

Court File No. CV-23-00709258-00CL

**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**

**SECOND REPORT OF THE INFORMATION OFFICER
ALVAREZ & MARSAL CANADA INC.**

JANUARY 17, 2024

TABLE OF CONTENTS

1.0	INTRODUCTION.....	1
2.0	TERMS OF REFERENCE AND DISCLAIMER	3
3.0	PURPOSE OF THIS REPORT	5
4.0	ORDERS FOR WHICH RECOGNITION IS BEING SOUGHT.....	5
5.0	UPDATE REGARDING THE RESTRUCTURING PROCEEDINGS	16
6.0	ACTIVITIES OF THE INFORMATION OFFICER	19
7.0	RECOMMENDATIONS.....	21

1.0 INTRODUCTION

- 1.1 Commencing on November 6, 2023 (the “**Petition Date**”), WeWork Inc. (“**WeWork Parent**” or the “**Company**”) and certain of its subsidiaries and affiliates (collectively, the “**Chapter 11 Debtors**”), including: 9670416 Canada Inc., WeWork Canada GP ULC, and WeWork Canada LP ULC (“**Canada LP ULC**”, and collectively, the “**Canadian Debtors**” and each a “**Canadian Debtor**”); 700 2 Street Southwest Tenant LP, 4635 Lougheed Highway Tenant LP and 1090 West Pender Street Tenant LP (collectively, the “**Canadian Limited Partnerships**” and each a “**Canadian Limited Partnership**”, and together with the Canadian Debtors, the “**WeWork Canadian Entities**” and each a “**WeWork Canadian Entity**”, and collectively, the business of the WeWork Canadian Entities, the “**Canadian Business**”); and WeWork Companies U.S. LLC (the “**Real Property Obligor**”), commenced cases in the United States Bankruptcy Court for the District of New Jersey (the “**U.S. Bankruptcy Court**”) by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**U.S. Bankruptcy Code**”, and the cases commenced thereby, the “**Chapter 11 Cases**”).
- 1.2 The purpose of the Chapter 11 Cases is to preserve value and advance towards a reorganization with limited disruptions to the business and operations of the Chapter 11 Debtors, including the Canadian Business.
- 1.3 On November 7, 2023, upon the application of WeWork Parent, in its capacity as the proposed foreign representative of the Chapter 11 Cases, the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) granted an order pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the

“CCAA”) and Section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, among other things, providing for an interim stay of proceedings in respect of the WeWork Canadian Entities and their respective directors and officers, as applicable, and the Real Property Obligor, in Canada.

- 1.4 The proceedings commenced by WeWork Parent under the CCAA are referred to herein as the “**CCAA Recognition Proceedings**”, and together with the Chapter 11 Cases, the “**Restructuring Proceedings**”.
- 1.5 On November 8, 2023, following a hearing in respect of the first day motions filed by the Chapter 11 Debtors (the “**First Day Hearing**”), the U.S. Bankruptcy Court granted certain orders (the “**First Day Orders**”), including an order authorizing WeWork Parent to act as “foreign representative” on behalf of the Chapter 11 Debtors’ estates in the CCAA Recognition Proceedings (in such capacity, the “**Foreign Representative**”). Following the First Day Hearing, the U.S. Bankruptcy Court also granted certain additional orders (collectively, with the First Day Orders, the “**U.S. Orders**”).¹
- 1.6 On November 16, 2023, the Canadian Court granted (a) an order, among other things, recognizing the Chapter 11 Cases as “foreign main proceedings” in respect of the WeWork Canadian Entities under Part IV of the CCAA; and (b) an order (the “**Supplemental Order**”), among other things, (i) recognizing and giving full force and effect in Canada to certain of the U.S. Orders entered in the Chapter 11 Cases; (ii) granting a stay of

¹ Copies of the each of the orders and other documents related to the Chapter 11 Cases are available at the website maintained by Epiq: <https://dm.epiq11.com/case/WeWork>.

proceedings in respect of the WeWork Canadian Entities and their respective directors and officers, as applicable, and the Real Property Obligor, in Canada; (iii) extending the protections and authorizations of such order to the Canadian Limited Partnerships; (iv) appointing Alvarez & Marsal Canada Inc. (“**A&M Canada**”) as information officer in respect of the CCAA Recognition Proceedings (in such capacity, the “**Information Officer**”); and (v) granting the Administration Charge and the D&O Charge (each as defined in the Supplemental Order).

1.7 A&M Canada, in its capacity as Information Officer, filed the First Report of the Information Officer dated December 12, 2023 (the “**First Report**”) with the Canadian Court. A&M Canada also, in its capacity as Proposed Information Officer, filed a report dated November 15, 2023 (the “**Pre-Filing Report**”) to provide the Canadian Court with, among other things, certain background information with respect to the WeWork Canadian Entities and the Chapter 11 Cases.

1.8 A copy of the First Report and the Pre-Filing Report are each available on the Information Officer’s case website at: www.alvarezandmarsal.com/WeWorkCanada.

2.0 TERMS OF REFERENCE AND DISCLAIMER

2.1 In preparing this report (this “**Second Report**”), A&M Canada has relied solely on information and documents provided by the Foreign Representative and the other Chapter 11 Debtors, as well as their Canadian legal counsel and publicly available documents filed with the U.S. Bankruptcy Court (collectively the “**Information**”). Except as otherwise described in this Second Report:

- (a) the Information Officer has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Information Officer has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards (“CAS”) pursuant to the *Chartered Professional Accountants of Canada Handbook* (the “**Handbook**”) and accordingly, the Information Officer expresses no opinion or other form of assurance contemplated under CAS in respect of the Information; and
 - (b) some of the information referred to in this Second Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the Handbook, has not been performed.
- 2.2 Future-oriented financial information referred to in this Second Report was prepared based on estimates and assumptions made by the Chapter 11 Debtors’ management. Readers are cautioned that, since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, and the variations could be significant.
- 2.3 This Second Report should be read in conjunction with the affidavit of David Tolley sworn on January 15, 2024 (the “**Fourth Tolley Affidavit**”). Capitalized terms used but not defined herein have the meanings ascribed to them in the Fourth Tolley Affidavit.
- 2.4 Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.

3.0 PURPOSE OF THIS REPORT

3.1 The purpose of this Second Report is to provide the Canadian Court with information regarding the following:

- (a) the Foreign Representative's motion for an order (the "**Third Supplemental Order**") recognizing and giving effect in Canada to certain orders that have been granted by the U.S. Bankruptcy Court as discussed below;
- (b) an update on aspects of the Restructuring Proceedings since the date of the First Report; and
- (c) the activities of the Information Officer since the date of the First Report.

4.0 ORDERS FOR WHICH RECOGNITION IS BEING SOUGHT

4.1 Pursuant to the Third Supplemental Order, the Foreign Representative is seeking recognition in Canada of certain orders granted by the U.S. Bankruptcy Court in December 2023 and January 2024 (the "**December 2023 and January 2024 U.S. Orders**"), and a hearing before the Canadian Court has been scheduled for January 18, 2024 for this purpose.

4.2 Each of the December 2023 and January 2024 U.S. Orders are defined and further described in the Fourth Tolley Affidavit and copies are attached as exhibits thereto.

4.3 The Information Officer and its legal counsel have reviewed the terms of each of the December 2023 and January 2024 U.S. Orders and the Information Officer supports the recognition of such orders by the Canadian Court.

4.4 The Information Officer notes that: (a) the Final Cash Collateral Order, the Final Creditor Matrix Order, the DIP Financing Order and the Second Lease Rejection Order are, for the most part, generally common in chapter 11 proceedings; and (b) the Final Cash Collateral Order, the Final Creditor Matrix Order and the Second Lease Rejection Order are reasonably consistent with orders that have been previously recognized by the Canadian Court pursuant to the First Supplemental Order and the Second Supplemental Order (with the DIP Financing Order not having been previously considered on an interim basis, as the other orders have been).

4.5 This Second Report outlines pertinent information regarding the December 2023 and January 2024 U.S. Orders.

Final Cash Collateral Order

4.6 The U.S. Bankruptcy Court entered the Final Cash Collateral Order on December 11, 2023. A copy of the Final Cash Collateral Order is attached as Exhibit “E” to the Fourth Tolley Affidavit.

4.7 The Final Cash Collateral Order is a final version of the Interim Cash Collateral Order that was granted on an interim basis by the U.S. Bankruptcy Court on November 9, 2023, and which was previously recognized by the Canadian Court pursuant to the First Supplemental Order.

4.8 The Final Cash Collateral Order, among other things: (a) authorizes the Chapter 11 Debtors to continue to use Cash Collateral; (b) grants adequate protection to the Prepetition Secured Parties; (c) modifies the automatic stay imposed pursuant to the U.S. Bankruptcy Code to

the extent necessary to implement and effectuate the terms of the Final Cash Collateral Order; and (d) grants related relief.

4.9 The Final Cash Collateral Order includes substantially the same material terms as the Interim Cash Collateral Order, except that, among other things, pursuant to the Final Cash Collateral Order:

- (a) *Findings Regarding the Use of Cash Collateral*: the Required Noteholder Secured Parties have consented to the DIP Financing described in the DIP Financing Order allowing the issuance of liens as set out in the DIP Financing Order. No liens were granted over the assets of the WeWork Canadian Entities pursuant to the Final Cash Collateral Order (or the DIP Financing Order);
- (b) *Letters of Credit Reporting*: reporting regarding LCs is required under the Final Cash Collateral Order and is to be provided by counsel to the Chapter 11 Debtors no later than two business days after the receipt of the final monthly report from the DIP LC Issuer indicating the number and amount of LCs issued or amended by such DIP LC Issuer during that month. Counsel to the Chapter 11 Debtors shall deliver the report to counsel to the Consenting AHG Noteholders, counsel to the Softbank Parties, counsel to the UCC, counsel to Cupar, and Kelley Drye. A report detailing the number and amount of LCs drawn by the landlords during that month will also be provided by counsel to the Chapter 11 Debtors no later than five business days after the last day of the month to the counsel of the Consenting AHG Noteholders, counsel to the SoftBank Parties, counsel to the UCC, the U.S. Trustee, and Kelley Drye. The Information Officer has been provided with daily updates

regarding LC draws related to the WeWork Canadian Entities by the Chapter 11 Debtors and understands that it will continue to receive such reporting;

- (c) *Termination*: the Default Notice Period in respect of termination of the use of Cash Collateral has been lengthened from five days to seven days and certain termination events were added. The termination events added include the entry of any order approving the assumption and/or assignment of any unexpired lease (or any amendment or modification of any such lease) without reasonable consent from the Required Consenting AHG Noteholders and the Softbank Parties. The Information Officer understands the 17 current WeWork Canada Locations remain subject to landlord negotiations and any assumption and/or assignment agreement relating to such locations would require consent from the Required Consenting AHG Noteholders and the Softbank Parties; and
- (d) *Stub Rent Reserve*: the Chapter 11 Debtors, including the WeWork Canadian Entities, will reserve certain amounts for their estimated unpaid rent obligations for the period from and including the Petition Date through November 30, 2023 (the “**Stub Rent Claims**”), which, the Information Officer understands, is an allowable expense under section 503(b) of the U.S. Bankruptcy Code. This reserve will be funded by the Chapter 11 Debtors into a segregated account in the manner prescribed by the Final Cash Collateral Order (the “**Stub Rent Reserve**”). The Stub Rent Reserve will remain a component of the Prepetition Collateral and will be subject to Prepetition Liens and Adequate Protection Liens and shall be solely used to fund allowed Stub Rent Claims. The procedures for allowance, reconciliation

and payment of Stub Rent Claims are to be mutually agreed upon by the Chapter 11 Debtors, Required Consenting AHG Noteholders, the Softbank Parties, and the UCC prior to the effective date of any Chapter 11 Debtors' chapter 11 plan ("**Plan**"). The Information Officer understands that the Chapter 11 Debtors intend to pay any allowed and reconciled Stub Rent Claims promptly upon the occurrence of the effective date of the Plan. The Information Officer notes that the treatment of Stub Rent Claims in the Chapter 11 Cases differs from how Canadian landlords would typically be treated in a plenary CCAA proceeding, where such stub rent is commonly paid at the first post-filing rent due date. However, the Canadian Landlords are being treated in the same manner as the landlords of the other Chapter 11 Debtors. The Information Officer understands that the Chapter 11 Debtors, with the assistance of Hilco, have engaged in negotiations with Canadian Landlords with leases that have not been rejected since the commencement of the Chapter 11 Cases. The Information Officer also understands that amounts in respect of stub rent have been paid to certain Canadian Landlords as part of agreements reached with those landlords in respect of locations where the relevant lease is being assumed and continued by the relevant WeWork Canadian Entity.

- 4.10 As set out in the Pre-Filing Report, the Information Officer understands that the Chapter 11 Debtors expect there to be sufficient cash resources within the Canadian Business to finance operations during the Restructuring Proceedings. As of January 12, 2024, the WeWork Canadian Entities' bank accounts held a total of approximately \$19.6 million of cash.

Final Creditor Matrix Order

- 4.11 The U.S. Bankruptcy Court entered the Final Creditor Matrix Order on December 20, 2023. A copy of the Final Creditor Matrix Order is attached as Exhibit “F” to the Fourth Tolley Affidavit.
- 4.12 The Final Creditor Matrix Order is the final version of the Interim Creditor Matrix Order that was previously recognized by the Canadian Court pursuant to the First Supplemental Order and granted on an interim basis by the U.S. Bankruptcy Court on November 8, 2023.
- 4.13 The Final Creditor Matrix Order includes substantially the same terms as the Interim Creditor Matrix Order, except that: (a) the Final Creditor Matrix Order allows the Chapter 11 Debtors to redact or withhold certain confidential information of customers and personally identifiable information; and (b) the U.S. Trustee reserves the right to re-raise the issue of redaction of customer names at a future hearing.
- 4.14 The Information Officer understands that, as is customary practice, creditors of the WeWork Canadian Entities will be included in the consolidated list of creditors to be filed under the Final Creditor Matrix Order.

DIP Financing Order

- 4.15 The U.S. Bankruptcy Court entered the DIP Financing Order on December 11, 2023. A copy of the DIP Financing Order is attached as Exhibit “G” to the Fourth Tolley Affidavit. The DIP Credit Agreement, the form of which was approved pursuant to the DIP Financing

Order, was executed on December 19, 2023, a copy of which is attached as Exhibit “L” to the Fourth Tolley Affidavit.

- 4.16 The DIP Financing Order authorizes post-petition financing composed of a senior secured, first priority cash collateralized debtor-in-possession “first out” letter of credit facility (the “**DIP LC Facility**”) in an amount not to exceed \$650 million and a senior secured, first priority debtor-in-possession “last out” term loan “C” facility (the “**DIP Term Facility**”, and together with the DIP LC Facility, the “**DIP Facilities**”) in an aggregate principal amount of approximately \$671.2 million, which proceeds will be utilized to fully cash collateralize the letters of credit issued under the DIP LC Facility.
- 4.17 The WeWork Canadian Entities are not party to the DIP Facilities as borrowers or guarantors. No collateral of the WeWork Canadian Entities has been pledged pursuant to the DIP Facilities. However, the DIP Facilities may be used to renew or reissue LCs to certain Canadian Landlords on behalf of the WeWork Canadian Entities and as such, benefiting the WeWork Canadian Entities with continued access to LC financing, if needed.
- 4.18 The Information Officer has engaged in discussions with Alvarez & Marsal North America, LLC, its counsel, Osler, Hoskin & Harcourt LLP, and Company management regarding the LCs provided to Canadian Landlords (the “**Canadian Landlord LCs**”) and the collateral securing these LCs. The Information Officer understands that the Canadian Landlord LCs were originally issued through the prepetition LC Facility, and any new LCs will be issued through the DIP Facility. As described above, no collateral of the WeWork Canadian Entities has been pledged in respect of the DIP Facilities, nor are any of the

WeWork Canadian Entities party to or guarantors of the DIP Facilities pursuant to the DIP Credit Agreement.

- 4.19 As of the Petition Date, the Canadian Landlord LCs included four LCs totaling \$5.9 million outstanding under the prepetition LC Facility. Since the Petition Date, the Canadian Landlords have drawn a total of \$4.6 million against these LCs. The DIP Facility will provide the WeWork Canadian Entities with sufficient access to replenish LCs that have been drawn, if required, and provide credit support to the Canadian Landlords while they engage with Hilco and the WeWork Canadian Entities in further restructuring negotiations.

Second Lease Rejection Order

- 4.20 The U.S. Bankruptcy Court entered the Second Lease Rejection Order on January 9, 2024. A copy of the Second Lease Rejection Order is attached as Exhibit “H” to the Fourth Tolley Affidavit.
- 4.21 The Assumption/Rejection Procedures Order, which was previously recognized by the Canadian Court pursuant to the Second Supplemental Order, approved the procedures for rejecting or assuming executory contracts and unexpired leases. The Second Lease Rejection Order authorizes the Chapter 11 Debtors to: (a) reject certain unexpired leases or executory contracts; and (b) abandon certain personal property that may be located on the premises.
- 4.22 The Second Lease Rejection Order provides for the rejection of two WeWork Canadian Locations in Ontario effective as of December 16, 2023, and December 31, 2023,

respectively. The WeWork Canadian Entities fully exited and turned over the premises at such Canadian Locations as of December 16, 2023 and December 31, 2023, respectively.

- 4.23 The Information Officer understands that landlords and counterparties to the contracts received notice of the Chapter 11 Debtors' intention to reject leases and contracts in accordance with the Assumption/Rejection Procedures Order. With respect to the two Canadian contracts rejected pursuant to the Second Lease Rejection Order, the Information Officer notes that notice was provided in accordance with the Assumption/Rejection Procedures Order, which was recognized by the Canadian Court on December 14, 2023. These Canadian counterparties have been treated in the same manner as the Chapter 11 Debtors' U.S.-based landlords and counterparties whose leases and contracts have also been rejected.

Cushman Stipulation and Consent Order

- 4.24 On December 21, 2023, the U.S. Bankruptcy Court entered the Cushman Stipulation and Consent Order. A copy of the entered Cushman Stipulation and Consent Order is attached as Exhibit "I" to the Fourth Tolley Affidavit.
- 4.25 The Cushman Stipulation and Consent Order was made by and between the Chapter 11 Debtors and Cushman & Wakefield U.S. Inc. ("**Cushman**"). The Chapter 11 Debtors and Cushman are party to a Master Services Agreement dated May 18, 2022 (the "**MSA**") and a Schedule for Facilities Management Services (together with the MSA, both as amended from time to time, the "**Cushman Contract**"). Pursuant to the Cushman Contract, Cushman provides facilities management services (the "**Cushman Services**") to the

Chapter 11 Debtors. Cushman: (a) may perform the Cushman Services by engaging third-party subcontractors (the “**Cushman Subcontractors**”); and (b) shall provide dedicated employees to work full-time on the premises of the Chapter 11 Debtors to facilitate the provision of the Cushman Services.

- 4.26 Canada LP ULC and Cushman Wakefield Facility Management Services are party to a Canada Participation Agreement dated May 18, 2022 (the “**Canadian Participation Agreement**”). The Canadian Participation Agreement facilitates the provision of the Cushman Services to the WeWork Canadian Entities.
- 4.27 The Information Officer understands that Cushman and the Chapter 11 Debtors engaged in negotiations regarding the provision of the Cushman Services to the Chapter 11 Debtors pursuant to the Cushman Contract on a post-petition basis. However, Cushman and the Chapter 11 Debtors were not able to come to terms on various issues.
- 4.28 In November and December 2023, the Chapter 11 Debtors advanced a net amount of \$2.5 million to a post-petition fund (the “**Cushman Remaining Postpetition Fund**”) as a form of prepayment for Cushman Services rendered to the Chapter 11 Debtors post-petition.
- 4.29 On December 6, 2023, Cushman filed, among other materials, a motion to compel the Chapter 11 Debtors, including the WeWork Canadian Entities, to either assume or reject the Cushman Contract.
- 4.30 On December 13, 2023, the Chapter 11 Debtors issued a payment of approximately \$2.6 million (the “**Cushman Prepetition Fund**”), and together with the Cushman Remaining

Postpetition Fund, the “**Cushman Deposit**”) to Cushman for certain prepetition services provided by Cushman Subcontractors to the Chapter 11 Debtors.

- 4.31 Following further negotiations between the parties, the Chapter 11 Debtors obtained the Cushman Stipulation and Consent Order, which describes certain agreements and resolutions, including, among other things: (a) the Cushman Deposit will be used by Cushman to pay Cushman Subcontractors in connection with the Cushman Services under the Cushman Contract as and when invoices come due; (b) Cushman may use the Cushman Deposit to pay all Cushman Subcontractors’ invoices related to services rendered prepetition or post-petition in the ordinary course but the Cushman Deposit may not be used to pay any prepetition amounts other than those attributable to work performed by Cushman Subcontractors; (c) Cushman will continue to render the Cushman Services pursuant to the Cushman Contract and the Chapter 11 Debtors will continue performing their obligations in accordance with the Cushman Contract, including, among other things. The payment of all invoices when they come due, until the Cushman Contract is rejected or assumed; and (d) the Cushman Motion will be adjourned to the first omnibus hearing in the Chapter 11 Cases in February 2024, subject to court availability and subject to further adjournment by agreement of the Chapter 11 Debtors and Cushman.
- 4.32 The WeWork Canadian Entities are party to the Cushman Contract pursuant to the Canadian Participation Agreement, and therefore the WeWork Canadian Entities continue to benefit from the Cushman Services rendered. The Information Officer understands that there will be no change in the relationship between Cushman and the WeWork Canadian Entities prior to the first omnibus hearing in February 2024.

5.0 UPDATE REGARDING THE RESTRUCTURING PROCEEDINGS

Lease and Landlord Matters

- 5.1 As of the date of this Second Report, the Chapter 11 Debtors have determined to exit, and have fully exited and turned over the premises at, seven of the 24 WeWork Canadian Locations that existed prior to the commencement of the Restructuring Proceedings. The Chapter 11 Debtors currently operate seventeen 17 WeWork Canadian Locations (the “**Current WeWork Canada Locations**”), which remain subject to landlord negotiations.
- 5.2 The Information Officer understands that rent that was due in January 2024 for three of the Current WeWork Canada Locations was not paid when due and was partially paid for two additional Current WeWork Canada Locations. The Information Officer understands that the Chapter 11 Debtors, with the assistance of Hilco, continue to engage in negotiations with their landlords, including Canadian Landlords, and that the non-payment of January rent (in whole or in part) was undertaken by the Chapter 11 Debtors as part of these lease negotiations. The Information Officer also understands that there are a number of U.S.-based landlords that are being treated in the same manner as these five Canadian Landlords with respect to the non-payment of January rent.

Overview of Upcoming Bar Date Motion

- 5.3 The Information Officer notes that the Chapter 11 Debtors have filed a motion (the “**Bar Date Motion**”) for entry of an order (the “**Bar Date Order**”) setting various bar dates in

respect of claims against the Chapter 11 Debtors, which is currently scheduled to be heard by the U.S. Bankruptcy Court on January 30, 2024, at 2:00 p.m. prevailing Eastern Time.

5.4 This overview of the Bar Date Motion is intended for information purposes only to assist those creditors in Canada that may be impacted by same. Any potential claimants should refer to the relevant materials filed in the Chapter 11 Cases for further information. Copies of all documents filed in the Chapter 11 Cases may be obtained by visiting the website of Epiq Corporate Restructuring, LLC (“**Epiq**”) at <https://dm.epiq11.com/WeWork>.

5.5 Pursuant to the Bar Date Motion, the Chapter 11 Debtors propose the following bar dates:

- (a) *General Claims Bar Date*: establishing March 6, 2024, at 5:00 p.m. prevailing Eastern Time, as the last date and time for all persons and entities to file proofs of claim based on prepetition claims, including requests for payment under section 503(b)(9) of the U.S. Bankruptcy Code and unsecured priority claims specified in the Bar Date Motion materials (collectively, “**Proofs of Claim**”) against any Chapter 11 Debtor (the “**General Claims Bar Date**”);
- (b) *Member Claims Bar Date*: for claims held by the Chapter 11 Debtors’ customers and members arising out of service retainers paid in connection with such customer’s or member’s membership agreement with the Chapter 11 Debtors (such claims, “**Member Claims**,” and such customers and members, solely in their capacity as holders of such claims, “**Member Claimants**”); provided that such Member Claimants (and their attorney, if known) shall be sent, by email, an individualized notice setting forth the amount that each such Member Claimant is

owed; provided, further, if a Member Claimant disagrees with the amount listed on such Member Claimant's prescribed notice, such Member Claimant may file a Proof of Claim at any point on or before March 6, 2024, at 5:00 p.m. prevailing Eastern Time;

- (c) *Governmental Bar Date*: establishing May 6, 2024, at 5:00 p.m. prevailing Eastern Time, as the last date and time for governmental units to file Proofs of Claim to assert claims against any Chapter 11 Debtor that arose or are deemed to have arisen on or before the Petition Date (the “**Governmental Bar Date**”);
- (d) *Amended Schedules Bar Date*: in the event that the Chapter 11 Debtors amend their Schedules (as defined in the Bar Date Motion), establishing a bar date of the later of: (i) (A) the General Claims Bar Date, or (B) the Governmental Bar Date, as applicable; and (ii) 5:00 p.m. prevailing Eastern Time, on the date that is 30 calendar days from the date on which the Chapter 11 Debtors provide notice of the amendment to the Schedules, as the last date and time by which claimants holding claims affected by the amendment must file Proofs of Claim with respect thereto against any Chapter 11 Debtor;
- (e) *Rejection Damages Bar Date*: solely as to claims arising from the Chapter 11 Debtors' rejection of executory contracts and unexpired leases, establishing a bar date of the later of: (i) (A) the General Claims Bar Date, or (B) the Governmental Bar Date, as applicable; and (ii) 5:00 p.m. prevailing Eastern Time, on the date that is 30 calendar days after the later of (A) entry of the order approving the Chapter 11 Debtors' rejection of the applicable executory contract or unexpired lease, and

(B) the effective date of such rejection, as the last date and time by which claimants holding claims based upon such rejection must file Proofs of Claim with respect thereto against any Chapter 11 Debtor, unless otherwise ordered by the U.S. Bankruptcy Court; and

- (f) *Stub Rent Bar Date*: solely as to claims that arise in connection with the occupation of a lease of nonresidential real property in the period from November 6, 2023, through and including November 30, 2023, establishing a bar date of 5:00 p.m. prevailing Eastern Time, on the date that is 45 calendar days after the Chapter 11 Debtors serve each such claimant a schedule setting forth the Chapter 11 Debtors' calculation of the Stub Rent Claim owed to such claimant.

5.6 The proposed Bar Date Order includes the form, manner, and procedures for filing Proofs of Claim, and approving notices thereof.

5.7 Objections, if any, to the Bar Date Motion shall: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the U.S. Bankruptcy Court and served in accordance with its procedures, so as to be received no later than seven days before the Bar Date Motion. Unless responses are timely and properly filed and served, the Information Officer understands that the relief requested by the Chapter 11 Debtors may be granted without further notice or hearing.

6.0 ACTIVITIES OF THE INFORMATION OFFICER

6.1 The activities of the Information Officer since the date of the First Report have included:


- (a) establishing a website at <https://www.alvarezandmarsal.com/WeWorkCanada> to make available copies of the orders granted in the CCAA Recognition Proceedings, as well as other relevant motion materials, reports and information of interest to the creditors of the WeWork Canadian Entities. In addition, there is a link on the Information Officer's website to the Chapter 11 Debtors' restructuring website maintained by Epiq that includes copies of all U.S. Bankruptcy Court materials and orders, petitions, notices, and other materials;
- (b) monitoring the Epiq website for activity in the Chapter 11 Cases;
- (c) responding to stakeholder inquiries;
- (d) discussing matters relevant to the Chapter 11 Cases with the Chapter 11 Debtors' Canadian legal counsel and other advisors, including the Company's U.S.-based financial and restructuring advisor;
- (e) providing assistance to the Foreign Representative in the performance of its duties as the Foreign Representative has reasonably requested;
- (f) with the assistance of its legal counsel, reviewing the motions filed and orders entered in the Chapter 11 Cases; and
- (g) with the assistance of its legal counsel, preparing this Second Report and reviewing draft materials of the Foreign Representative in connection with the CCAA Recognition Proceedings.

7.0 RECOMMENDATIONS


- 7.1 The Information Officer understands that recognition in Canada of the December 2023 and January 2024 U.S. Orders pursuant to the Third Supplemental Order is necessary to advance the Restructuring Proceedings, including the Chapter 11 Debtors' efforts to maximize the value of their estate via the global restructuring.
- 7.2 The Information Officer believes that the recognition of such orders is reasonable and appropriate in the circumstances. Based on the foregoing, the Information Officer respectfully recommends that the Canadian Court grant the relief requested by the Foreign Representative pursuant to the Third Supplemental Order.

All of which is respectfully submitted to the Canadian Court this 17th day of January 2024.

**ALVAREZ & MARSAL CANADA INC.,
in its capacity as Information Officer
and not in its personal or corporate capacity**

Per: 

Alan J. Hutchens
Senior Vice-President

Per: 

Josh Nevsky
Senior Vice-President

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

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

Proceeding commenced at Toronto

**SECOND REPORT OF
THE INFORMATION OFFICER**

OSLER, HOSKIN & HARCOURT LLP

Barristers & Solicitors
1 First Canadian Place
1 King St W Suite 6200,
Toronto, ON M5X 1B8

Tracy Sandler LSO#: 32443N
tsandler@osler.com

Martino Calvaruso LSO#: 57359Q
mcalvaruso@osler.com

Sean Monahan LSO#: 87650U
smonahan@osler.com

Tel: 416.362.2111
Fax: 416.862.6666

Lawyers for the Information Officer