



Order Filed on December 6, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

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

Caption in Compliance with D.N.J. LBR 9004-1(b)

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*Proposed Co-Counsel for Debtors and
Debtors in Possession*

In re:

WEWORK INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-19865 (JKS)


(Jointly Administered)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Debtor WeWork Inc.'s principal place of business is 12 East 49th Street, 3rd Floor, New York, NY 10017; the Debtors' service address in these chapter 11 cases is WeWork Inc. c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005.

**ORDER AUTHORIZING EMPLOYMENT AND PAYMENT
OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

The relief set forth on the following pages, numbered three (3) through ten (10), is
ORDERED.

DATED: December 6, 2023



**Honorable John K. Sherwood
United States Bankruptcy Court**

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Debtors: WeWork Inc., *et al.*
Case No. 23-19865 (JKS)
Caption of Order: Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business

Upon the *Debtors' Motion for Entry of an Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business* (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) authorizing, but not directing, the Debtors to (i) retain both the Initial Ordinary Course Professionals and Additional Ordinary Course Professionals (each as defined below, and together, the "Ordinary Course Professionals") without the necessity of a separate, formal retention application approved by this Court for each Ordinary Course Professional, and (ii) pay each Ordinary Course Professional for postpetition services rendered and expenses incurred, including, if necessary, advancing any reasonable postpetition retainer to the Ordinary Course Professional, subject to certain limits set forth below, without the necessity of additional court approval; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion.

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factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. The Debtors are authorized, but not directed, to employ and retain the Ordinary Course Professionals listed on **Exhibit 1** attached hereto (the “Initial Ordinary Course Professionals”), and any Additional Ordinary Course Professional (as defined in the Motion and paragraph 4 of this Order and collectively with the Initial Ordinary Course Professionals, the “Ordinary Course Professionals”), without the need to file individual retention applications or obtain retention orders for each such Ordinary Course Professional. The Debtors are further authorized, but not directed, to pay such Ordinary Course Professionals’ fees, including, if necessary, advancing any reasonable postpetition retainer to the Ordinary Course Professional, and reimburse expenses incurred pursuant to the terms of this Order. Such authorizations are effective as of the Petition Date or the applicable date of engagement.

3. Within seven (7) days after the date of entry of this Order, the Debtors shall serve this Order upon each Initial Ordinary Course Professional. Thereafter, no later than (i) thirty (30) days after the date of entry of this Order or (ii) the date on which each retained Initial Ordinary Course Professional commences services for the Debtors, each Initial Ordinary Course Professional shall provide to the Debtors and the Debtors’ counsel a Declaration pursuant to Section 1746 of title 28 of the United States Code, substantially in the form attached hereto as **Exhibit 2** for filing with the Court and service upon (i) the Debtors, WeWork Inc., c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005,

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Debtors: WeWork Inc., *et al.*

Case No. 23-19865 (JKS)

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Attn: weworknotices@wework.com; (ii) proposed co-counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Steven N. Serajeddini, P.C. (steven.serajeddini@kirkland.com), Ciara Foster (ciara.foster@kirkland.com), and Oliver Paré (oliver.pare@kirkland.com); (iii) proposed co-counsel to the Debtors, Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq. (msirota@coleschotz.com), Warren A. Usatine, Esq. (wusatine@coleschotz.com), Felice R. Yudkin, Esq. (fyudkin@coleschotz.com), and Ryan T. Jareck, Esq. (rjareck@coleschotz.com); (iv) the U.S. Trustee, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey, 07102, Attn: Fran Steele (Fran.B.Steele@usdoj.gov) and Peter J. D'Auria (Peter.J.D'Auria@usdoj.gov); (v) counsel to the Ad Hoc Group, Davis Polk & Wardwell LLP, 450 Lexington Ave, New York, NY 10017, Attn: Eli J. Vonnegut, Esq. (eli.vonnegut@davispolk.com), Natasha Tsiouris, Esq. (natasha.tsiouris@davispolk.com) and Jonah A. Peppiatt, Esq. (jonah.peppiatt@davispolk.com), and Greenberg Traurig, LLP, 500 Campus Drive, Florham Park, New Jersey 10017, Attn: Alan J. Brody, Esq. (BrodyA@gtlaw.com); (vi) counsel to SoftBank, Weil, Gotshal & Manges LLP, 767 5th Ave, New York, NY 10153, Attn: Gabriel A. Morgan (Gabriel.Morgan@weil.com), Kevin H. Bostel (Kevin.Bostel@weil.com), and Eric L. Einhorn (Eric.Einhorn@weil.com), and Wollmuth Maher & Deutsch LLP, 500 5th Avenue, New York, New York 10110, Attn: Paul R. DeFilippo (PDefilippo@wmd-law.com), James N. Lawlor (jlawlor@wmd-law.com), Steven S. Fitzgerald (sfitzgerald@wmd-law.com), and Joseph F. Pacelli (JPacelli@wmd-law.com); (vii) counsel to Cupar Grimmond LLC, Cooley LLP, 55 Hudson Yards, New York, NY 10001, Attn: Michael Klein (mklein@cooley.com), and Lauren A. Reichardt (lreichardt@cooley.com); (viii) counsel to

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the special committee of the board of directors of WeWork Inc., Munger, Tolles & Olson LLP, 350 South Grand Avenue, 50th Floor, Los Angeles, California 90071-1560, Attn.: Thomas Walper (Thomas.Walper@mto.com) and Seth Goldman (Seth.Goldman@mto.com); (ix) proposed counsel to the official Committee of Unsecured Creditors, (a) Paul Hastings LLP, 200 Park Avenue, New York, NY 10166, Attn: Gabe Sasson (gabesasson@paulhastings.com) and Frank Merola (frankmerola@paulhastings.com) and (b) Riker Danzig LLP, 1 Speedwell Ave, Headquarters Plaza, Morristown, NJ 07962, Attn: Joseph Schwartz (jschwartz@riker.com) and Tara Schellhorn (tschellhorn@riker.com); and (x) those parties that have filed a notice of appearance and request for service of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). Each Ordinary Course Professional shall also complete and return the Retention Questionnaire substantially in the form attached hereto as **Exhibit 3** and serve the same upon the Notice Parties.

4. The Debtors are authorized, without need for further hearing or order from the Court, to employ and retain ordinary course professionals not currently listed on **Exhibit 1** (the “Additional Ordinary Course Professionals”) by filing with the Court, and serving on the Notice Parties, a supplement to **Exhibit 1** (the “Supplement”), listing the name of the Additional Ordinary Course Professional, together with a brief description of the services to be rendered and the applicable Monthly Fee Cap, serving a copy of both the Supplement and the Retention Questionnaire on the Notice Parties, and by otherwise complying with the terms of this Order. Such authorization is effective retroactive to the date of filing the Supplement or the applicable date of engagement. Each Additional Ordinary Course Professional shall file a Declaration and

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shall return a Retention Questionnaire for service upon the Notice Parties within thirty (30) days of the filing of such Supplement.

5. The Notice Parties shall have fourteen (14) days after the later of (i) the entry of this Order, (ii) the service of any Declaration, or (iii) the service of any Retention Questionnaire (the “Objection Deadline”) to object to the retention of any Ordinary Course Professional. Any such objections shall be filed with the Court and served upon the Notice Parties and the Ordinary Course Professional subject to such objection by the Objection Deadline. If any objection is filed by the Objection Deadline and such objection cannot be resolved within fourteen (14) days after service (or on such earlier date as determined by the Debtors in their discretion), upon motion by the Debtors, such objection shall be scheduled for hearing before the Court on the next regularly scheduled hearing date or such other date that may be agreeable to the Ordinary Course Professional, the Debtors, and the objecting party. If no objection is received on or before the Objection Deadline, or if any submitted objection is timely withdrawn or resolved, the Debtors shall be authorized to retain the Ordinary Course Professional, as of the Petition Date or the applicable date of engagement, as a final matter without further order of the Court.

6. The Debtors shall not pay any fees or reimburse any expenses (nor shall any Ordinary Course Professional draw down any previously provided retainer) to any Ordinary Course Professional unless (i) the Ordinary Course Professional has submitted its Declaration and such Declaration has been filed with the Court and, along with the Retention Questionnaire, served on the Notice Parties; (ii) the Objection Deadline has expired; and (iii) no timely objection is pending. If a timely objection is received, no payment shall be made until such objection is either resolved, withdrawn, or otherwise overruled by the Court.

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7. The Debtors shall pay each Ordinary Course Professional retained in accordance with the procedures outlined above 100 percent of the fees and expenses incurred with respect to postpetition services, upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred; *provided, however*, that each Ordinary Course Professional's total compensation and reimbursement shall not exceed the Monthly Fee Cap set forth in **Exhibit 1** or in any Supplement, as applicable, on average over any three-month (3-month) period on a rolling basis.

8. The Debtors shall have the authority to, in their sole discretion, to change the Monthly Fee Cap applicable to any given Ordinary Course Professional upon five (5) calendar days' notice to the Notice Parties.

9. If an Ordinary Course Professional's fees and expenses exceed the Monthly Fee Cap over a three-month rolling basis, such Ordinary Course Professional shall file a fee application on account of the amount over the applicable limit and apply for compensation and reimbursement of such amount in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Federal Rules of Bankruptcy Procedure, the Local Rules, and any other procedures and orders of the Court. Such applicable Ordinary Course Professional shall be entitled to interim payment of its requested fees and expenses up to the Monthly Fee Cap pending the Court's allowance of those requested fees and expenses in excess of the Monthly Fee Cap.

10. Within thirty (30) days after the end of, and with respect to, each full three-month (3-month) period after entry of this Order (including any initial partial month in the first period), the Debtors shall file with this Court, and serve upon the Notice Parties, a summary statement that includes the following information for each Ordinary Course Professional: (i) the name of the

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Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the statement period; and (iii) a general description of the services rendered by such Ordinary Course Professional. The obligation to file summary statements shall terminate upon confirmation of a plan in these chapter 11 cases.

11. This Order shall not apply to any Chapter 11 Professional retained by the Debtors under a separate order of this Court.

12. Each non-attorney Ordinary Course Professional shall waive any prepetition claim against the Debtors as a condition of its retention and compensation as an Ordinary Course Professional.

13. Each Ordinary Course Professional shall periodically update its Declaration and Retention Questionnaire to the extent necessary to reflect new facts or circumstances relevant to its retention, including, without limitation, any changes in the type or scope of services to be provided.

14. Notwithstanding anything to the contrary contained in the Motion or this Order, the Debtors shall not make any payment pursuant to the authority granted in this Order that is inconsistent with or not in compliance with the requirements imposed on the Debtors under the terms of each interim and final order entered by the Court in respect of the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 43] (the "Cash Collateral Orders"), including compliance with any budget or cash flow forecast in

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connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the Cash Collateral Orders. To the extent there is any inconsistency between the terms of the Cash Collateral Orders and this Order, the terms of the Cash Collateral Orders shall control.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

16. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

17. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

18. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

19. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit 1

Initial Ordinary Course Professionals

Vendor Name	Service Description	Cap
ABNR COUNSELORS AT LAW	Legal-Local Counsel	\$25,000
ACCENTURE LLP	Accounting-Attestation Services	\$225,000
AKERMAN LLP	Legal-Finance Construction	\$100,000
AL TAMIMI & CO.	Legal-Local Counsel	\$25,000
AUGUST DEBOUZY	Legal-Real Estate	\$100,000
AXIOM GLOBAL USA	Legal-Commercial, Compliance and Real Estate	\$225,000
BAKER & MCKENZIE LLP AUSTRALIA	Legal-Corporate Secretarial and Employment	\$100,000
BARREDA MOLLER	Legal-Intellectual Property	\$100,000
BERGSTEIN ABOGADOS	Legal-Corporate Secretarial	\$100,000
BLACK OAK	Legal-Local Counsel	\$25,000
BLAKE, CASSELS & GRAYDON LLP	Legal-Corporate Secretarial	\$100,000
BLANK ROME LLP	Legal-Real Estate	\$225,000
BRIGARD & CASTRO S.A.S.	Legal-Intellectual Property	\$100,000
BUCHANAN INGERSOLL & ROONEY	Legal-Litigation	\$100,000
CABINET BEAU DE LOMENIE	Legal-Intellectual Property	\$100,000
CAHILL GORDON & REINDEL	Legal-Compliance	\$100,000
CHATHAM PARTNERS RECHTSANWÄLTE NÚÑEZ MÜLLER SCHÄFER FISCHER PARTG MBB	Legal-Corporate Secretarial	\$100,000
CLINTONS	Legal-Intellectual Property	\$100,000

Vendor Name	Service Description	Cap
CMS DEBACKER	Legal-Local Counsel	\$25,000
CMS GRAU	Legal-Local Counsel	\$25,000
COVINGTON & BURLING LLP	Legal-Compliance, Corporate Secretarial, Corporate Transactions and Employment	\$225,000
CUATRECASAS PORTUGAL	Legal-Local Counsel	\$25,000
CUATRECASAS SPAIN	Legal-Local Counsel	\$25,000
CYWIAK & COMPANY LLP	Accounting-Tax Consultant	\$100,000
DEBEVOISE & PLIMPTON LLP	Legal-Litigation and Regulatory	\$100,000
DLA PIPER AUSTRALIA	Legal-Real Estate	\$100,000
DLA PIPER DENMARK LAW FIRM P/S	Legal-Corporate Secretarial	\$100,000
DLA PIPER LLP US	Legal-Real Estate	\$225,000
DLA PIPER UNITED KINGDOM	Legal-Compliance	\$100,000
EPSTEIN BECKER GREEN, PC	Legal-Employment	\$100,000
FITCH LAW PARTNERS	Legal-Litigation	\$100,000
FROSS ZELNICK LEHRMAN & ZISSU PC	Legal-Intellectual Property	\$225,000
GILBERT & TOBIN	Legal-Local Counsel	\$25,000
GOWLING WLG (CANADA) LLP	Legal-Intellectual Property	\$100,000
GREENBERG TRAURIG LLP [DORAL]	Legal-Franchising, Litigation and Real Estate	\$225,000
GREENBERG TRAURIG TOKYO	Legal-Local Counsel	\$25,000

Vendor Name	Service Description	Cap
GRUNECKER PATENT- UND RECHTSANWÄLTE PARTG MBB	Legal-Intellectual Property	\$100,000
GUN DANISMANLIK HIZMETLERI LTD. STI.	Legal-Intellectual Property	\$100,000
HERRICK, FEINSTEIN LLP	Legal-Real Estate and Litigation	\$100,000
INVENTURE IP	Legal-Intellectual Property	\$100,000
JIPYONG LLC	Legal-Local Counsel	\$25,000
KARAVAS KIELY SCHLOSS & WHITMAN LLP	Legal-Real Estate and Litigation	\$100,000
KAUFMAN DOLOWICH & VOLUCK LLP	Legal-Litigation	\$100,000
KIM & CHANG	Legal-Corporate Secretarial, Employment, Intellectual Property and Membership and Sales	\$100,000
KING & WOOD MALLESONS (MELBOURNE)	Legal-Intellectual Property	\$100,000
KINTELLAR	Legal-Local Counsel	\$25,000
KNAUTHE RECHTSANWÄLTE PARTNERSCHAFT	Legal-Real Estate	\$100,000
KPMG LLP (DBA KPMG)	Accounting-Technical Accounting Advisors and Transactions	\$225,000
LEASON ELLIS LLP	Legal-Intellectual Property	\$100,000
LEE AND LI ATTORNEYS-AT-LAW	Legal-Intellectual Property	\$100,000
LEXFIELD LAW OFFICES	Legal-Intellectual Property	\$100,000
LOCKE LORD LLP	Legal-Real Estate and Litigation	\$100,000
LOYENS & LOEFF	Legal-Local Counsel	\$25,000
MANNHEIMER SWARTLING	Legal-Local Counsel	\$25,000

Vendor Name	Service Description	Cap
MATHESON LLP	Legal-Local Counsel	\$25,000
MEISTER SEELIG AND FEIN LLP	Legal-Litigation	\$225,000
MININO ABOGADOS	Legal-Intellectual Property	\$100,000
MOLINARI AGOSTINELLI	Legal-Local Counsel	\$25,000
MORGAN, LEWIS & BOCKIUS LLP	Legal-Employment	\$225,000
MORRIS NICHOLS ARSHT & TUNNELL	Legal-Real Estate	\$100,000
NAUTADUTILH N.V. (AMSTERDAM)	Legal-Corporate Secretarial	\$100,000
NAUTADUTILH N.V. (NEW YORK)	Legal-Corporate Secretarial	\$100,000
OLIVARES & CIA.	Legal-Intellectual Property	\$100,000
O'MELVENY & MYERS LLP	Legal-Franchising	\$100,000
PERKINS COIE LLP	Legal-Litigation, Real Estate and Data Privacy	\$225,000
PINSENT MASONS	Legal-Local Counsel	\$25,000
PRYOR CASHMAN LLP	Legal-Litigation	\$225,000
RAHMAT LIM & PARTNERS	Legal-Local Counsel	\$25,000
RICHARDS, LAYTON & FINGER	Legal-Local Counsel	\$25,000
ROMERO PINEDA & ASOCIADOS	Legal-Intellectual Property	\$100,000
ROMULO MABANTA BUENAVENTURA SAYOC & DE LOS ANGELES	Legal-Local Counsel	\$25,000
SABA & CO. (BAHRAIN)	Legal-Intellectual Property	\$100,000

Vendor Name	Service Description	Cap
SABA & CO. (MOROCCO)	Legal-Intellectual Property	\$100,000
SABA & CO. INTELLECTUAL PROPERTY - EGYPT	Legal-Intellectual Property	\$100,000
SABA & CO. INTELLECTUAL PROPERTY - LEBANON	Legal-Intellectual Property	\$100,000
SABA & CO. INTELLECTUAL PROPERTY (QATAR)	Legal-Intellectual Property	\$100,000
SALTZ NALIBOTSKY	Legal-Litigation	\$100,000
SHOOK HARDY & BACON	Legal-Litigation	\$100,000
SIMMONS & SIMMONS	Legal-Employment	\$100,000
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP	Legal-Corporate Transactions, Litigation and Real Estate	\$100,000
SMART & BIGGAR	Legal-Intellectual Property	\$100,000
SPHERIENS	Legal-Intellectual Property	\$100,000
STEPHENSON HARWOOD	Legal-Real Estate	\$100,000
THOMPSON HINE LLP - CLEVELAND	Legal-Governance and Compensation	\$100,000
TILLEKE & GIBBINS INTERNATIONAL LIMITED	Legal-Intellectual Property	\$100,000
TMI ASSOCIATES	Legal-Intellectual Property	\$100,000
VELA WOOD	Legal - Real Estate	\$100,000
VINSON & ELKINS LLP	Legal-Real Estate	\$100,000
VON SEIDELS INTELLECTUAL PROPERTY ATTORNEYS	Legal-Intellectual Property	\$100,000
WEERAWONG, CHINNAVAT & PARTNERS LTD.	Legal-Local Counsel	\$25,000

Vendor Name	Service Description	Cap
WEIRFOULDS	Legal-Real Estate and Litigation	\$100,000
WIKBORG REIN	Legal-Local Counsel	\$25,000
WILSON SONSINI GOODRICH & ROSATI	Legal-Corporate Transactions	\$225,000
WKB LAWYERS	Legal-Local Counsel	\$25,000
YKVN LLC	Legal-Local Counsel	\$25,000

Exhibit 2

Form of Declaration

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Edward O. Sassower, P.C.
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Proposed Co-Counsel for Debtors and Debtors in Possession

Proposed Co-Counsel for Debtors and Debtors in Possession

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

In re:

WEWORK INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-19865 (JKS)

(Jointly Administered)

**DECLARATION OF [DECLARANT], ON BEHALF OF
PROPOSED ORDINARY COURSE PROFESSIONAL [COMPANY NAME]**

I, [Declarant], pursuant to Section 1746 of title 28 of the United States Code, hereby declare that the following is true to the best of my information, knowledge, and belief:

1. I am [Title] of [Company Name], located at [Address] (the “Company”).

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Debtor WeWork Inc.’s principal place of business is 12 East 49th Street, 3rd Floor, New York, NY 10017; the Debtors’ service address in these chapter 11 cases is WeWork Inc. c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005.

2. WeWork Inc. and/or its affiliated debtors (collectively, the “Debtors”) have requested that the Company provide [**Type of Services**] to the Debtors, and the Company has consented to provide such services.

3. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in these cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. The Company does not perform services for any such person in connection with these cases. In addition, the Company does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

5. Neither I, nor any principal of, or professional employed by the Company, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates.

6. [**FOR LEGAL SERVICES FIRMS:** The Debtors owe the Company \$__ for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101–1532.]

7. [**FOR NON-LEGAL SERVICE FIRMS ONLY:** The Company agreed to waive all unpaid amounts for services rendered prior to the Petition Date.]

8. As of the Petition Date, which was the date on which the Debtors commenced these chapter 11 cases, the Company [was/was not] party to an agreement for indemnification with the Debtors. [A copy of such agreement is attached as **Exhibit 1** to this Declaration.]

9. At any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

10. I, or a representative of the Company, have read and am familiar with the requirements of the *Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business*.

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

Executed this [Date] in [City, State, Country].

[Declarant]

Exhibit 3

Form Retention Questionnaire

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

WEWORK INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-19865 (JKS)

(Jointly Administered)

RETENTION QUESTIONNAIRE

**TO BE COMPLETED BY EACH ORDINARY COURSE PROFESSIONAL
EMPLOYED BY THE DEBTORS**

Do not file this Questionnaire with the Court. Please return it to:

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*Proposed Co-Counsel for Debtors and
Debtors in Possession*

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¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Debtor WeWork Inc.'s principal place of business is 12 East 49th Street, 3rd Floor, New York, NY 10017; the Debtors' service address in these chapter 11 cases is WeWork Inc. c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005.

If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

2. Date of retention:

3. Type of services provided (accounting, legal, etc.):

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.):

6. Prepetition claims against the Debtors held by the firm (if any):

(a) Average hourly rate (if applicable):

(b) Estimated average monthly compensation:

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to its estate with respect to the matters on which the above-named firm is to be employed:

9. Name and title of individual completing this Retention Questionnaire:

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and information.

Dated: _____, 2023

[Name]
[Title]
[Firm]