

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

In re:

RGN-GROUP HOLDINGS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11961 (BLS)

(Jointly Administered)

Ref. Docket Nos. 1368 - 1371

AFFIDAVIT OF SERVICE

STATE OF OHIO)
) ss.:
COUNTY OF FRANKLIN)

ANGELA CHACHOFF, being duly sworn, deposes and says:

1. I am employed as a Case Manager by Epiq Corporate Restructuring, LLC, located at 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. On July 8, 2021, I caused to be served the following:
 - a. “Notice of Assumption of Certain Executory Contracts and/or Unexpired Leases,” dated July 8, 2021 [Docket No. 1368], (the “Notice of Assumption”),
 - b. “Notice of Adequate Assurance Information in Connection with the Assumption of Certain Executory Contracts and/or Unexpired Leases,” dated July 8, 2021, (the “Adequate Assurance Notice”), a sample of which is annexed hereto as Exhibit A,
 - c. Certification of No Objection Regarding the Ninth Statement of Services Rendered and Expenses Incurred by Kroll, LLC to Provide the Debtors with a Responsible Officer and

¹ The mailing address for the debtors in these chapter 11 cases is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officers). Due to the large number of debtors in these chapter 11 cases, which are being jointly administered for procedural purposes only, a complete list of the debtors is not provided herein. A complete list of the debtors along with the last four digits of their tax identification numbers, where applicable, may be obtained on the website of the debtors’ noticing and claims agent at <https://dm.epiq11.com/case/rgn/info>.

Certain Additional Personnel for the Period of May 1, 2021 Through and Including May 31, 2021 (No Order Required),” dated July 8, 2021 [Docket No. 1369], (the “CNO”),

- d. “Debtors’ Fourth Motion for Entry of an Order (I) Extending the Period Within Which the Debtors May Remove Actions and (II) Granting Related Relief,” dated July 8, 2021 [Docket No. 1370], (the “Debtors’ Motion”), and
- e. “First Monthly Application of Rucki Fee Review, LLC, Court-Appointed Fee Examiner, for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from January 11, 2021 Through and Including May 31, 2021,” dated July 8, 2021 [Docket No. 1371], (the “Rucki Fee Review 1st Monthly Fee App”),

by causing true and correct copies of the:

- i. Notice of Assumption, Adequate Assurance Notice, and Debtors’ Motion to be enclosed in separate postage pre-paid envelopes and delivered via first class mail to the parties listed on the annexed Exhibit B,
- ii. CNO and Rucki Fee Review 1st Monthly Fee App to be enclosed in a separate postage pre-paid envelope and delivered via first class mail to the party listed on the annexed Exhibit C,
- iii. Notice of Assumption and Adequate Assurance Notice to be enclosed in separate postage pre-paid envelopes and delivered via overnight mail to the parties listed on the annexed Exhibit D,
- iv. Notice of Assumption, Adequate Assurance Notice, and Debtors’ Motion to be delivered via electronic mail to those parties listed on the annexed Exhibit E,
- v. Notice of Assumption and Adequate Assurance Notice to be delivered via electronic mail to those parties listed on the annexed Exhibit F, and
- vi. CNO and Rucki Fee Review 1st Monthly Fee App to be delivered via electronic mail to those parties listed on the annexed Exhibit G.

3. All envelopes utilized in the service of the foregoing contained the following legend:
LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF
ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

/s/ Angela Chachoff
Angela Chachoff

Sworn to before me this

9th day of July, 2021

/s/ Andrea R. Speelman

Andrea R. Speelman

Notary Public, State of Ohio

Commission Expires March 21, 2024

Exhibit A

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

In re:)	Chapter 11
RGN-GROUP HOLDINGS, LLC, <i>et al.</i> , ¹)	Case No. 20-11961 (BLS)
Debtors.)	(Jointly Administered)

**NOTICE OF ADEQUATE ASSURANCE
INFORMATION IN CONNECTION WITH THE ASSUMPTION OF
CERTAIN EXECUTORY CONTRACTS AND/OR UNEXPIRED LEASES**

PLEASE TAKE NOTICE that, on November 4, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order (I) Authorizing and Approving Procedures to Assume Executory Contracts and Unexpired Leases, and (II) Granting Related Relief* [Docket No. 695] (the “Assumption Procedures Order”),² setting forth certain procedures for the assumption or assumption and assignment of executory contracts and unexpired leases by the above-captioned debtors and debtors in possession (collectively, the “Debtors”).

PLEASE TAKE FURTHER NOTICE that, on July 8, 2021, the Debtors, pursuant to the exercise of their business judgment, filed with the Court an Assumption Notice with respect to certain of the Debtors’ unexpired leases (the “Leases”).

PLEASE TAKE FURTHER NOTICE that, pursuant to and in accordance with the Assumption Procedures Order, the Debtors hereby provide evidence that the applicable Debtors under the Leases (the “Assuming Debtors”) have the ability to comply with the requirements of adequate assurance of future performance. Specifically, the Assuming Debtors have adequate financial capacity to perform their respective obligations under the Leases on an ongoing basis. **First**, pursuant to certain orders entered by the Court [Docket Nos. 587, 756 & 1001] (collectively, the “DIP Orders”), the Debtors have access to a \$140 million postpetition financing facility, which provides the Debtors, including the Assuming Debtors, sufficient liquidity to satisfy, among other things, ongoing operational needs and lease obligations. **Second**, the Debtors’ financial projections [Docket No. 1277, Ex. E] demonstrate the Debtors’ ability to comply with the financial feasibility requirements of section 1129(a)(11) of title 11 of the United

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

States Code as part of their Plan,³ which further evidences the Assuming Debtors' ability to meet their respective future obligations under the Leases.

PLEASE TAKE FURTHER NOTICE that all questions regarding the foregoing should be directed to the Debtors' counsel (Melissa.Mertz@kirkland.com, Peter.Candel@kirkland.com, and Patrick.Venter@kirkland.com).

PLEASE TAKE FURTHER NOTICE that copies of the Assumption Procedures Order, the DIP Orders, the Debtors' financial projections, and any other related documents are available free of charge by visiting the website of the Debtors' noticing and claims agent at <https://dm.epiq11.com/case/rgn/info>. You may also obtain copies of any pleadings for a fee by visiting the Court's website at <https://www.deb.uscourts.gov>.

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³ "Plan" means the *Joint Plan of RGN-Group Holdings, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1274] (as may be amended, supplemented, or modified from time to time).

Dated: July 8, 2021
Wilmington, Delaware

/s/ Ian J. Bambrick

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Ian J. Bambrick (Del. Bar No. 5455)
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*Co-Counsel to the Debtors and
Debtors in Possession*

Exhibit B

Claim Name	Address Information
1101 WILSON OWNER LLC	PO BOX 416553 BOSTON MA 02241-6553
12 AND G STREET ASSOC LP	C/O LANDOW AND CO 4710 BETHESDA AVE BETHESDA MD 20814
2301 BLAKE STREET INVESTORS LLC	C/O URBAN RENAISSANCE PROPERTY COMPANY 1425 4TH AVE, STE 500 SEATTLE WA 98101
275 SEVENTH AVENUE BUILDING LLC	275 SEVENTH AVENUE BUILDING LLC BLDG ID: 275 SEV, PO BOX 6124 HICKSVILLE NY 11802-6124
3100 47TH AVENUE PROPERTY INVESTORS III	C/O 3100 47TH AVENUE PROPERTY PO BOX 829653 PHILADELPHIA PA 19182-9653
75 STATE OWNER LLC	PO BOX 412571 BOSTON MA 02241
AMERIMAR INTL PLAZA II MANAGEMENT CO LLC	2 LIBERTY PL 50 S 16TH PL, STE 3500 PHILADELPHIA PA 19102
BRE 1740 BROADWAY LLC	1740 BOARDWAY SERVICES BLDG ID 26210 PO BOX 209259 AUSTIN TX 78720-9259
BRE HH PROPERTY OWNER LLC	BLDG ID 26392 PO BOX 209259 AUSTIN TX 78720-9259
BRIDGESTONE REALTY LLC	521 E RXR PLAZA UNIONDALE NY 11556
COLORFUL DECOR LLC	100 SADIE LN GIBSONVILLE NC 27249
CSHV CENTER DRIVE LLC	515 S FLOWER ST, STE 3100 LOS ANGELES CA 90071
EPC-CWO2 LLC	1722 ROUTH ST, STE 770 DALLAS TX 75201
ESSEX PROPERTY TRUST INC	PO BOX 82752 GOLETA CA 93118-2752
FEDEX	942 S SHADY GROVE RD MEMPHIS TN 38120
FEDEX	924 S SHADY GROVE RD, 1ST FL MEMPHIN TN 38120
GALLERIA OPERATING COMPANY LLC	CAPITAL ONE BANK PO BOX 4305 NEW ORLEANS LA 70154-4305
INTERNAL REVENUE SERVICE	ATTN CENTRALIZED INSOLVENCY OPERATION PO BOX 7346 PHILADELPHIA PA 19101-7346
INTERNAL REVENUE SERVICE	ATTN CENTRALIZED INSOLVENCY OPERATION 2970 MARKET ST, MAIL STOP 5 Q30 133 PHILADELPHIA PA 19104-5016
JBG BC CHASE TOWER LP	PO BOX 645450 CINCINNATI OH 45264-5450
JEMALS ULINE LLC	PO BOX 823973 PHILADELPHIA PA 19182-3973
KBSII 445 SOUTH FIGUEROA LLC	PO BOX 74007083 CHICAGO IL 60674-7083
LEVEL (3) COMMUNICATIONS LLC	1025 ELDORADO BLVD BROOMFIELD CO 80021
LEVEL (3) COMMUNICATIONS LLC	PO BOX 910182 DENVER CO 80291-0182
LVA4 ATLANTA COLONY SQUARE LP	PO BOX 744848 ATLANTA GA 30374-4848
MERCHANDISE MART LLC	1728 PAYSPPHERE CIR CHICAGO IL 60674
OFFICE OF THE UNITED STATES ATTORNEY	DISTRICT OF DELAWARE 1313 N MARKET ST WILMINGTON DE 19801
PARAMOUNT LEASEHOLD LP	PO BOX 432 EMERSON NJ 07630
PROBER & RAPHAEL A LAW CORPORATION	(COUNSEL TO KB TRI-CITY II MT LLC) ATTN LEE S RAPHAEL 20750 VENTURA BLVD, STE 100 WOODLAND HILLS CA 91364
REXCORP PLAZA SPE LLC	C/O RXR REALTY ATTN FRANK PUSINELLI & MOLLY SIEGEL 625 RXR PLAZA UNIONDALE NY 11556
RXR REALTY	ATTN MOLLY SIEGEL 625 RXR PLAZA UNIONDALE NY 11556
SECURITIES & EXCHANGE COMMISSION	NEW YORK REGIONAL OFFICE ATTN MARK BERGER, REGIONAL DIRECTOR BROOKFIELD PL 200 VESEY ST, STE 400 NEW YORK NY 10281-1022
SECURITIES & EXCHANGE COMMISSION	100 F ST NE WASHINGTON DC 20549
SHS UPPERCITY NY III LLC	287 PARK AVE S, STE 217 NEW YORK NY 10010-4572
SL TOWN CENTER REALTY LLC	PO BOX 11615 NEWARK NJ 07101-4615
SPUS8 CCC LP	PO BOX 847183 LOS ANGELES CA 90084-7183
SQUARE 54 OFFICE OWNER LLC	C/O BOSTON PROPERTIES LIMITED PARTNERSHIP PO BOX 3557 BOSTON MA 02241-3557
STARK & STARK PC	(COUNSEL TO LEVIN MANAGEMENT CORPORATION) ATTN THOMAS S ONDER, ESQ PO BOX 5315 PRINCETON NJ 08543
STEELBRIDGE LAS OLAS WEST LLC	ATTN GAVIN CAMPBELL 500 DAVIS ST, STE 801 EVANSTON IL 60201
STEMPEL BENNETT CLAMAN & HOCHBERG PC	COUSEL TO H-WORK LLC ATTN EDMOND P O'BRIEN, ESQ 675 3RD AVE, 31ST FL NEW YORK NY 10017
STEMPEL BENNETT CLAMAN & HOCHBERG PC	(COUNSEL TO SLG 100 PARK LLC) ATTN EDMOND P O'BRIEN, ESQ 675 3RD AVE, 31ST FL NEW YORK NY 10017
THIRD AND MISSION ASSOCIATES LLC	PO BOX 419348 BOSTON MA 02241-9348

Claim Name	Address Information
THOITS BROS INC	629 EMERSON ST PALO ALTO CA 94301
TRAVIS COUNTY ATTORNEY	(COUNSEL TO TRAVIS COUNTY) ATTN DAVID ESCAMILLA & JASON A. STARKS PO BOX 1748 AUSTIN TX 78767

Total Creditor count 44

Exhibit C

RGN-GROUP HOLDINGS, LLC
Case No. 20-11961 (BLS)

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OFFICE OF THE UNITED STATES TRUSTEE
ATTN: DAVID VILLAGRANA
844 KING ST, STE 2207, LOCK BOX 35
WILMINGTON, DE 19801

Exhibit D

Claim Name	Address Information
101 PARK, LLC	205 NW 63RD ST., STE. 1200 OKLAHOMA CITY OK 73116
12TH & G STREET ASSOCIATES, LP	4710 BETHESDA AVE., STE. 200 BETHESDA MD 20814
1SC PARTNERS, LLC	233 N. MICHIGAN AVE., STE. 1915 CHICAGO IL 60601
3SC CENTER, LLC	3 SUGAR CREEK BLVD. SUGARLAND TX 77478
8400 E. CRESCENT SM, LLC	5251 DTC PARKWAY, STE. 1100 GREENWOOD VILLAGE CO 80111
AX UNION HILLS, LP	300 - 360 MAIN ST. WINNIPEG MB R3C 3Z3 CANADA
BP PRUCENTER ACQUISITION, LLC	800 BOYLSTON ST., STE. 1900 BOSTON MA 02199
BRIDGESTONE REALTY LLC	1247 W. RXR PLAZA UNIONDALE NY 11556
CAUSEWAY SQUARE, LLC	1801 NW 123RD ST., STE. 300 NORTH MIAMI FL 33181
CCM-VWP RAINTREE CORPORATE CENTER, LLC	450 N. DRINKWATER BLVD., 4TH FLR SCOTTSDALE AZ 85251
CORNELL WEST PARTNERS, LLC	1847 CENTINELA AVE. SANTA MONICA CA 90405
CROW-HOBBS NO. 1	3819 MAPLE AVE. DALLAS TX 75219
CROWN-DENVER V, LLC	200 UNION BLVD., STE. 816 LAKEWOOD CO 80228
CSFB 2004-C5 OFFICE 400, LLC	6725 VIA AUSTI PKWY., STE. 380 LAS VEGAS NV 89119
DUKE BRIDGES III BUILDING OWNER, LLC	2001 ROSS AVE., STE. 2800 DALLAS TX 75201
EPC-CWO2, LLC	1722 ROUTH ST., STE. 770 DALLAS TX 75201
EXECUTIVE TOWERS ILLINOIS REALTY, LP	1431 OPUS PLACE, STE. 115 DOWNERS GROVE IL 60615
F7 NOW, LLC	2500 NORTHWINDS PKWY., STE. 275 ALPHARETTA GA 30009
FIELDSTONE NORTH 100, LLC	555 UNIVERSITY AVE., STE. 200 SACRAMENTO CA 95825
GAINNEY RANCH TOWN PROPERTIES, INC.	3131 E. CAMELBACK RD., STE. 400 PHOENIX AZ 85016
GALLERIA OPERATING CO., LLC	P.O. BOX 6401, METAIRIE LOS ANGELES CA 70009
HARBOURSIDE PLACE, LLC	115 FRONT ST., STE. 300 JUPITER FL 33477
KENNEDY TOWER, LLC	320 S. BOSTON AVE., STE. 1130 TULSA OK 74103
KILROY REALTY, LP	12770 EL CAMINO REAL, STE. 250 SAN DIEGO CA 92130
LCP FORSYTH BOULEVARD PROPERTY OWNER LLC	4198 COX RD., STE. 201 GLEN ALLEN VA 23060
LV GRAMERCY OWNER, LP	575 MARYVILLE CENTRE DR., STE. 500 ST. LOUIS MO 63141
MEADOWS ON THE PARKWAY STATION, LLC	11501 NORTHLAKE DR. CINCINNATI OH 02109
MEADOWS ON THE PARKWAY STATION, LLC	11501 NORTHLAKE DR. CINCINNATI OH 45249
MSVEF-FG WFC PROPERTY OWNER, LP	303 W. MADISON ST., STE. 2050 CHICAGO IL 60606
ONE AMERICAN PLACE OPERATING, LLC	330 GARFIELD ST. SANTA FE NM 87501
ONE PACIFIC HEIGHTS, LLC	WORLD TRADE CENTER EAST, TWO SEAPORT BOSTON MA 02210
OP OFFICE PARTNERS, LLC	1010 LAKE ST., STE. 503 OAK PARK IL 60301
PAR-CAPITAL MADISON, LLC	2201 W. ROYAL LANE, STE. 165 IRVING TX 75063
PARKWAY NORTH NO. 1, LP	9800 HILLWOOD PKWY., STE. 300 FORT WORTH TX 76177
PR 55 EAST MONROE, LLC	180 N. STETSON, STE. 3725 COLUMBIA MD 21046
PR II LA CENTERRA, LP	7 GIRALDA FARMS MADISON NJ 07940
REXCORP PLAZA SPE, LLC	625 RXR PLAZA UNIONDALE NY 11556
ROF II DESERT RIDGE, LLC	20860 NORTH TATUM BLVD., STE. 145 PHOENIX AZ 85050
RREEF AMERICA REIT II CORP. RRR	101 CALIFORNIA ST., 26TH FLR SAN FRANCISCO CA 94111
SBG MANAGEMENT SERVICES, INC.	P.O. BOX 549 ABINGTON PA 19001
SFIII LAKE, LLC	260 CALIFORNIA ST., STE. 1100 SAN FRANCISCO CA 94111
SIC - SEPULVEDA CENTER, LLC	3415 SPEULVEDA BLVD., STE. 300 LOS ANGELES CA 99034
SL TOWN CENTER REALTY, LLC	601 W. 26TH ST., STE. 1275 NEW YORK NY 10001
SRC ST. LOUIS OFFICE OWNER, LLC	100 S. 4TH ST. ST. LOUIS MO 63102
UCM/ERPCHAMBER BUILDING, LLC	716 MISSION ST. SOUTH PASADENA CA 91030

Claim Name

Address Information

Total Creditor count 45

Exhibit E

NAME	EMAIL
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	SARAH.BARR@LW.COM;
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	TWOLFORD@NGE.COM;
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	Count: 162

Exhibit F

RGN-GROUP HOLDINGS, LLC

Case No. 20-11961 (BLS)

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Exhibit G

Case No. 20-11961 (BLS)

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