateral in connection with the chapter 11 cases, which agreement(s) may require the Companies to grant adequate protection and security interests to the Prepetition Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Companies pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person shall deem necessary, proper, or advisable, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery of such agreement, instrument, or document; and

FURTHER RESOLVED, that each Company, as debtors and debtors in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations.

Further and Prior Actions

RESOLVED, the Companies are hereby authorized to authorize (and each Company hereby authorizes) any direct or indirect subsidiary of each Company or any entity of which such Company or any subsidiary of such Company is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in these resolutions, and none of the resolutions contained herein, or action taken in furtherance hereto shall have or cause an adverse effect on any such subsidiary or such Company’s interest therein (including, without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law);

FURTHER RESOLVED, in addition to the specific authorizations heretofore conferred upon such Authorized Persons, the Authorized Persons, either individually or as otherwise required by each Company’s governing documents and applicable law, be, and each of them hereby is, authorized to execute, acknowledge, deliver, and file any and all agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents on behalf of each Company relating to the Restructuring Matters;

FURTHER RESOLVED, each of the Authorized Persons (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's or Authorized Persons' absolute discretion, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolution adopted herein;

FURTHER RESOLVED, the Governing Bodies have received sufficient notice of the foregoing resolutions, as well as the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the governing documents of each Company, or hereby waive any right to have received such notice;

FURTHER RESOLVED, all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed, and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Governing Bodies;

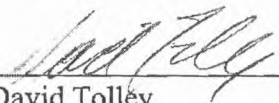
FURTHER RESOLVED, that, to the extent any action authorized herein to be taken by any Governing Body or Authorized Person constitutes a Conflicts Matter, such action is hereby approved by the Special Committee, and the Special Committee hereby authorizes all Authorized Persons to take any such actions and to do all such other acts, deeds, and other things as each Company itself may lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with such Conflicts Matter, or in furtherance of the intentions expressed in the foregoing resolutions with respect to such Conflicts Matter, including, but not limited to, the negotiation, finalization, execution, and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in his or her absolute and unfettered discretion approve, deem, or determine necessary, appropriate, or advisable, such approval, deeming, or determination to be conclusively evidenced by such individual's taking such action or the execution of such agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents; and

FURTHER RESOLVED, any Authorized Person be, and each of them hereby is, authorized to do all such other acts, deeds, and other things as each Company itself may lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing resolutions, including, but not limited to, the negotiation, finalization, execution, and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in his or her absolute and unfettered discretion approve, deem, or determine necessary, appropriate, or advisable, such approval, deeming, or determination to be conclusively evidenced by such individual's taking such action or

the execution of such agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents.

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: 
Name: David Tolléy

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

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Board of Directors of the TopCo listed on
Schedule 1

By: _____

Name: David Tolley



By: _____

Name: Paul Keglevic

By: _____

Name: Paul Aronzon

By: _____

Name: Alex Clavel

By: _____

Name: Elizabeth LaPuma

By: _____

Name: Henry S. Miller

By: _____

Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By:  _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

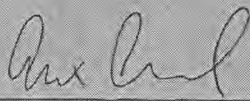
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Board of Directors of the TopCo listed on
Schedule I

By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By:  _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

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Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By:  _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1


By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By:  _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

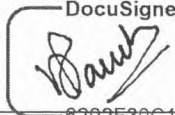
By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

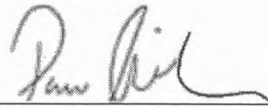
By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By:  _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the sole member of each subsidiary listed on Schedule 2, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK INC., being the Sole Member of each
Subsidiary listed on Schedule 2

A handwritten signature in dark ink, appearing to read "Pam Swidler", is written over a horizontal line.

Pamela Swidler

Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the general partner of all subsidiaries listed on Schedule 3, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

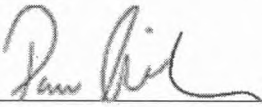
The WE Company MC LLC, being General Partner
of the Subsidiaries listed on
Schedule 3

A handwritten signature in dark ink, appearing to read "Pam Swidler", is written over a horizontal line.

Pamela Swidler
Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 4, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the Subsidiaries listed on
Schedule 4

By:  _____

Name: Pamela Swidler

By: _____

Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 4, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the Subsidiaries listed on
Schedule 4

By: _____

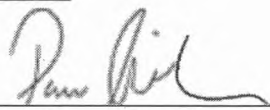
Name: Pamela Swidler

By:  _____

Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of managers of all subsidiaries listed on Schedule 5, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Managers of each Subsidiary listed on
Schedule 5


By:  _____
Name: Pamela Swidler

By: _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of managers of all subsidiaries listed on Schedule 5, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

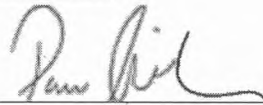
Board of Managers of each Subsidiary listed on
Schedule 5

By: _____
Name: Pamela Swidler

By:  _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the sole member of each subsidiary listed on Schedule 6, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK COMPANIES U.S. LLC, being
the Sole Member of each Subsidiary listed on
Schedule 6

A handwritten signature in dark ink, appearing to read 'Pam Swidler', is written over a horizontal line.

Pamela Swidler

Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 7, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the Subsidiaries listed on
Schedule 7

DocuSigned by:

Brianna Iverson

582ABE970A3C4E6...

By: _____

Name: Brianna Iverson

DocuSigned by:

Michael DePinho

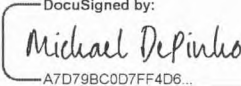
A7D79BC0D7FF4D6...

By: _____

Name: Michael DePinho

IN WITNESS WHEREOF, the undersigned, constituting the general partner of all subsidiaries listed on Schedule 8, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

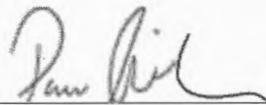
WEWORK CANADA GP ULC, being General Partner of the Limited Partnerships listed on Schedule 8

DocuSigned by:

A7D79BC0D7FF4D6...

Michael DePinho
Its: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the general partner and the limited partner of all subsidiaries listed on Schedule 9, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

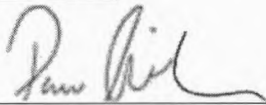
WEWORK COMPANIES PARTNER LLC, being
General Partner of the Subsidiaries listed on
Schedule 9



Pamela Swidler
Its: Chief Legal Officer and Secretary

and

WEWORK COMPANIES U.S. LLC, being
Limited Partner of the Subsidiaries listed on
Schedule 9



Pamela Swidler
Its: Chief Legal Officer and Secretary

Schedule 1

Board of Directors: David Tolley, Paul Keglevic, Paul Aronzon, Alex Clavel, Elizabeth LaPuma, Henry S. Miller, and Vikas Parekh

<u>TopCo</u>	<u>Jurisdiction</u>
WeWork Inc.	DE

Schedule 2

Sole Member: WeWork Inc.

<u>Subsidiary</u>	<u>Jurisdiction</u>
WW Holdco LLC	DE

Schedule 3

General Partner: The We Company MC LLC

<u>Subsidiary</u>	<u>Jurisdiction</u>
The We Company Management Holdings L.P.	Cayman
The We Company PI L.P.	Cayman

Schedule 4

Board of Directors: Pamela Swidler, Kurt Wehner

<u>Subsidiary</u>	<u>Jurisdiction</u>
Euclid WW Holdings Inc.	DE
MissionU PBC	DE
WeWork Space Services Inc.	NY
WW Co-Obligor Inc.	DE

Schedule 5

Board of Managers: Pamela Swidler, Kurt Wehner

<u>Subsidiary</u>	<u>Jurisdiction</u>
The We Company MC LLC	DE
The WE Company Management LLC	DE
WeWork Companies U.S. LLC	DE

Schedule 6

Sole Member: WeWork Companies U.S. LLC

<u>Subsidiary</u>	<u>Jurisdiction</u>
WeWork Companies Partner LLC	NY
1 Beacon Street Tenant LLC	NY
1 Belvedere Drive Tenant LLC	NY
1 Glenwood Ave Tenant LLC	NY
1 Lincoln Street Tenant LLC	NY
1 Milk Street Tenant LLC	NY
1 Post Street Tenant LLC	NY
1 South Dearborn Street Tenant LLC	NY
1 Union Square West HQ LLC	NY
10 East 38th Street Tenant LLC	NY
10 East 40th Street HQ LLC	NY
100 Bayview Circle Tenant LLC	NY
100 Broadway Tenant LLC	NY
100 S State Street Tenant LLC	NY
100 Summer Street Tenant LLC	NY
10000 Washington Boulevard Tenant LLC	NY
1001 Woodward Ave Tenant LLC	NY
1003 East 4th Place Tenant LLC	NY
101 East Washington Street Tenant LLC	NY
101 Marietta Street NorthWest Tenant LLC	NY
101 North 1st Avenue Tenant LLC	NY
10250 Constellation Tenant LLC	NY
1031 South Broadway Tenant LLC	NY
10585 Santa Monica Boulevard Tenant LLC	NY
10845 Griffith Peak Drive Tenant LLC	NY
10885 NE 4th Street Tenant LLC	NY
109 S 5th Street Tenant LLC	NY
10900 Stonelake Boulevard Tenant LLC	NY
1099 Stewart Street Tenant LLC	NY
11 Park Pl Tenant LLC	NY
110 110th Avenue Northeast Tenant LLC	NY
110 Corcoran Street Tenant LLC	NY
110 Wall Manager LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
1100 15th Street NW Tenant LLC	NY
1100 Ludlow Street Tenant LLC	NY
1100 Main Street Tenant LLC	NY
1111 Broadway Tenant LLC	NY
1111 West 6th Street Tenant LLC	NY
1114 W Fulton Market Q LLC	NY
1115 Broadway Q LLC	NY
1115 Howell Mill Road Tenant LLC	NY
1115 W Fulton Market Q LLC	NY
115 Broadway Tenant LLC	NY
115 East 23rd Street Tenant LLC	NY
1150 South Olive Street Tenant LLC	NY
1155 Perimeter Center West Tenant LLC	NY
1155 West Fulton Street Tenant LLC	NY
1156 6th Avenue Tenant LLC	NY
117 NE 1st Ave Tenant LLC	NY
1175 Peachtree Tenant LLC	NY
11801 Domain Blvd Tenant LLC	NY
12 East 49th Street Tenant LLC	NY
12 South 1st Street Tenant LLC	NY
120 West Trinity Place Tenant LLC	NY
1200 17th Street Tenant LLC	NY
1200 Franklin Avenue Tenant LLC	NY
1201 3rd Avenue Tenant LLC	NY
1201 Wills Street Tenant LLC	NY
1201 Wilson Blvd Tenant LLC	NY
12130 Millennium Drive Tenant LLC	NY
1240 Rosecrans Tenant LLC	NY
125 S Clark Street Tenant LLC	NY
125 West 25th Street Tenant LLC	NY
12655 Jefferson Blvd Tenant LLC	NY
128 South Tryon Street Tenant LLC	NY
130 5th Avenue Tenant LLC	NY
130 Madison Avenue Tenant LLC	NY
130 W 42nd Street Tenant LLC	NY
1305 2nd Street Q LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
1330 Lagoon Avenue Tenant LLC	NY
1333 New Hampshire Avenue Northwest Tenant LLC	NY
135 E 57th Street Tenant LLC	NY
135 Madison Ave Tenant LLC	NY
1372 Peachtree Street NE Tenant LLC	NY
1389 Peachtree Street Northwest Tenant LLC	NY
1400 Lavaca Street Tenant LLC	NY
1410 Broadway Tenant LLC	NY
1411 4th Avenue Tenant LLC	NY
142 W 57th Street Tenant LLC	NY
1430 Walnut Street Tenant LLC	NY
1440 Broadway Tenant LLC	NY
1448 NW Market Street Tenant LLC	NY
1449 Woodward Avenue Tenant LLC	NY
145 W 45th Street Tenant LLC	NY
1450 Broadway Tenant LLC	NY
1453 3rd Street Promenade Q LLC	NY
1455 Market Street Tenant LLC	NY
1460 Broadway Tenant LLC	NY
148 Lafayette Street Tenant LLC	NY
149 5th Avenue Tenant LLC	NY
149 Madison Avenue Tenant LLC	NY
15 West 27th Street Tenant LLC	NY
150 4th Ave N Tenant LLC	NY
152 3rd Street Tenant LLC	NY
1525 11th Ave Tenant LLC	NY
1535 Broadway Tenant LLC	NY
154 W 14th Street Tenant LLC	NY
1547 9th Street HQ LLC	NY
1557 West Innovation Way Tenant LLC	NY
1560 Broadway Tenant LLC	NY
16 East 34th Street Tenant LLC	NY
160 Varick Street Tenant LLC	NY
160 W Santa Clara St Tenant LLC	NY
1600 7th Avenue Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
1601 Elm Street Tenant LLC	NY
1601 Market Street Tenant LLC	NY
1601 Vine Street Tenant LLC	NY
161 Avenue of the Americas Tenant LLC	NY
1615 Platte Street Tenant LLC	NY
1619 Broadway Tenant LLC	NY
166 Geary Street HQ LLC	NY
1660 Lincoln Street Tenant LLC	NY
167 N Green Street Tenant LLC	NY
1700 Lincoln Street Tenant LLC	NY
1701 Rhode Island Avenue Northwest Tenant LLC	NY
1725 Hughes Landing Boulevard Tenant LLC	NY
1730 Minor Avenue Tenant LLC	NY
17300 Laguna Canyon Road Tenant LLC	NY
177 E Colorado Blvd Tenant LLC	NY
1775 Tysons Boulevard Tenant LLC	NY
18 West 18th Street Tenant LLC	NY
180 Geary Street HQ LLC	NY
180 Sansome Street Tenant LLC	NY
1814 Franklin St Q LLC	NY
18191 Von Karman Avenue Tenant LLC	NY
1825 South Grant Street Tenant LLC	NY
1828 Walnut St Tenant LLC	NY
183 Madison Avenue Q LLC	NY
1840 Gateway Dr Tenant LLC	NY
185 Madison Avenue Tenant LLC	NY
18691 Jamboree Road Tenant LLC	NY
1875 K Street NW Tenant LLC	NY
1881 Broadway HQ LLC	NY
1900 Market Street Tenant LLC	NY
1900 Powell Street Tenant LLC	NY
1910 North Ola Avenue Tenant LLC	NY
1920 McKinney Ave Tenant LLC	NY
195 Montague Street Tenant LLC	NY
199 Water Street Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
2 Belvedere Drive Tenant LLC	NY
2 Embarcadero Center Tenant LLC	NY
2 North LaSalle Street Tenant LLC	NY
20 W Kinzie Tenant LLC	NY
200 Berkeley Street Tenant LLC	NY
200 Massachusetts Ave NW Tenant LLC	NY
200 Portland Tenant LLC	NY
200 South Biscayne Blvd Tenant LLC	NY
200 South Orange Avenue Tenant LLC	NY
200 Spectrum Center Drive Tenant LLC	NY
201 Spear St Tenant LLC	NY
2031 3rd Ave Tenant LLC	NY
205 Hudson Street Tenant LLC	NY
205 North Detroit Street Tenant LLC	NY
21 Penn Plaza Tenant LLC	NY
210 N Green Partners LLC	NY
210 N Green Promoter LLC	NY
2120 Berkeley Way Tenant LLC	NY
21255 Burbank Boulevard Tenant LLC	NY
214 West 29th Street Tenant LLC	NY
22 Cortlandt Street HQ LLC	NY
2201 Broadway Tenant LLC	NY
221 6th Street Tenant LLC	NY
2211 Michelson Drive Tenant LLC	NY
222 Kearny Street Tenant LLC	NY
222 North Sepulveda Tenant LLC	NY
222 S Riverside Plaza Tenant LLC	NY
2221 Park Place Tenant LLC	NY
2222 Ponce De Leon Blvd Tenant LLC	NY
225 South 6th St Tenant LLC	NY
225 W 39th Street Tenant LLC	NY
229 West 36th Street Tenant LLC	NY
231 11th Ave Tenant LLC	NY
2323 Delgany Street Tenant LLC	NY
24 Farnsworth Street Q LLC	NY
2-4 Herald Square Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
2401 Elliott Avenue Tenant LLC	NY
2420 17th Street Tenant LLC	NY
2425 East Camelback Road Tenant LLC	NY
245 Livingston St Q LLC	NY
25 West 45th Street HQ LLC	NY
250 E 200 S Tenant LLC	NY
250 Park Avenue Tenant LLC	NY
255 Giralda Avenue Tenant LLC	NY
255 Greenwich Street Tenant LLC	NY
255 S King St Tenant LLC	NY
2600 Executive Parkway Tenant LLC	NY
2700 Post Oak Blvd. Tenant LLC	NY
27-01 Queens Plaza North Tenant LLC	NY
2755 Canyon Blvd WW Tenant LLC	NY
28 2nd Street Tenant LLC	NY
28 West 44th Street HQ LLC	NY
29 West 30th Street Tenant LLC	NY
30 Hudson Street Tenant LLC	DE
30 Wall Street Tenant LLC	NY
300 Morris Street Tenant LLC	NY
300 Park Avenue Tenant LLC	NY
3000 Olym Boulevard Tenant LLC	NY
3000 S Robertson Blvd Q LLC	NY
3001 Bishop Drive Tenant LLC	NY
3003 Woodbridge Ave Tenant LLC	NY
3090 Olive Street Tenant LLC	NY
31 St James Ave Tenant LLC	NY
3101 Park Boulevard Tenant LLC	NY
311 W 43rd Street Tenant LLC	NY
3120 139th Avenue Southeast Tenant LLC	NY
315 East Houston Tenant LLC	NY
315 W 36th Street Tenant LLC	NY
316 West 12th Street Tenant LLC	NY
3200 Park Center Drive Tenant LLC	NY
3219 Knox Street Tenant LLC	NY
3280 Peachtree Road NE Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
33 Arch Street Tenant LLC	NY
33 East 33rd Street Tenant LLC	NY
33 Irving Tenant LLC	NY
330 North Wabash Tenant LLC	NY
3300 N. Interstate 35 Tenant LLC	NY
332 S Michigan Tenant LLC	NY
333 West San Carlos Tenant LLC	NY
3365 Piedmont Road Tenant LLC	NY
340 Bryant Street HQ LLC	NY
345 4th Street Tenant LLC	NY
345 West 100 South Tenant LLC	NY
35 East 21st Street HQ LLC	NY
353 Sacramento Street Tenant LLC	NY
35-37 36th Street Tenant LLC	NY
360 NW 27th Street Tenant LLC	NY
3600 Brighton Boulevard Tenant LLC	NY
38 West 21st Street Tenant LLC	NY
385 5th Avenue Q LLC	NY
3900 W Alameda Ave Tenant LLC	NY
391 San Antonio Road Tenant LLC	NY
40 Water Street Tenant LLC	NY
400 California Street Tenant LLC	NY
400 Capitol Mall Tenant LLC	NY
400 Concar Drive Tenant LLC	NY
400 Lincoln Square Tenant LLC	NY
400 Spectrum Center Drive Tenant LLC	NY
4005 Miranda Ave Tenant LLC	NY
401 San Antonio Road Tenant LLC	NY
404 Fifth Avenue Tenant LLC	NY
4041 Macarthur Boulevard Tenant LLC	NY
405 Mateo Street Tenant LLC	NY
408 Broadway Tenant LLC	NY
410 North Scottsdale Road Tenant LLC	NY
414 West 14th Street HQ LLC	NY
415 Mission Street Tenant LLC	NY
419 Park Avenue South Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
420 5th Avenue Q LLC	NY
420 Commerce Street Tenant LLC	NY
WW Project Swift Member LLC	DE
424-438 Fifth Avenue Tenant LLC	NY
428 Broadway Tenant LLC	NY
429 Lenox Ave Tenant LLC	NY
430 Park Avenue Tenant LLC	NY
4311 11th Avenue Northeast Tenant LLC	NY
433 Hamilton Avenue Tenant LLC	NY
437 5th Avenue Q LLC	NY
437 Madison Avenue Tenant LLC	NY
44 East 30th Street HQ LLC	NY
44 Montgomery Street Tenant LLC	NY
44 Wall Street HQ LLC	NY
448 North LaSalle Street Tenant LLC	NY
45 West 18th Street Tenant LLC	NY
450 Lexington Tenant LLC	NY
460 Park Ave South Tenant LLC	NY
460 West 50 North Tenant LLC	NY
475 Sansome St Tenant LLC	NY
483 Broadway Tenant LLC	NY
49 West 27th Street HQ LLC	NY
490 Broadway Tenant LLC	NY
50 W 28th Street Tenant LLC	NY
500 11th Ave North Tenant LLC	NY
500 7th Avenue Tenant LLC	NY
501 Boylston Street Tenant LLC	NY
501 East Kennedy Boulevard Tenant LLC	NY
501 East Las Olas Blvd Tenant LLC	NY
501 Eastlake Tenant LLC	NY
5049 Edwards Ranch Tenant LLC	NY
505 Main Street Tenant LLC	NY
505 Park Avenue Q LLC	NY
50-60 Francisco Street Tenant LLC	NY
511 W 25th Street Tenant LLC	NY
515 Folsom Street Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
515 N State Street Tenant LLC	NY
5161 Lankershim Boulevard Tenant LLC	NY
5215 North O'Connor Boulevard Tenant LLC	NY
524 Broadway Tenant LLC	NY
525 Broadway Tenant LLC	NY
53 Beach Street Tenant LLC	NY
540 Broadway Q LLC	NY
545 Boylston Street Q LLC	NY
546 5th Avenue Tenant LLC	NY
550 7th Avenue HQ LLC	NY
550 Kearny Street HQ LLC	NY
57 E 11th Street Tenant LLC	NY
575 5th Avenue Tenant LLC	NY
575 Lexington Avenue Tenant LLC	NY
5750 Wilshire Boulevard Tenant LLC	NY
5960 Berkshire Lane Tenant LLC	NY
599 Broadway Tenant LLC	NY
6 East 32nd Street WW Q LLC	NY
600 B Street Tenant LLC	NY
600 California Street Tenant LLC	NY
600 H Apollo Tenant LLC	NY
6001 Cass Avenue Tenant LLC	NY
601 South Figueroa Street Tenant LLC	NY
606 Broadway Tenant LLC	NY
609 5th Avenue Tenant LLC	NY
609 Greenwich Street Tenant LLC	NY
609 Main Street Tenant LLC	NY
611 North Brand Boulevard Tenant LLC	NY
615 S. Tenant LLC	NY
625 Massachusetts Tenant LLC	NY
625 West Adams Street Tenant LLC	NY
63 Madison Avenue Tenant LLC	NY
65 East State Street Tenant LLC	NY
650 California Street Tenant LLC	NY
6543 South Las Vegas Boulevard Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
655 15th Street NW Tenant LLC	NY
655 Montgomery St Tenant LLC	NY
655 New York Avenue Northwest Tenant LLC	NY
660 J Street Tenant LLC	NY
660 North Capitol St NW Tenant LLC	NY
6655 Town Square Tenant LLC	NY
67 Irving Place Tenant LLC	NY
6900 North Dallas Parkway Tenant LLC	NY
695 Town Center Drive Tenant LLC	NY
7 West 18th Street Tenant LLC	NY
700 K Street NW Tenant LLC	NY
700 North Miami Tenant LLC	NY
<u>700 SW 5th</u> Tenant LLC	NY
708 Main St Tenant LLC	NY
71 5th Avenue Tenant LLC	NY
71 Stevenson Street Q LLC	NY
711 Atlantic Avenue Tenant LLC	NY
725 Ponce De Leon Ave NE Tenant LLC	NY
7272 Wisconsin Avenue Tenant LLC	NY
729 Washington Ave Tenant LLC	NY
7300 Dallas Parkway Tenant LLC	NY
731 Sansome Street Tenant LLC	NY
75 Arlington Street Tenant LLC	NY
75 E Santa Clara Street Tenant LLC	NY
75 Rock Plz Tenant LLC	NY
750 Lexington Avenue Tenant LLC	NY
750 White Plains Road Tenant LLC	NY
755 Sansome Street Tenant LLC	NY
756 W Peachtree Tenant LLC	NY
77 Sands Tenant LLC	NY
77 Sands WW Corporate Tenant LLC	NY
77 Sleeper Street Tenant LLC	NY
7761 Greenhouse Rd Tenant LLC	NY
777 6th Street NW Tenant LLC	NY
<u>78 SW 7th</u> Street Tenant LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
8 W 40th Street Tenant LLC	NY
800 Bellevue Way Tenant LLC	NY
800 Market Street Tenant LLC	NY
800 North High Street Tenant LLC	NY
801 B. Springs Road Tenant LLC	NY
808 Wilshire Boulevard Tenant LLC	NY
820 18th Ave South Tenant LLC	NY
821 17th Street Tenant LLC	NY
83 Maiden Lane Q LLC	NY
830 Brickell Plaza Tenant LLC	NY
830 NE Holladay Street Tenant LLC	NY
8305 Sunset Boulevard HQ LLC	NY
8687 Melrose Avenue Tenant LLC	NY
8687 Melrose Green Tenant LLC	NY
88 U Place Tenant LLC	NY
880 3rd Ave Tenant LLC	NY
881 Peachtree Street Northeast Tenant LLC	NY
8910 University Center Lane Tenant LLC	NY
90 South 400 West Tenant LLC	NY
901 North Glebe Road Tenant LLC	NY
901 Woodland St Tenant LLC	NY
902 Broadway Tenant LLC	NY
920 5th Ave Tenant LLC	NY
<u>920 SW 6th Avenue</u> Tenant LLC	NY
9200 Timpanogos Highway Tenant LLC	NY
925 4th Avenue Tenant LLC	NY
925 N La Brea Ave Tenant LLC	NY
9777 Wilshire Boulevard Q LLC	NY
980 6th Avenue Tenant LLC	NY
9830 Wilshire Boulevard Tenant LLC	NY
99 Chauncy Street Q LLC	NY
99 High Street Tenant LLC	NY
Bird Investco LLC	DE
Cities by We LLC	DE
Clubhouse TS LLC	NY
Common Desk Holdings LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
Common Desk Daymaker LLC	NY
Common Desk Operations LLC	DE
Creator Fund Managing Member LLC	DE
Euclid LLC	DE
FieldLens LLC	NY
Five Hundred Fifth Avenue HQ LLC	NY
Legacy Tenant LLC	NY
Mailroom Bar at 110 Wall LLC	NY
One Gotham Center Tenant LLC	NY
One Metropolitan Square Tenant LLC	NY
Parkmerced Partner LLC	DE
Play by WeWork LLC	DE
Powered By We LLC	NY
Project Caesar LLC	DE
Project Standby I LLC	NY
Prolific Interactive LLC	NY
PxWe Facility & Asset Management Services LLC	DE
South Tryon Street Tenant LLC	NY
Spacious Technologies, LLC	DE
The Hub Tenant LLC	NY
Waltz Merger Sub LLC	DE
We Rise Shell LLC	NY
We Work 154 Grand LLC	NY
We Work 349 5th Ave LLC	NY
We Work Management LLC	NY
We Work Retail LLC	NY
WeInsure Holdco LLC	DE
Welkio LLC	NY
WeWork Asset Management LLC	NY
WeWork Commons LLC	NY
WeWork Construction LLC	NY
WeWork Holdings LLC	NY
WeWork Interco LLC	NY
WeWork Labs Entity LLC	DE
WeWork Little West 12th LLC	DE

<u>Subsidiary</u>	<u>Jurisdiction</u>
WeWork Magazine LLC	NY
WeWork Real Estate LLC	NY
WeWork Services LLC	DE
WeWork Space Services LLC	DE
WeWork Workplace LLC	DE
Wildgoose I LLC	NY
WW 11 John LLC	NY
WW 110 Wall LLC	NY
WW 111 West Illinois LLC	NY
WW 115 W 18th Street LLC	NY
WW 1161 Mission LLC	NY
WW 120 E 23rd Street LLC	NY
WW 1328 Florida Avenue LLC	NY
WW 1550 Wewatta Street LLC	NY
WW 1601 Fifth Avenue LLC	NY
WW 1875 Connecticut LLC	NY
WW 2015 Shattuck LLC	NY
WW 205 E 42nd Street LLC	NY
WW 210 N Green LLC	NY
WW 220 NW Eighth Avenue LLC	NY
WW 222 Broadway LLC	NY
WW 2221 South Clark LLC	NY
WW 240 Bedford LLC	NY
WW 25 Broadway LLC	NY
WW 26 JS Member LLC	NY
WW 312 Arizona LLC	NY
WW 350 Lincoln LLC	NY
WW 379 W Broadway LLC	NY
WW 401 Park Avenue South LLC	NY
WW 5 W 125th Street LLC	NY
WW 500 Yale LLC	NY
WW 51 Melcher LLC	DE
WW 520 Broadway LLC	NY
WW 535 Mission LLC	NY
WW 555 West 5th Street LLC	NY
WW 5782 Jefferson LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
WW 600 Congress LLC	NY
WW 641 S Street LLC	NY
WW 718 7th Street LLC	NY
WW 81 Prospect LLC	NY
WW 811 West 7th Street LLC	NY
WW 85 Broad LLC	NY
WW 995 Market LLC	NY
WW Brooklyn Navy Yard LLC	NY
WW BuildCo LLC	NY
WW Enlightened Hospitality Investor LLC	NY
WW Journal Square Holdings LLC	NY
WW Journal Square Member LLC	NY
WW Onsite Services LLC	NY
WW Project Swift Development LLC	DE
WW VendorCo LLC	NY
WWCO Architecture Holdings LLC	DE
80 M Street SE Tenant LLC	NY
WeWork 156 2nd LLC	DE
WeWork 175 Varick LLC	DE
WeWork 25 Taylor LLC	DE
WeWork 261 Madison LLC	NY
WeWork 54 West 40th LLC	NY
WeWork LA LLC	DE
WW 1010 Hancock LLC	NY
WW 107 Spring Street LLC	NY
WW 745 Atlantic LLC	DE
WW 79 Madison LLC	NY
WeWork Wellness LLC	NY
CD Locations, LLC	DE
Common Coffee LLC	TX
Common Desk DE, LLC	TX
Common Desk OC, LLC	TX
Common Desk West 7th, LLC	TX
WeWork Bryant Park LLC	NY
WW Onsite Services AAG LLC	NY
WW Onsite Services EXP LLC	NY

<u>Subsidiary</u>	<u>Jurisdiction</u>
WW Onsite Services SFI LLC	NY
WW Onsite Services SUM LLC	NY
Insurance Services by WeWork LLC	NY

Schedule 7

Board of Directors: Brianna Iverson, Mike DePinho

<u>Subsidiary</u>	<u>Jurisdiction</u>
9670416 CANADA Inc.	Canada
WeWork Canada GP ULC	Canada
WeWork Canada LP ULC	Canada

Schedule 8

General Partner: WeWork Canada GP ULC

<u>Subsidiary</u>	<u>Jurisdiction</u>
700 2 Street Southwest Tenant LP	Canada
4635 Lougheed Highway Tenant LP	Canada
1090 West Pender Street Tenant LP	Canada

Schedule 9

General Partner: WeWork Companies Partner LLC

Limited Partner: WeWork Companies U.S. LLC

<u>Subsidiary</u>	<u>Jurisdiction</u>
WW Worldwide C.V.	Netherlands

**THIS IS EXHIBIT “C”
TO THE AFFIDAVIT OF TRISH BARRETT
SWORN BEFORE ME BY TWO-WAY VIDEOCONFERENCE
THIS 15TH DAY OF NOVEMBER, 2023**

Erik Apell

Commissioner for Taking Affidavits

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of New Jersey

(State)

Case number (if known):

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name WeWork Canada GP ULC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 9 8 - 1 2 3 9 8 8 0

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

12 East 49th Street

Number Street

3rd Floor

New York, NY 10017

City State Zip Code

New York County

County

Number Street

P.O. Box

City State Zip Code

Location of principal assets, if different from principal place of business

Number Street

City State Zip Code

5. Debtor's website (URL) <https://www.WeWork.com/>

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor WeWork Canada GP ULC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
5311 (Lessors of Real Estate)

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes.

District _____

When MM/DD/YYYY

Case number _____

District _____

When MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

Debtor **WeWork Canada GP ULC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

District of New Jersey

When

11/06/2023

Case number, if known

MM / DD / YYYY

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State Zip Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- ☐ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000
- ☐ 50-99 ☐ 5,001-10,000 ☐ 50,001-100,000
- ☐ 100-199 ☐ 10,001-25,000 ☒ More than 100,000
- ☐ 200-999

Debtor WeWork Canada GP ULC
Name

Case number (if known)

- | | | | | | | |
|--|--------------------------|-----------------------|--------------------------|-----------------------------|-------------------------------------|-------------------------------|
| 15. Estimated assets (on a consolidated basis) | <input type="checkbox"/> | \$0-\$50,000 | <input type="checkbox"/> | \$1,000,001-\$10 million | <input type="checkbox"/> | \$500,000,001-\$1 billion |
| | <input type="checkbox"/> | \$50,001-\$100,000 | <input type="checkbox"/> | \$10,000,001-\$50 million | <input type="checkbox"/> | \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> | \$100,001-\$500,000 | <input type="checkbox"/> | \$50,000,001-\$100 million | <input checked="" type="checkbox"/> | \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> | \$500,001-\$1 million | <input type="checkbox"/> | \$100,000,001-\$500 million | <input type="checkbox"/> | More than \$50 billion |
| 16. Estimated liabilities (on a consolidated basis) | <input type="checkbox"/> | \$0-\$50,000 | <input type="checkbox"/> | \$1,000,001-\$10 million | <input type="checkbox"/> | \$500,000,001-\$1 billion |
| | <input type="checkbox"/> | \$50,001-\$100,000 | <input type="checkbox"/> | \$10,000,001-\$50 million | <input type="checkbox"/> | \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> | \$100,001-\$500,000 | <input type="checkbox"/> | \$50,000,001-\$100 million | <input checked="" type="checkbox"/> | \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> | \$500,001-\$1 million | <input type="checkbox"/> | \$100,000,001-\$500 million | <input type="checkbox"/> | More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/06/2023
MM/DD/YYYY

X

/s/ Pam Swidler

Signature of authorized representative of debtor

Pam Swidler

Printed name

Title Authorized Signatory

18. Signature of attorney

X

/s/ Michael D. Sirota

Signature of attorney for debtor

Date 11/06/2023

MM/DD/YYYY

Michael D. Sirota

Printed name

Cole Schotz P.C.

Firm name

Court Plaza North, 25 Main Street

Number Street

Hackensack

City

New Jersey

State

07601

ZIP Code

(201) 489-3000

Contact phone

msirota@coleschotz.com

Email address

014321986

Bar number

New Jersey

State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
District of New Jersey	
(State)	
Case number (if known): _____	Chapter 11

☐ Check if this is an amended filing

Rider 1
Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the District of New Jersey for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of [WeWork Inc.]

- WeWork Inc.
- 1 Beacon Street Tenant LLC
- 1 Belvedere Drive Tenant LLC
- 1 Glenwood Ave Tenant LLC
- 1 Lincoln Street Tenant LLC
- 1 Milk Street Tenant LLC
- 1 Post Street Tenant LLC
- 1 South Dearborn Street Tenant LLC
- 1 Union Square West HQ LLC
- 10 East 38th Street Tenant LLC
- 10 East 40th Street HQ LLC
- 100 Bayview Circle Tenant LLC
- 100 Broadway Tenant LLC
- 100 S State Street Tenant LLC
- 100 Summer Street Tenant LLC
- 10000 Washington Boulevard Tenant LLC
- 1001 Woodward Ave Tenant LLC
- 1003 East 4th Place Tenant LLC
- 101 East Washington Street Tenant LLC
- 101 Marietta Street NorthWest Tenant LLC
- 101 North 1st Avenue Tenant LLC
- 10250 Constellation Tenant LLC
- 1031 South Broadway Tenant LLC
- 10585 Santa Monica Boulevard Tenant LLC
- 10845 Griffith Peak Drive Tenant LLC
- 10885 NE 4th Street Tenant LLC
- 109 S 5th Street Tenant LLC
- 1090 West Pender Street Tenant LP
- 10900 Stonelake Boulevard Tenant LLC
- 1099 Stewart Street Tenant LLC
- 11 Park Pl Tenant LLC
- 110 110th Avenue Northeast Tenant LLC
- 110 Corcoran Street Tenant LLC
- 110 Wall Manager LLC
- 1100 15th Street NW Tenant LLC
- 1100 Ludlow Street Tenant LLC
- 1100 Main Street Tenant LLC
- 1111 Broadway Tenant LLC
- 1111 West 6th Street Tenant LLC
- 1114 W Fulton Market Q LLC
- 1115 Broadway Q LLC
- 1115 Howell Mill Road Tenant LLC
- 1115 W Fulton Market Q LLC
- 115 Broadway Tenant LLC
- 115 East 23rd Street Tenant LLC
- 1150 South Olive Street Tenant LLC
- 1155 Perimeter Center West Tenant LLC
- 1155 West Fulton Street Tenant LLC
- 1156 6th Avenue Tenant LLC
- 117 NE 1st Ave Tenant LLC
- 1175 Peachtree Tenant LLC
- 11801 Domain Blvd Tenant LLC
- 12 East 49th Street Tenant LLC
- 12 South 1st Street Tenant LLC
- 120 West Trinity Place Tenant LLC
- 1200 17th Street Tenant LLC
- 1200 Franklin Avenue Tenant LLC
- 1201 3rd Avenue Tenant LLC
- 1201 Wills Street Tenant LLC
- 1201 Wilson Blvd Tenant LLC
- 12130 Millennium Drive Tenant LLC
- 1240 Rosecrans Tenant LLC
- 125 S Clark Street Tenant LLC
- 125 West 25th Street Tenant LLC
- 12655 Jefferson Blvd Tenant LLC
- 128 South Tryon Street Tenant LLC
- 130 5th Avenue Tenant LLC
- 130 Madison Avenue Tenant LLC
- 130 W 42nd Street Tenant LLC
- 1305 2nd Street Q LLC
- 1330 Lagoon Avenue Tenant LLC
- 1333 New Hampshire Avenue Northwest Tenant LLC
- 135 E 57th Street Tenant LLC
- 135 Madison Ave Tenant LLC
- 1372 Peachtree Street NE Tenant LLC
- 1389 Peachtree Street Northwest Tenant LLC
- 1400 Lavaca Street Tenant LLC
- 1410 Broadway Tenant LLC
- 1411 4th Avenue Tenant LLC
- 142 W 57th Street Tenant LLC
- 1430 Walnut Street Tenant LLC
- 1440 Broadway Tenant LLC
- 1448 NW Market Street Tenant LLC
- 1449 Woodward Avenue Tenant LLC
- 145 W 45th Street Tenant LLC
- 1450 Broadway Tenant LLC
- 1453 3rd Street Promenade Q LLC
- 1455 Market Street Tenant LLC
- 1460 Broadway Tenant LLC
- 148 Lafayette Street Tenant LLC
- 149 5th Avenue Tenant LLC
- 149 Madison Avenue Tenant LLC
- 15 West 27th Street Tenant LLC
- 150 4th Ave N Tenant LLC
- 152 3rd Street Tenant LLC
- 1525 11th Ave Tenant LLC
- 1535 Broadway Tenant LLC
- 154 W 14th Street Tenant LLC
- 1547 9th Street HQ LLC
- 1557 West Innovation Way Tenant LLC
- 1560 Broadway Tenant LLC
- 16 East 34th Street Tenant LLC
- 160 Varick Street Tenant LLC
- 160 W Santa Clara St Tenant LLC
- 1600 7th Avenue Tenant LLC

- 1601 Elm Street Tenant LLC
- 1601 Market Street Tenant LLC
- 1601 Vine Street Tenant LLC
- 161 Avenue of the Americas Tenant LLC
- 1615 Platte Street Tenant LLC
- 1619 Broadway Tenant LLC
- 166 Geary Street HQ LLC
- 1660 Lincoln Street Tenant LLC
- 167 N Green Street Tenant LLC
- 1700 Lincoln Street Tenant LLC
- 1701 Rhode Island Avenue Northwest Tenant LLC
- 1725 Hughes Landing Boulevard Tenant LLC
- 1730 Minor Avenue Tenant LLC
- 17300 Laguna Canyon Road Tenant LLC
- 177 E Colorado Blvd Tenant LLC
- 1775 Tysons Boulevard Tenant LLC
- 18 West 18th Street Tenant LLC
- 180 Geary Street HQ LLC
- 180 Sansome Street Tenant LLC
- 1814 Franklin St Q LLC
- 18191 Von Karman Avenue Tenant LLC
- 1825 South Grant Street Tenant LLC
- 1828 Walnut St Tenant LLC
- 183 Madison Avenue Q LLC
- 1840 Gateway Dr Tenant LLC
- 185 Madison Avenue Tenant LLC
- 18691 Jamboree Road Tenant LLC
- 1875 K Street NW Tenant LLC
- 1881 Broadway HQ LLC
- 1900 Market Street Tenant LLC
- 1900 Powell Street Tenant LLC
- 1910 North Ola Avenue Tenant LLC
- 1920 McKinney Ave Tenant LLC
- 195 Montague Street Tenant LLC
- 199 Water Street Tenant LLC
- 2 Belvedere Drive Tenant LLC
- 2 Embarcadero Center Tenant LLC
- 2 North LaSalle Street Tenant LLC
- 20 W Kinzie Tenant LLC
- 200 Berkeley Street Tenant LLC
- 200 Massachusetts Ave NW Tenant LLC
- 200 Portland Tenant LLC
- 200 South Biscayne Blvd Tenant LLC
- 200 South Orange Avenue Tenant LLC
- 200 Spectrum Center Drive Tenant LLC
- 201 Spear St Tenant LLC
- 2031 3rd Ave Tenant LLC
- 205 Hudson Street Tenant LLC
- 205 North Detroit Street Tenant LLC
- 21 Penn Plaza Tenant LLC
- 210 N Green Partners LLC
- 210 N Green Promoter LLC
- 2120 Berkeley Way Tenant LLC
- 21255 Burbank Boulevard Tenant LLC
- 214 West 29th Street Tenant LLC
- 22 Cortlandt Street HQ LLC
- 2201 Broadway Tenant LLC
- 221 6th Street Tenant LLC
- 2211 Michelson Drive Tenant LLC
- 222 Kearny Street Tenant LLC
- 222 North Sepulveda Tenant LLC
- 222 S Riverside Plaza Tenant LLC
- 2221 Park Place Tenant LLC
- 2222 Ponce De Leon Blvd Tenant LLC
- 225 South 6th St Tenant LLC
- 225 W 39th Street Tenant LLC
- 229 West 36th Street Tenant LLC
- 231 11th Ave Tenant LLC
- 2323 Delgany Street Tenant LLC
- 24 Farnsworth Street Q LLC
- 2-4 Herald Square Tenant LLC
- 2401 Elliott Avenue Tenant LLC
- 2420 17th Street Tenant LLC
- 2425 East Camelback Road Tenant LLC
- 245 Livingston St Q LLC
- 25 West 45th Street HQ LLC
- 250 E 200 S Tenant LLC
- 250 Park Avenue Tenant LLC
- 255 Giralda Avenue Tenant LLC
- 255 Greenwich Street Tenant LLC
- 255 S King St Tenant LLC
- 2600 Executive Parkway Tenant LLC
- 2700 Post Oak Blvd. Tenant LLC
- 27-01 Queens Plaza North Tenant LLC
- 2755 Canyon Blvd WW Tenant LLC
- 28 2nd Street Tenant LLC
- 28 West 44th Street HQ LLC
- 29 West 30th Street Tenant LLC
- 30 Hudson Street Tenant LLC
- 30 Wall Street Tenant LLC
- 300 Morris Street Tenant LLC
- 300 Park Avenue Tenant LLC
- 3000 Olym Boulevard Tenant LLC
- 3000 S Robertson Blvd Q LLC
- 3001 Bishop Drive Tenant LLC
- 3003 Woodbridge Ave Tenant LLC
- 3090 Olive Street Tenant LLC
- 31 St James Ave Tenant LLC
- 3101 Park Boulevard Tenant LLC
- 311 W 43rd Street Tenant LLC
- 3120 139th Avenue Southeast Tenant LLC
- 315 East Houston Tenant LLC
- 315 W 36th Street Tenant LLC
- 316 West 12th Street Tenant LLC
- 3200 Park Center Drive Tenant LLC
- 3219 Knox Street Tenant LLC
- 3280 Peachtree Road NE Tenant LLC
- 33 Arch Street Tenant LLC
- 33 East 33rd Street Tenant LLC
- 33 Irving Tenant LLC
- 330 North Wabash Tenant LLC
- 3300 N. Interstate 35 Tenant LLC
- 332 S Michigan Tenant LLC
- 333 West San Carlos Tenant LLC
- 3365 Piedmont Road Tenant LLC
- 340 Bryant Street HQ LLC
- 345 4th Street Tenant LLC
- 345 West 100 South Tenant LLC
- 35 East 21st Street HQ LLC
- 353 Sacramento Street Tenant LLC
- 35-37 36th Street Tenant LLC
- 360 NW 27th Street Tenant LLC
- 3600 Brighton Boulevard Tenant LLC
- 38 West 21st Street Tenant LLC
- 385 5th Avenue Q LLC
- 3900 W Alameda Ave Tenant LLC
- 391 San Antonio Road Tenant LLC
- 40 Water Street Tenant LLC
- 400 California Street Tenant LLC
- 400 Capitol Mall Tenant LLC
- 400 Concar Drive Tenant LLC
- 400 Lincoln Square Tenant LLC
- 400 Spectrum Center Drive Tenant LLC
- 4005 Miranda Ave Tenant LLC
- 401 San Antonio Road Tenant LLC
- 404 Fifth Avenue Tenant LLC
- 4041 Macarthur Boulevard Tenant LLC
- 405 Mateo Street Tenant LLC
- 408 Broadway Tenant LLC
- 410 North Scottsdale Road Tenant LLC
- 414 West 14th Street HQ LLC
- 415 Mission Street Tenant LLC
- 419 Park Avenue South Tenant LLC
- 420 5th Avenue Q LLC
- 420 Commerce Street Tenant LLC
- 424-438 Fifth Avenue Tenant LLC
- 428 Broadway Tenant LLC

- 429 Lenox Ave Tenant LLC
- 430 Park Avenue Tenant LLC
- 4311 11th Avenue Northeast Tenant LLC
- 433 Hamilton Avenue Tenant LLC
- 437 5th Avenue Q LLC
- 437 Madison Avenue Tenant LLC
- 44 East 30th Street HQ LLC
- 44 Montgomery Street Tenant LLC
- 44 Wall Street HQ LLC
- 448 North LaSalle Street Tenant LLC
- 45 West 18th Street Tenant LLC
- 450 Lexington Tenant LLC
- 460 Park Ave South Tenant LLC
- 460 West 50 North Tenant LLC
- 4635 Loughheed Highway Tenant LP
- 475 Sansome St Tenant LLC
- 483 Broadway Tenant LLC
- 49 West 27th Street HQ LLC
- 490 Broadway Tenant LLC
- 50 W 28th Street Tenant LLC
- 500 11th Ave North Tenant LLC
- 500 7th Avenue Tenant LLC
- 501 Boylston Street Tenant LLC
- 501 East Kennedy Boulevard Tenant LLC
- 501 East Las Olas Blvd Tenant LLC
- 501 Eastlake Tenant LLC
- 5049 Edwards Ranch Tenant LLC
- 505 Main Street Tenant LLC
- 505 Park Avenue Q LLC
- 50-60 Francisco Street Tenant LLC
- 511 W 25th Street Tenant LLC
- 515 Folsom Street Tenant LLC
- 515 N State Street Tenant LLC
- 5161 Lankershim Boulevard Tenant LLC
- 5215 North O'Connor Boulevard Tenant LLC
- 524 Broadway Tenant LLC
- 525 Broadway Tenant LLC
- 53 Beach Street Tenant LLC
- 540 Broadway Q LLC
- 545 Boylston Street Q LLC
- 546 5th Avenue Tenant LLC
- 550 7th Avenue HQ LLC
- 550 Kearny Street HQ LLC
- 57 E 11th Street Tenant LLC
- 575 5th Avenue Tenant LLC
- 575 Lexington Avenue Tenant LLC
- 5750 Wilshire Boulevard Tenant LLC
- 5960 Berkshire Lane Tenant LLC
- 599 Broadway Tenant LLC
- 6 East 32nd Street WW Q LLC
- 600 B Street Tenant LLC
- 600 California Street Tenant LLC
- 600 H Apollo Tenant LLC
- 6001 Cass Avenue Tenant LLC
- 601 South Figueroa Street Tenant LLC
- 606 Broadway Tenant LLC
- 609 5th Avenue Tenant LLC
- 609 Greenwich Street Tenant LLC
- 609 Main Street Tenant LLC
- 611 North Brand Boulevard Tenant LLC
- 615 S. Tenant LLC
- 625 Massachusetts Tenant LLC
- 625 West Adams Street Tenant LLC
- 63 Madison Avenue Tenant LLC
- 65 East State Street Tenant LLC
- 650 California Street Tenant LLC
- 6543 South Las Vegas Boulevard Tenant LLC
- 655 15th Street NW Tenant LLC
- 655 Montgomery St Tenant LLC
- 655 New York Avenue Northwest Tenant LLC
- 660 J Street Tenant LLC
- 660 North Capitol St NW Tenant LLC
- 6655 Town Square Tenant LLC
- 67 Irving Place Tenant LLC
- 6900 North Dallas Parkway Tenant LLC
- 695 Town Center Drive Tenant LLC
- 7 West 18th Street Tenant LLC
- 700 2 Street Southwest Tenant LP
- 700 K Street NW Tenant LLC
- 700 North Miami Tenant LLC
- 700 SW 5th Tenant LLC
- 708 Main St Tenant LLC
- 71 5th Avenue Tenant LLC
- 71 Stevenson Street Q LLC
- 711 Atlantic Avenue Tenant LLC
- 725 Ponce De Leon Ave NE Tenant LLC
- 7272 Wisconsin Avenue Tenant LLC
- 729 Washington Ave Tenant LLC
- 7300 Dallas Parkway Tenant LLC
- 731 Sansome Street Tenant LLC
- 75 Arlington Street Tenant LLC
- 75 E Santa Clara Street Tenant LLC
- 75 Rock Plz Tenant LLC
- 750 Lexington Avenue Tenant LLC
- 750 White Plains Road Tenant LLC
- 755 Sansome Street Tenant LLC
- 756 W Peachtree Tenant LLC
- 77 Sands Tenant LLC
- 77 Sands WW Corporate Tenant LLC
- 77 Sleeper Street Tenant LLC
- 7761 Greenhouse Rd Tenant LLC
- 777 6th Street NW Tenant LLC
- 78 SW 7th Street Tenant LLC
- 8 W 40th Street Tenant LLC
- 80 M Street SE Tenant LLC
- 800 Bellevue Way Tenant LLC
- 800 Market Street Tenant LLC
- 800 North High Street Tenant LLC
- 801 B. Springs Road Tenant LLC
- 808 Wilshire Boulevard Tenant LLC
- 820 18th Ave South Tenant LLC
- 821 17th Street Tenant LLC
- 83 Maiden Lane Q LLC
- 830 Brickell Plaza Tenant LLC
- 830 NE Holladay Street Tenant LLC
- 8305 Sunset Boulevard HQ LLC
- 8687 Melrose Avenue Tenant LLC
- 8687 Melrose Green Tenant LLC
- 88 U Place Tenant LLC
- 880 3rd Ave Tenant LLC
- 881 Peachtree Street Northeast Tenant LLC
- 8910 University Center Lane Tenant LLC
- 90 South 400 West Tenant LLC
- 901 North Glebe Road Tenant LLC
- 901 Woodland St Tenant LLC
- 902 Broadway Tenant LLC
- 920 5th Ave Tenant LLC
- 920 SW 6th Avenue Tenant LLC
- 9200 Timpanogos Highway Tenant LLC
- 925 4th Avenue Tenant LLC
- 925 N La Brea Ave Tenant LLC
- 9670416 CANADA Inc.
- 9777 Wilshire Boulevard Q LLC
- 980 6th Avenue Tenant LLC
- 9830 Wilshire Boulevard Tenant LLC
- 99 Chauncy Street Q LLC
- 99 High Street Tenant LLC
- Bird Investco LLC
- CD Locations, LLC
- Cities by We LLC
- Clubhouse TS LLC
- Common Coffee LLC
- Common Desk Daymaker LLC
- Common Desk DE, LLC
- Common Desk Holdings LLC
- Common Desk OC, LLC
- Common Desk Operations LLC

- Common Desk West 7th, LLC
- Creator Fund Managing Member LLC
- Euclid LLC
- Euclid WW Holdings Inc.
- FieldLens LLC
- Five Hundred Fifth Avenue HQ LLC
- Insurance Services by WeWork LLC
- Legacy Tenant LLC
- Mailroom Bar at 110 Wall LLC
- MissionU PBC
- One Gotham Center Tenant LLC
- One Metropolitan Square Tenant LLC
- Parkmerced Partner LLC
- Play by WeWork LLC
- Powered By We LLC
- Project Caesar LLC
- Project Standby I LLC
- Prolific Interactive LLC
- PxWe Facility & Asset Management Services LLC
- South Tryon Street Tenant LLC
- Spacious Technologies, LLC
- The Hub Tenant LLC
- The We Company Management Holdings L.P.
- The We Company Management LLC
- The We Company MC LLC
- The We Company PI L.P.
- WALTZ MERGER SUB LLC
- We Rise Shell LLC
- We Work 154 Grand LLC
- We Work 349 5th Ave LLC
- We Work Management LLC
- We Work Retail LLC
- WeInsure Holdco LLC
- Welkio LLC
- WeWork 156 2nd LLC
- WeWork 175 Varick LLC
- WeWork 25 Taylor LLC
- WeWork 261 Madison LLC
- WeWork 54 West 40th LLC
- WeWork Asset Management LLC
- WeWork Bryant Park LLC
- WeWork Canada GP ULC
- WeWork Canada LP ULC
- WeWork Commons LLC
- WeWork Companies U.S. LLC
- WeWork Companies Partner LLC
- WeWork Construction LLC
- WeWork Holdings LLC
- WeWork Interco LLC
- WeWork LA LLC
- WeWork Labs Entity LLC
- WeWork Little West 12th LLC
- WeWork Magazine LLC
- WeWork Real Estate LLC
- WeWork Services LLC
- WeWork Space Services Inc.
- WeWork Space Services LLC
- WeWork Wellness LLC
- WeWork Workplace LLC
- Wildgoose I LLC
- WW 1010 Hancock LLC
- WW 107 Spring Street LLC
- WW 11 John LLC
- WW 110 Wall LLC
- WW 111 West Illinois LLC
- WW 115 W 18th Street LLC
- WW 1161 Mission LLC
- WW 120 E 23rd Street LLC
- WW 1328 Florida Avenue LLC
- WW 1550 Wewatta Street LLC
- WW 1601 Fifth Avenue LLC
- WW 1875 Connecticut LLC
- WW 2015 Shattuck LLC
- WW 205 E 42nd Street LLC
- WW 210 N Green LLC
- WW 220 NW Eighth Avenue LLC
- WW 222 Broadway LLC
- WW 2221 South Clark LLC
- WW 240 Bedford LLC
- WW 25 Broadway LLC
- WW 26 JS Member LLC
- WW 312 Arizona LLC
- WW 350 Lincoln LLC
- WW 379 W Broadway LLC
- WW 401 Park Avenue South LLC
- WW 5 W 125th Street LLC
- WW 500 Yale LLC
- WW 51 Melcher LLC
- WW 520 Broadway LLC
- WW 535 Mission LLC
- WW 555 West 5th Street LLC
- WW 5782 Jefferson LLC
- WW 600 Congress LLC
- WW 641 S Street LLC
- WW 718 7th Street LLC
- WW 745 Atlantic LLC
- WW 79 Madison LLC
- WW 81 Prospect LLC
- WW 811 West 7th Street LLC
- WW 85 Broad LLC
- WW 995 Market LLC
- WW Brooklyn Navy Yard LLC
- WW BuildCo LLC
- WW Co-Obligor Inc.
- WW Enlightened Hospitality Investor LLC
- WW HoldCo LLC
- WW Journal Square Holdings LLC
- WW Journal Square Member LLC
- WW Onsite Services AAG LLC
- WW Onsite Services EXP LLC
- WW Onsite Services LLC
- WW Onsite Services SFI LLC
- WW Onsite Services SUM LLC
- WW Project Swift Development LLC
- WW Project Swift Member LLC
- WW VendorCo LLC
- WW Worldwide C.V.
- WWCO Architecture Holdings LLC

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

_____)	
In re:	)	Chapter 11
)	
WEWORK CANADA GP ULC,	)	Case No. 23-_____()
)	
Debtor.	)	(Joint Administration Requested)
_____)	

LIST OF EQUITY SECURITY HOLDERS¹

Equity Holder	Address of Equity Holder	Percentage of Equity Held
WeWork Canada GP B.V.	12 East 49th Street, 3rd Floor New York, NY 10017	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

_____)	
In re:	)	Chapter 11
)	
WEWORK CANADA GP ULC,	)	Case No. 23-_____()
)	
Debtor.	)	(Joint Administration Requested)
_____)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
WeWork Canada GP B.V.	100%

Fill in this information to identify the case:

Debtor name: WeWork Inc., et al.
 United States Bankruptcy Court for the District of New Jersey
 (State)
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders¹

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim (If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.)		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION 100 WALL STREET 6TH FLOOR NEW YORK, NY 10005	ATTN: CHRISTOPHER GRELL TITLE: VICE PRESIDENT EMAIL: CHRISTOPHER.GRELL@USBANK.COM PHONE: (212) 951-6990	7.875% SENIOR NOTES DUE 2025				\$170,734,270.16
2	THE ALTER GROUP 3201 OLD GLENVIEW ROAD UNIT #: 302 WILMETTE, IL 60091	ATTN: MICHAEL J. ALTER TITLE: PRESIDENT EMAIL: MICHAEL@ALTERGROUP.COM PHONE: (847) 568-5909	LEASE TERMINATION FEES & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$11,880,802.44
3	U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION 100 WALL STREET 6TH FLOOR NEW YORK, NY 10005	ATTN: CHRISTOPHER GRELL TITLE: VICE PRESIDENT EMAIL: CHRISTOPHER.GRELL@USBANK.COM PHONE: (212) 951-6990	5.00% SENIOR NOTES DUE 2025				\$9,471,341.67
4	WESTFIELD FULTON CENTER LLC 185 GREENWICH STREET MANAGEMENT OFFICE OCULUS LEVEL C2 NEW YORK, NY 10007	ATTN: ALINE TAIREH TITLE: GENERAL COUNSEL EMAIL: ALINE.TAIREH@URW.COM PHONE: (212) 284-9982	ACCRUED UNPAID RENT				\$8,170,257.30
5	400 CALIFORNIA, LLC C/O: KENNEDY-WILSON PROPERTIES, LTD. 151 S. EL CAMINO DRIVE BEVERLY HILLS, CA 90212	ATTN: KENT Y. MOUTON TITLE: EVP & GENERAL COUNSEL EMAIL: KMOUTON@KENNEDYWILSON.COM PHONE: (310) 887-6400	ACCRUED UNPAID RENT & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$7,835,181.90
6	THE PLATFORM LLC 2937 E. GRAND BLVD. DETROIT, MI 48202	ATTN: CLARK LEWIS TITLE: PRESIDENT EMAIL: CLEWIS@THEPLATFORM.CITY PHONE: (313) 446-8775	LEASE TERMINATION FEES				\$5,133,719.00
7	RFR/K 81 PROSPECT OWNER LLC C/O: RFR REALTY LLC 375 PARK AVENUE 10TH FLOOR NEW YORK, NY 10152	ATTN: JONATHAN REIFLER TITLE: ASSET MANAGEMENT EMAIL: JREIFLER@RFR.COM PHONE: (212) 308-2061	ACCRUED UNPAID RENT				\$5,016,774.34

On a consolidated basis. The information herein shall not constitute an admission of liability by, nor is it binding on, and Debtors with respect to all or any portion of the claims listed below. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	MORI TRUST CO., LTD. 〒105-6903 KAMIYACHO TRUST TOWER 4-1-1 TORANOMON, MINATO-KU TOKYO JAPAN	ATTN: YOSHIKI TANAKA EMAIL: TANAKA-YO@MORI-TRUST.CO.JP	ACCRUED UNPAID RENT & LEASE TERMINATION FEES				\$4,839,247.80
9	260-261 MADISON AVENUE LLC 261 MADISON AVENUE 27TH FLOOR NEW YORK, NY 10016	ATTN: OMER KACHLON TITLE: GENERAL COUNSEL EMAIL: OMER.KACHLON@SAPIRCORP.COM	ACCRUED UNPAID RENT & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$4,594,399.60
10	2 NINTH AVENUE PARTNERS, LLC C/O: WILLIAM GOTTLIEB MANAGEMENT CO., LLC 177 CHRISTOPHER STREET NEW YORK, NY 10014	ATTN: WILLIAM GOTTLIEB TITLE: PRESIDENT EMAIL: BILLY@WGOTTLIEB.COM PHONE: (646) 546-4369	ACCRUED UNPAID RENT				\$4,321,260.14
11	CP 1875 K STREET LLC C/O: CARR PROPERTIES PARTNERSHIP LP THE HUB @ 1615 L ST NW SUITE 650 WASHINGTON, DC 20036	ATTN: JACKSON PRENTICE TITLE: EVP & CHIEF PORTFOLIO OFFICER EMAIL: JPRENTICE@CARRPROP.COM	LEASE TERMINATION FEES				\$3,643,000.00
12	BEACON CAPITAL PARTNERS, LLC 200 STATE STREET 5TH FLOOR BOSTON, MA 02109	ATTN: KRISTEN HOFFMAN TITLE: GENERAL COUNSEL EMAIL: KHOFFMAN@BEACONCAPITAL.COM	ACCRUED UNPAID RENT & LEASE TERMINATION FEES				\$3,525,507.68
13	JAMESTOWN L.P.PONCE CITY MARKET675 PONCE DE LEON AVENUE NE7TH FLOORATLANTA, GA 30308	ATTN: AMBER MURRAYTITLE: MANAGING DIRECTOR & GENERAL COUNSELEMAIL: AMURRAY@JAMESTOWNLP.COMPHONE: (770) 805-1000	LEASE TERMINATION FEES				\$3,251,217.13
14	RFR/K 77 SANDS OWNER LLC C/O: RFR REALTY LLC 375 PARK AVENUE 10TH FLOOR NEW YORK, NY 10152	ATTN: JONATHAN REIFLER TITLE: ASSET MANAGEMENT EMAIL: JREIFLER@RFR.COM PHONE: (212) 308-2061	ACCRUED UNPAID RENT				\$3,109,488.72
15	BCSP DENVER PROPERTY LLC C/O: BROOKFIELD PROPERTY GROUP 250 VESEY STREET 15TH FLOOR NEW YORK, NY 10281	ATTN: BEN BROWN TITLE: MANAGING PARTNER EMAIL: BEN.BROWN@BROOKFIELD.COM PHONE: (303) 390-0825	ACCRUED UNPAID RENT & LEASE TERMINATION FEES				\$3,087,099.10
16	COHEN BROTHERS REALTY CORPORATION 750 LEXINGTON AVE. UNIT #: 28 NEW YORK, NY 10022	ATTN: MARC HOROWITZ TITLE: SR. VICE PRESIDENT OF LEASING EMAIL: MHOROWITZ@COHENBROTHERS.COM	ACCRUED UNPAID RENT & LEASE TERMINATION FEES				\$2,985,300.75
17	NUVEEN REAL ESTATE - TIAA 730 THIRD AVENUE NEW YORK, NY 10017	ATTN: CHAD PHILLIPS TITLE: GLOBAL HEAD OF OFFICE & RETAIL EMAIL: CHAD.PHILLIPS@NUVEEN.COM PHONE: (704) 988-0203	ACCRUED UNPAID RENT				\$2,856,734.99
18	ONNI GROUP 200 N. LASALLE STREET UNIT #: 750 CHICAGO, IL 60601	ATTN: GREG WILKS TITLE: VICE PRESIDENT - LEASING EMAIL: GREGWILKS@ONNI.COM	ACCRUED UNPAID RENT				\$2,702,445.11
19	WALTER & SAMUELS, INC. 419 PARK AVE. S NEW YORK, NY 10016	ATTN: PETER WEISS TITLE: CHIEF EXECUTIVE OFFICER EMAIL: PWEISS@WALTER-SAMUELS.COM PHONE: (212) 685-6200	ACCRUED UNPAID RENT				\$2,574,285.94

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	CUSHMAN & WAKEFIELD 225 WEST WACKER STREET SUITE 3000 CHICAGO, IL 60606	ATTN: NOELLE PERKINS TITLE: EVP & GENERAL COUNSEL EMAIL: NOELLE.PERKINS@CUSHWAKE.COM PHONE: (312) 470-1800	TRADE PAYABLE				\$2,532,989.66
21	JOHN HANCOCK LIFE INSURANCE COMPANY (USA) 197 CLARENDON STREET BOSTON, MA 02116	ATTN: THOMAS E. SAMOLUK TITLE: GENERAL COUNSEL EMAIL: TSAMOLUK@JHANCOCK.COM PHONE: (617) 663-3000	ACCRUED UNPAID RENT				\$2,316,986.42
22	CIM GROUP 4700 WILSHIRE BOULEVARD LOS ANGELES, CA 90010 - AND - 540 MADISON AVENUE 8TH FLOOR NEW YORK, NY 10022	ATTN: JONATHAN TAO TITLE: VICE PRESIDENT EMAIL: JTAO@CIMGROUP.COM	ACCRUED UNPAID RENT				\$2,078,939.12
23	MOZAIC PARTNERS, LLC LAKESIDE CENTER, SUITE 10 3033 EXCELSIOR BOULEVARD MINNEAPOLIS, MN 55416	ATTN: JACKIE KNIGHT TITLE: PRESIDENT EMAIL: JACKIE@ACKERBERG.COM PHONE: (612) 924-6503	LEASE TERMINATION FEES				\$2,052,764.23
24	BROADWAY CONTINENTAL CORP. 540 BROADWAY FLOOR 2 NEW YORK, NY 10012	ATTN: ADAM HENICK TITLE: PRESIDENT EMAIL: ADAM@CURRENTREADVISORS.COM PHONE: (646) 845-0351	LEASE TERMINATION FEES & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$2,028,657.91
25	500-512 SEVENTH AVENUE L.P. C/O: THE CHETRIT GROUP, LLC 512 SEVENTH AVENUE 16TH FLOOR NEW YORK, NY 10018	ATTN: JO CHETRIT TITLE: OWNER PHONE: (646) 230-9360	ACCRUED UNPAID RENT				\$1,991,940.71
26	MAYORE ESTATES, LLC 100 HENRY STREET BROOKLYN, NY 11201	ATTN: BARRETT STERN TITLE: MANAGING PARTNER EMAIL: BSTERN@NGKF.COM PHONE: (917) 439-6969	ACCRUED UNPAID RENT				\$1,773,783.00
27	54 WEST 40TH REALTY LLC C/O: ALLIED PARTNERS INC. 770 LEXINGTON AVENUE 9TH FLOOR NEW YORK, NY 10065	ATTN: ERIC HADAR TITLE: CHAIRMAN & CEO EMAIL: ERIC@ALLIEDPARTNERS.COM PHONE: (212) 935-4900	ACCRUED UNPAID RENT				\$1,772,239.85
28	CTO21 ACQUISITIONS II LLC 369 N. NEW YORK AVE. SUITE 201 WINTER PARK, FL 32789	ATTN: DANIEL SMITH TITLE: GENERAL COUNSEL EMAIL: DSMITH@CTOREIT.COM PHONE: 817-313-4051	LEASE TERMINATION FEES & RELATED LITIGATION	CONTINGENT, UNLIQUIDATED, DISPUTED			\$1,694,287.51
29	1460 LEASEHOLD SWIGHM LLCC/O: MERINGOFF PROPERTIES30 WEST 26TH STREET8TH FLOORNEW YORK, NY 10010	ATTN: JASON VACKERTITLE: PRESIDENT & CEOEMAIL: JDVACKER@MERPROP.COMPHONE: (212) 337-7763	ACCRUED UNPAID RENT				\$1,675,643.42
30	UNITARIAN UNIVERSALIST ASSOCIATION 24 FARNSWORTH STREET BOSTON, MA 02210	ATTN: ANDREW MCGEORGE TITLE: TREASURER & CFO EMAIL: AMCGEORGE@UUA.ORG PHONE: (617) 948-4305	LEASE TERMINATION FEES				\$1,655,700.00

Fill in this information to identify the case and this filing:	
Debtor Name	WeWork Canada GP ULC
United States Bankruptcy Court for the:	District of New Jersey (State)
Case number (If known):	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders, Corporate Ownership Statement, and Certification of Creditor Matrix**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/06/2023
MM/DD/YYYY

☒ /s/ Pam Swidler

Signature of individual signing on behalf of debtor

Pam Swidler

Printed name

Authorized Signatory

Position or relationship to debtor

OMNIBUS ACTION
BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS, THE SOLE DIRECTOR,
THE SOLE MEMBER, THE BOARD OF MANAGERS, THE GENERAL
PARTNER, THE LIMITED PARTNER, OR OTHER SIMILAR GOVERNING BODY,
AS APPLICABLE, OF WEWORK INC. AND EACH OF THE SUBSIDIARIES HERETO

Dated as of November 5, 2023

The undersigned, being (i) all of the members of the boards of directors, (ii) the sole member, (iii) the sole director, (iv) the board of managers, (v) the general partner, (vi) the limited partner (each a “Governing Body”), as applicable, of each of the entities listed in Schedules 1–9 hereof (each, a “Company” and collectively, the “Companies”), as Governing Body of such Company, by unanimous written consent in lieu of a special meeting and in accordance with the bylaws, operating agreements, articles of association, or limited liability company agreements of each Company (collectively, the “Governing Documents”), as applicable, and the applicable laws of the jurisdiction in which such Company is organized, do hereby approve, consent to, and adopt the following recitals and resolutions, with the same force and effect as if they had been adopted at a duly convened special meeting of each Governing Body;

WHEREAS, each Governing Body has reviewed and considered (i) the filing of voluntary petitions for relief (the “Bankruptcy Petitions”) for each Company under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) pursuant to the Governing Documents, as applicable, of each Company and the applicable laws of the jurisdiction in which each Company is organized (the “Restructuring Matters”); and (ii) the retention of professionals by each Company;

WHEREAS, on August 8, 2023, the board of directors of WeWork Inc. (the “Board of Directors”) created a special committee (the “Special Committee”) comprising of the disinterested directors and on August 17, 2023, delegated to the Special Committee certain rights, authority, and powers in connection with any matters, including the Restructuring Matters, in which a conflict of interests exists or is reasonably likely to exist between the Company, on the one hand, and any of its current and former directors, managers, officers, investment committee members, special or other committee members, equity holders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, managed accounts or funds, predecessors, participants, successors, assigns, subsidiaries, affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current or former director or manager in his or her capacity as director or manager of an entity), accountants, investment bankers, consultants, representatives, and other professionals and advisors of such person or entity, and any such person’s or entity’s respective heirs, executors, estates, and nominees, on the other hand, as reasonably determined by the Special Committee (each a “Conflicts Matter”);

WHEREAS, on August 17, 2023, the Board of Directors delegated to the Special Committee the authority and power to review, discuss, consider, and negotiate the Company’s

entry into and consummation of Restructuring Matters, including to (a) review and evaluate any such Restructuring Matters and consider whether or not it is fair to and in the best interests of the Company and its respective stakeholders to proceed with such Restructuring Matters, (b) to determine that any such Restructuring Matters should not proceed at the present time if not fair or in such best interests;

WHEREAS, in respect of the Companies that are incorporated in Canada (the “Canadian Companies”), WeWork Inc. and each Canadian Company have requested an appointment of WeWork Inc. as foreign representative (the “Foreign Representative”) in connection with and in furtherance of WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies’ Creditors Arrangement Act as the Foreign Representative;

WHEREAS, each Governing Body has reviewed and considered the materials presented by the management of each Company and each Company’s financial and legal advisors, and has had adequate opportunity to consult with such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to each Company;

WHEREAS, each Governing Body has determined, in its business judgement, that the following resolutions are advisable and in the best interest of the Companies, their creditors, other stakeholders, and other parties in interest;

NOW, THEREFORE, IT IS HEREBY RESOLVED, that, pursuant to the applicable governing documents of each Company, the undersigned do hereby adopt the following resolutions:

Chapter 11 Filing

RESOLVED, in the business judgment of each Governing Body, it is desirable and in the best interests of the Companies, the creditors, other stakeholders, and other parties in interest, that each Company files or causes to be filed the Bankruptcy Petitions under the Bankruptcy Code in the Bankruptcy Court, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States, and, in accordance with the requirements in each Company’s governing documents and applicable law, hereby consents to, authorizes, and approves, the filing of the Bankruptcy Petitions;

FURTHER RESOLVED, that any director or other duly appointed officer of each Company (collectively, the “Authorized Persons” and each an “Authorized Person”), shall be, and each of them individually hereby is, authorized and directed for and on behalf of each Company to take all actions (including, without limitation, to negotiate and execute any documents, certificates, supplemental agreements, and instruments) to act as signatory and attorney on behalf of each Company in respect of the Restructuring Matters and/or any persons to whom such Authorized Persons and/or officers delegate certain responsibilities, be, and hereby are, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary or proper to maintain the ordinary course operations of each Company’s business;

FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all other petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Companies' businesses;

FURTHER RESOLVED, in respect of the Companies that are incorporated in Canada, WeWork Inc. hereby authorizes and consents to its appointment as Foreign Representative by the Bankruptcy Court in connection with and in furtherance of WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies' Creditors Arrangement Act as the Foreign Representative of Canadian Companies for recognition of the chapter 11 proceedings commenced by WeWork Inc. and further consents to take all steps and actions it deems necessary or proper in connection with such application and proceedings; and

FURTHER RESOLVED, each Canadian Company hereby authorizes and consents to WeWork Inc. applying to the Ontario Superior Court of Justice under Part IV of the Companies' Creditors Arrangement Act as the Foreign Representative of the Canadian Companies for recognition of the chapter 11 proceedings commenced by WeWork Inc. and further consent to take all steps and actions it deems necessary or proper in connection with such application and proceedings.

Retention of Professionals

RESOLVED, each of the Authorized Persons, be, and hereby are, authorized, empowered, and directed to retain on behalf of each Company: (i) the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as bankruptcy counsel; (ii) the law firm of Cole Schotz P.C. as local bankruptcy counsel; (iii) PJT Partners LP as investment banker; (iv) Alvarez & Marsal North America, LLC as restructuring advisor; (v) Epiq Corporate Restructuring, LLC as claims and noticing agent; (vi) Deloitte Tax LLP as tax advisor; (vii) Munger, Tolles & Olson LLP, as legal counsel; to WeWork Inc. under the direction of the Special Committee; (viii) Province, LLC, as financial advisor to WeWork Inc. under the direction of the Special Committee, and (ix) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate, or advisable, each to represent and assist the Companies in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and applicable law (including, but not limited to, the law firms filing any pleadings or responses), and in connection therewith, the Authorized Persons, be, and hereby are authorized, empowered, and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services; and

FURTHER RESOLVED, each of the Authorized Persons, be, and hereby is authorized, empowered and directed to execute and file all petitions, schedules, motions, lists applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate, or desirable in accordance with these resolutions.

Use of Cash Collateral and Adequate Protection

RESOLVED, that each Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain of the Companies’ prepetition secured lenders under certain credit facilities and notes indentures by and among certain of the Companies, the guarantors party thereto, and the lenders party thereto (the “Prepetition Secured Lenders”);

FURTHER RESOLVED, each of the Authorized Persons be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to seek approval of the use of cash collateral pursuant to a cash collateral order in interim and final form (together, the “Cash Collateral Order”), and, to the extent applicable to the Company, any Authorized Person be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary or advisable to implement the Cash Collateral Order, including providing for adequate protection to the Prepetition Secured Lenders in accordance with section 363 of the Bankruptcy Code (the “Adequate Protection Obligations”), as well as any additional or further agreements for the use of cash collateral in connection with the chapter 11 cases, which agreement(s) may require the Companies to grant adequate protection and security interests to the Prepetition Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Companies pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person shall deem necessary, proper, or advisable, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery of such agreement, instrument, or document; and

FURTHER RESOLVED, that each Company, as debtors and debtors in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations.

Further and Prior Actions

RESOLVED, the Companies are hereby authorized to authorize (and each Company hereby authorizes) any direct or indirect subsidiary of each Company or any entity of which such Company or any subsidiary of such Company is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in these resolutions, and none of the resolutions contained herein, or action taken in furtherance hereto shall have or cause an adverse effect on any such subsidiary or such Company’s interest therein (including, without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law);

FURTHER RESOLVED, in addition to the specific authorizations heretofore conferred upon such Authorized Persons, the Authorized Persons, either individually or as otherwise required by each Company’s governing documents and applicable law, be, and each of them hereby is, authorized to execute, acknowledge, deliver, and file any and all agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents on behalf of each Company relating to the Restructuring Matters;

FURTHER RESOLVED, each of the Authorized Persons (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's or Authorized Persons' absolute discretion, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolution adopted herein;

FURTHER RESOLVED, the Governing Bodies have received sufficient notice of the foregoing resolutions, as well as the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the governing documents of each Company, or hereby waive any right to have received such notice;

FURTHER RESOLVED, all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed, and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Governing Bodies;

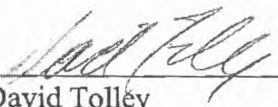
FURTHER RESOLVED, that, to the extent any action authorized herein to be taken by any Governing Body or Authorized Person constitutes a Conflicts Matter, such action is hereby approved by the Special Committee, and the Special Committee hereby authorizes all Authorized Persons to take any such actions and to do all such other acts, deeds, and other things as each Company itself may lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with such Conflicts Matter, or in furtherance of the intentions expressed in the foregoing resolutions with respect to such Conflicts Matter, including, but not limited to, the negotiation, finalization, execution, and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in his or her absolute and unfettered discretion approve, deem, or determine necessary, appropriate, or advisable, such approval, deeming, or determination to be conclusively evidenced by such individual's taking such action or the execution of such agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents; and

FURTHER RESOLVED, any Authorized Person be, and each of them hereby is, authorized to do all such other acts, deeds, and other things as each Company itself may lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing resolutions, including, but not limited to, the negotiation, finalization, execution, and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in his or her absolute and unfettered discretion approve, deem, or determine necessary, appropriate, or advisable, such approval, deeming, or determination to be conclusively evidenced by such individual's taking such action or

the execution of such agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents.

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: 
Name: David Tolley

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

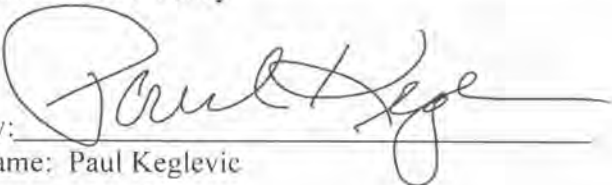
By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule I

By: _____
Name: David Tolley

By:  _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By:  _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh


IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By:  _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

[Signature Page to Omnibus Written Consent]

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By:  _____
Name: Elizabeth LaPuma

By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1


By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic

By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

By:  _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of WeWork Inc., do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the TopCo listed on
Schedule 1

By: _____
Name: David Tolley

By: _____
Name: Paul Keglevic


By: _____
Name: Paul Aronzon

By: _____
Name: Alex Clavel

By: _____
Name: Elizabeth LaPuma

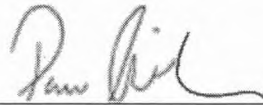
By: _____
Name: Henry S. Miller

By: _____
Name: Vikas Parekh

DocuSigned by:

6292F30C198541C...

IN WITNESS WHEREOF, the undersigned, constituting the sole member of each subsidiary listed on Schedule 2, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK INC., being the Sole Member of each
Subsidiary listed on Schedule 2

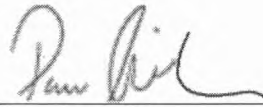
A handwritten signature in dark ink, appearing to read 'Pam Swidler', is written over a horizontal line.

Pamela Swidler

Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the general partner of all subsidiaries listed on Schedule 3, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

The WE Company MC LLC, being General Partner
of the Subsidiaries listed on
Schedule 3

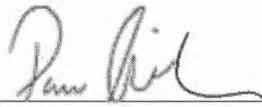
A handwritten signature in dark ink, appearing to read "Pam Swidler", is written over a horizontal line.

Pamela Swidler

Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 4, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the Subsidiaries listed on
Schedule 4

By:  _____
Name: Pamela Swidler

By: _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 4, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

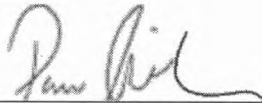
Board of Directors of the Subsidiaries listed on
Schedule 4

By: _____
Name: Pamela Swidler

By:  _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of managers of all subsidiaries listed on Schedule 5, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Managers of each Subsidiary listed on
Schedule 5

By: 
Name: Pamela Swidler

By: _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the board of managers of all subsidiaries listed on Schedule 5, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

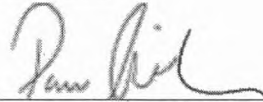
Board of Managers of each Subsidiary listed on
Schedule 5

By: _____
Name: Pamela Swidler

By:  _____
Name: Kurt Wehner

IN WITNESS WHEREOF, the undersigned, constituting the sole member of each subsidiary listed on Schedule 6, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK COMPANIES U.S. LLC, being
the Sole Member of each Subsidiary listed on
Schedule 6

A handwritten signature in black ink, appearing to read "Pam Swidler", is written over a horizontal line.

Pamela Swidler

Its: Chief Legal Officer and Secretary

IN WITNESS WHEREOF, the undersigned, constituting the board of directors of all subsidiaries listed on Schedule 7, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

Board of Directors of the Subsidiaries listed on
Schedule 7

DocuSigned by:

Brianna Iverson

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By: _____

Name: Brianna Iverson

DocuSigned by:

Michael DePinho

A7D79BC0D7FF4D6...

By: _____

Name: Michael DePinho

IN WITNESS WHEREOF, the undersigned, constituting the general partner of all subsidiaries listed on Schedule 8, do hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK CANADA GP ULC, being General Partner of the Limited Partnerships listed on Schedule 8

DocuSigned by:

Michael DePinho

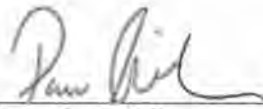
A7D79BC0D7FF4D6...

Michael DePinho

Its: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the general partner and the limited partner of all subsidiaries listed on Schedule 9, does hereby consent to the foregoing actions and resolutions effective as of the date first written above. This unanimous written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This unanimous written consent may be executed by facsimile, email transmission, or other electronic means, and such facsimile, email transmission, or other electronic means shall be valid and binding to the same extent as if it were an original.

WEWORK COMPANIES PARTNER LLC, being
General Partner of the Subsidiaries listed on
Schedule 9



Pamela Swidler

Its: Chief Legal Officer and Secretary

and

WEWORK COMPANIES U.S. LLC, being
Limited Partner of the Subsidiaries listed on
Schedule 9



Pamela Swidler

Its: Chief Legal Officer and Secretary