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*(Proposed Counsel to WeWork Inc., as
Debtor and Debtor-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)

**FIRST SUPPLEMENTAL DECLARATION OF SETH GOLDMAN IN SUPPORT OF
THE DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF MUNGER, TOLLES & OLSON LLP
AS ATTORNEYS FOR WEWORK INC., AS DEBTOR AND DEBTOR IN
POSSESSION, AT THE SOLE DIRECTION OF THE SPECIAL COMMITTEE
OF INDEPENDENT DIRECTORS EFFECTIVE AS OF THE PETITION DATE**

TO: THE HONORABLE JOHN K. SHERWOOD UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY:

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 100017, and 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.

1. I am a partner at Munger, Tolles & Olson LLP (“MTO”), located at 350 S. Grand Ave., 50th Floor, Los Angeles, California 90071, and have been duly admitted to practice law in the State of California, the United States District Courts in California and admitted pro hac vice to practice before this Court in these cases.

2. I submit this declaration (“First Supplemental Declaration”) to supplement my prior declaration (the “Declaration”), filed on November 20, 2023, in support of the Application of WeWork Inc. (“WeWork”), one of the debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for authority to employ and retain MTO to provide legal services at the sole direction of the special committee of independent Directors, effective as of November 6, 2023 (the “Petition Date”), pursuant to section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”).

3. On November 16, 2023, the United States Trustee appointed the Official Committee of Unsecured Creditors, and it has engaged (i) Paul Hastings LLP; (ii) Moelis & Company, and (iii) Berkley Research Group (“BRG”). MTO currently represents Paul Hastings LLP in matters wholly unrelated to the Debtors or these Chapter 11 Cases and has in the past represented Moelis & Company in matters wholly unrelated to the Debtors or these Chapter 11 Cases. For the period from 2021 through year-to-date 2023, MTO has not received fees from either Moelis or Paul Hastings representing more than 1% of MTO’s total annual revenue in each year. In addition, the professionals engaged by the Official Committee of Unsecured Creditors have been and will be involved in matters in which MTO has also been or will also be involved, including past and future matters in which these professionals and MTO represented or will represent the same client, aligned clients, or adverse clients. None of the foregoing connections or representations have been in matters related to the Debtors or these Chapter 11 Cases and none are adverse to the interests of the Debtors or their estates.

4. Certain parties in interest are subsidiaries or affiliates of Berkshire Hathaway, Inc. These are RSUI Indemnity Co. (insurer), MidAmerican Energy (utility), MidAmerican Energy Services LLC (utility), NV Energy (utility), NV Energy / 20130 South Nevada (utility), Poacific Power-Rocky Mountain Power (utility), and Busines Wire, Inc. (vendor). I disclosed in my Declaration that MTO currently represents and in the past has represented Berkshire Hathaway, Inc. or its affilaites on matters unrelated to the Debtors or these Chapter 11 Cases. As a supplement to that disclosure, Ron Olson, a partner of MTO, is a member of the board of directors of Berkshire Hathaway, Inc.

5. I do not believe that any of the foregoing connections or representations create a conflict of interest but we have disclosed them out of an abundance of caution.

6. In addition to the above disclosures, set forth on Exhibit A to this First Supplemental Declaration are the names and titles of attorneys and employees of MTO who have been primarily involved in representing the Debtors in these Chapter 11 Cases, along with their hourly rate for 2023 and 2024. Subject to direction from the Special Committee on behalf of WeWork, Inc., the specific attorneys or employees of MTO who are involved in representing the Debtors may change over time. MTO's monthly fee statements and quarterly fee applications will contain, among other things, lists of the specific attorneys or employees recording time for each applicable time period.

DATED: December 15, 2023

By: /s/ Seth Goldman

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EXHIBIT A

Name	Title	2023 Rate	2024 Rate
Walper, Thomas B.	Restructuring Partner	2,005	2,270
Goldman, Seth	Restructuring Partner	1,620	1,755
Goldman, David B.	Tax Partner	1,525	1,925
Kitano, Judith T.	Corporate Finance Partner	1,525	1,925
Schonholz, Matthew	Tax Partner	1,295	1,640
Phadke, Achyut J.	Litigation Partner	1,190	1,580
Hilton, Tyler	Corporate Partner	1,150	1,460
Schneider, Bradley R.	Restructuring Of Counsel	1,150	1,460
Chi, Kimberly A.	Corporate Finance Of Counsel	1,150	1,460
Schweitzer, Robin S.	Litigation Associate	995	1,275
Bischoping, Gregory	Litigation Associate	955	1,235
Jin, Jing	Litigation Associate	890	1,190
Moses, Joseph D.	Corporate Associate	890	1,190
Glynn, Joey N.	Litigation Jr. Associate	810	1,120
Harris, Amanda	Litigation Jr. Associate	665	840
Kim, Andy	eDiscovery Attorney	750	915
Perl, Doris R.	Staff Counsel	615	775
Kurowski, Bowe	Automated Litigation Support	595	730
Granberry, Derrick W.	AutomatedJin Litigation Support	550	675
Moses, Alison	Paralegal	495	605
Castillo, Ramon K.	Paralegal	495	605
Del Valle, Peter	Paralegal	450	545