

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

WEWORK INC.,

Reorganized Debtor.¹

Chapter 11

Case No. 23-19865 (JKS)

GLOBAL NOTES AND
STATEMENTS OF LIMITATIONS, METHODOLOGY,
AND DISCLAIMERS REGARDING THE POST-CONFIRMATION REPORT

On November 6, 2023 (the “Petition Date”), WeWork Inc. (“WeWork”) and 516 affiliate companies (before the effective date of their plan of reorganization, such affiliate companies, each a “Debtor,” and collectively with WeWork, the “Debtors”; after the effective date of their plan of reorganization, such affiliate companies, each a “Reorganized Debtor”; and collectively with WeWork, the “Reorganized Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Court”). On November 8, 2023, the Court entered an order authorizing the joint administration of the cases pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure. *See* Docket No. 87. On November 16, 2023, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the “Committee”). *See* Docket No. 150.

On May 30, 2024 (the “Confirmation Date”), the Debtors filed the *Third Amended Joint Chapter 11 Plan of Reorganization of WeWork Inc. and Its Debtor Subsidiaries (Further Technical Modifications)* [Docket No. 2051] (the “Plan”),² and the Honorable John K. Sherwood, United States Bankruptcy Judge for the United States Bankruptcy Court for the District of New Jersey, entered the *Order Confirming the Third Amended Joint Chapter 11 Plan of Reorganization of WeWork Inc. and Its Debtor Subsidiaries* [Docket No. 2060] (the “Confirmation Order”). On June 11, 2024, the Effective Date of the Plan occurred, and the Debtors became the Reorganized Debtors. *See* Docket No. 2099.

On July 30, 2024, the Court entered the *Order Granting the Reorganized Debtors’ Motion for Entry of a Final Decree (I) Closing Certain of the Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 2259] (the “Final Decree”), thereby closing the chapter 11 cases for all of the Reorganized Debtors other than the chapter 11 case of Reorganized Debtor WeWork Inc. (such 516 closed chapter 11 cases, the “Affiliate Cases”). The chapter 11 case of WeWork Inc., *In re WeWork Inc.*, No. 23-19865 (JKS) (the “Remaining Case”) remains open. Pursuant to the Final Decree, all remaining matters,

¹ The last four digits of Reorganized Debtor WeWork Inc.’s tax identification number are 4904. A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Reorganized Debtor WeWork Inc.’s principal place of business is 71 5th Avenue, 2nd Floor, New York, NY 10003; the Reorganized 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 Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan.

including claims reconciliation with respect to claims against any Reorganized Debtor, shall be filed, administered, and adjudicated in the Remaining Case.

The Reorganized Debtor is filing this consolidated post-confirmation report (the “PCR”) for the period including June 1, 2024, through and including June 30, 2024 (the “Reporting Period”), pursuant to the Final Decree. The PCR was prepared solely for the purpose of complying with the quarterly reporting requirements established by the United States Trustee Program. The PCR should not be relied upon by any persons for any information concerning current or future financial conditions or events relating to the Reorganized Debtors or their estate or the future performance of any WeWork entity or affiliate.

The financial information contained in the PCR is preliminary, unaudited, limited in scope, and is not prepared in accordance with Generally Accepted Accounting Principles in the United States (“U.S. GAAP”) or in accordance with other applicable non-bankruptcy law. In preparing the PCR, the Reorganized Debtor relied on financial data from the Reorganized Debtors’ books and records as well as certain filings on the docket of the chapter 11 cases. Although the Reorganized Debtor undertook commercially reasonable efforts to ensure the accuracy and completeness of the PCR, inadvertent errors may exist. The Reorganized Debtor and its affiliates reserve all rights to amend or supplement the PCR in all respects, including in material respects, as may be necessary or appropriate. Nothing contained in the PCR shall constitute a waiver of any of the Reorganized Debtor’s or any of its affiliates’ rights or an admission of any kind.

Part 1: Summary of Post-Confirmation Transfers

Part 1(a): Total Cash Disbursements: Cash disbursements do not include intercompany transfers.

Part 1(b): Non-Cash Securities Transferred: Non-cash securities transfers reflect the implied equity value of New Interests in Reorganized WeWork at the Effective Date. The implied Equity Value for the Reorganized Debtors is between approximately \$665 million and approximately \$865 million (with the mid-point of such range being approximately \$765 million). *See* Docket No. 1818.

Part 1(c): Other Non-Cash Property Transferred: The Reorganized Debtors did not transfer any other non-cash property (e.g., real estate or personal property) during the Reporting Period.

Part 2: Pre-Confirmation Professional Fees and Expenses

Part 2(a-b): Professional Fees & Expenses (Bankruptcy & Non-Bankruptcy): Payments to professionals are made pursuant to various orders of the Court, including the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court* [Docket No. 340] and the *Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business* [Docket No. 342].

On the Effective Date, the Reorganized Debtors’ real estate consultant and advisor, Hilco Real Estate, LLC (“Hilco”), received payment of \$21,811,616 based on their invoices. The invoiced amount of \$21,811,616 included \$1,425,304 of prepetition fees earned on account of Debtor leases as well as an additional \$359,305 of prepetition fees earned on account of non-Debtor leases, resulting in an overpayment of \$1,784,609 to Hilco during the fee period of November 6, 2023, through June 11, 2024. In its final fee application, Hilco is seeking final allowance of compensation in the amount of \$20,027,007. *See* Docket No. 2257.

Part 2(c): All Professional Fees & Expenses (Debtor & Committees): Part 2(c) provides the total professional fees and expenses paid presented in Part 2(a) and Part 2(b), as well as professional fees and expenses paid for professionals employed by any official committee appointed by the U.S. Trustee.

Part 3: Recoveries of the Holders of Claims and Interests under Confirmed Plan

Total anticipated payments under the Plan are unknown at this time and will depend on, among other factors, continuing claims reconciliation efforts and the resultant final allowed amount of such claims. Accordingly, a figure of “\$0” has been entered in the PCR in the column “Total Anticipated Payments Under Plan,” although all distributions made during the Reporting Period and on a cumulative basis are listed in Part 3.

The claims reconciliation process is ongoing, and the total amount of allowed claims cannot be determined at this time. The PCR column “Allowed Claims” presents information regarding claims (i) that are allowed and not subject to further objection and (ii) as to which distributions were sent prior to the close of the Reporting Period. Claims that are currently disputed or have not yet been reconciled are not reflected in the PCR as “Allowed Claims” or otherwise, and therefore, the final Allowed Claims pool will likely be higher than reflected herein. As and when unreconciled claims become allowed, they will be added to the “Allowed Claims” total.

Part 3(a): Administrative Claims: Holders of Allowed Administrative Claims are entitled to receive payment in full in Cash. Payments of Allowed Administrative Claims during the Reporting Period primarily reflect lease cure costs, including post-petition rent payable and “stub” rent payable, and other non-lease cure costs.

Part 3(b): Secured Claims: Pursuant to the Plan, the DIP New Money Lenders received approximately 80% of the New Interests, while Holders of Drawn DIP TLC Claims (Class 3A), Prepetition LC Facility Claims (Class 4A), 1L Notes Claims (Class 4B), and 2L Notes Claims (Class 5), collectively received approximately 20% of the New Interests, each subject to dilution pursuant to the Plan and prior to giving effect to the DIP New Money Initial Commitment Premium and the Supplemental Distributions. As noted in Part 1(b), the midpoint of Reorganized WeWork’s estimated implied Equity Value is \$765 million.

Holders of DIP New Money Interim Facility Claims were repaid in full in cash in the amount of \$50.1 million, including paid-in-kind interest, on the Effective Date. Holders of Allowed Undrawn DIP TLC Claims (Class 3B) that were Excess DIP TLC Claims also received payment in full in Cash.

Holders of Allowed 3L Notes Claims are entitled to receive their share of the UCC Settlement Proceeds from the UCC Settlement Trust. No payments were made during the Reporting Period.

Part 3(c): Priority Claims: Holders of Allowed Other Priority Claims (Class 2) are entitled to receive payment in full in Cash. No payments were made during the Reporting Period.

Part 3(d): General Unsecured Claims: On the Effective Date, Holders of Allowed Unsecured Notes Claims (Class 7) that are Unsecured Notes Settlement Non-Participants received their Pro Rata share of the Unsecured Notes Pool of approximately \$0.468 million. On the Effective Date, the Unsecured Notes Settlement Participants received their Pro Rata share of the Unsecured Notes Settlement of \$7.5 million.

Holders of Allowed General Unsecured Claims (Class 8) are entitled to receive their share of the UCC Settlement Proceeds from the UCC Settlement Trust. No payments were made during the Reporting Period.

Part 3(e): Equity Interests: Holders of Parent Interests (Class 12) received no distributions under the Plan.

Part 4: Questionnaire

Part 4(a): Final Report: The Final Decree closing the Affiliate Cases was entered on July 30, 2024. The Remaining Case, *In re WeWork Inc.*, remains open, and no application for a final decree with respect to the Remaining Case has been filed.

Part 4(b): U.S. Trustee Fees: The Reorganized Debtors are current with quarterly U.S. Trustee Fees.

UNITED STATES BANKRUPTCY COURT

DISTRICT OF New Jersey

In re: WeWork Inc.

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Case No. 23-19865

Lead Case No. 23-19865

Debtor(s)

☒ Jointly Administered

Post-confirmation Report

Chapter 11

Quarter Ending Date: 06/30/2024

Petition Date: 11/06/2023

Plan Confirmed Date: 05/30/2024

Plan Effective Date: 06/11/2024

This Post-confirmation Report relates to: ☒ Reorganized Debtor

☐ Other Authorized Party or Entity:

Name of Authorized Party or Entity

/s/ Michael D. Sirota

Signature of Responsible Party

08/30/2024

Date

Michael D. Sirota

Printed Name of Responsible Party

Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name WeWork Inc.

Case No. 23-19865

Part 1: Summary of Post-confirmation Transfers

	Current Quarter	Total Since Effective Date
a. Total cash disbursements	\$260,397,352	\$260,397,352
b. Non-cash securities transferred	\$765,000,000	\$765,000,000
c. Other non-cash property transferred	\$0	\$0
d. Total transferred (a+b+c)	\$1,025,397,352	\$1,025,397,352

Part 2: Preconfirmation Professional Fees and Expenses

a.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (bankruptcy) incurred by or on behalf of the debtor	Aggregate Total	\$30,395,709	\$93,148,969	\$30,395,709	\$93,148,969
	Itemized Breakdown by Firm					
	Firm Name	Role				
i	Kirkland & Ellis LLP	Lead Counsel	\$4,884,947	\$36,282,232	\$4,884,947	\$36,282,232
ii	Province, LLC	Financial Professional	\$217,373	\$3,150,983	\$217,373	\$3,150,983
iii	Hilco Real Estate, LLC	Other	\$21,811,616	\$21,811,616	\$21,811,616	\$21,811,616
iv	Alvarez & Marsal North Ameri	Financial Professional	\$3,099,515	\$23,646,568	\$3,099,515	\$23,646,568
v	Munger, Tolles & Olson LLP	Special Counsel	\$382,258	\$4,202,533	\$382,258	\$4,202,533
vi	Epiq Corporate Restructuring L	Other	\$0	\$1,613,017	\$0	\$1,613,017
vii	Deloitte Tax LLP	Financial Professional	\$0	\$523,184	\$0	\$523,184
viii	PJT Partners	Financial Professional	\$0	\$865,092	\$0	\$865,092
ix	Cole Schotz P.C.	Local Counsel	\$0	\$1,053,744	\$0	\$1,053,744
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Debtor's Name WeWork Inc.

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b.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (nonbankruptcy) incurred by or on behalf of the debtor		\$296,740	\$1,404,074	\$296,740	\$1,404,074
	<i>Aggregate Total</i>					
	<i>Itemized Breakdown by Firm</i>					
	Firm Name	Role				
i	DLA Piper LLP (US)	Other	\$0	\$127,815	\$0	\$127,815
ii	Molinari Agostinelli	Other	\$0	\$41,881	\$0	\$41,881
iii	Smart & Biggar LLP	Other	\$2,617	\$4,451	\$2,617	\$4,451
iv	Debevoise & Plimpton LLP	Other	\$0	\$46,029	\$0	\$46,029
v	BDO USA, P.C.	Other	\$27,525	\$27,525	\$27,525	\$27,525
vi	Perkins Coie LLP	Other	\$2,542	\$13,798	\$2,542	\$13,798

vii	Gun Danismanlik Hizmetleri Ltd	Other	\$0	\$873	\$0	\$873
viii	Cywiak & Company LLP	Other	\$0	\$4,790	\$0	\$4,790
ix	Akerman LLP	Other	\$2,912	\$5,029	\$2,912	\$5,029
x	Axiom Global, Inc.	Other	\$55,260	\$141,333	\$55,260	\$141,333
xi	Pryor Cashman LLP	Other	\$0	\$152,528	\$0	\$152,528
xii	Matheson LLP	Other	\$0	\$1,726	\$0	\$1,726
xiii	Morgan, Lewis & Bockius LLP	Other	\$6,357	\$7,739	\$6,357	\$7,739
xiv	Mannheimer Swartling Advoka	Other	\$0	\$9,352	\$0	\$9,352
xv	Barreda Moller	Other	\$0	\$1,138	\$0	\$1,138
xvi	Karavas Kiely Schloss & Whitn	Other	\$0	\$375	\$0	\$375
xvii	Clintons	Other	\$6,378	\$23,641	\$6,378	\$23,641
xviii	Fross Zelnick Lehrman & Zissu	Other	\$90,000	\$438,792	\$90,000	\$438,792
xix	Grunecker Patent - Und Recht A	Other	\$75	\$1,705	\$75	\$1,705
xx	Richards, Layton & Finger, P.A	Other	\$0	\$18,042	\$0	\$18,042
xxi	Covington & Burling LLP	Other	\$0	\$29,167	\$0	\$29,167
xxii	Blake, Cassels & Graydon LLP	Other	\$3,250	\$15,460	\$3,250	\$15,460
xxiii	Maples and Calder (Cayman) L	Other	\$0	\$83,645	\$0	\$83,645
xxiv	Von Seidels Intellectual Propert	Other	\$108	\$203	\$108	\$203
xxv	Beijing Lexfield Law Offices	Other	\$437	\$7,149	\$437	\$7,149
xxvi	Herrick, Feinstein LLP	Other	\$0	\$462	\$0	\$462
xxvii	Saba & Co. Intellectual Property	Other	\$1,630	\$4,880	\$1,630	\$4,880
xxviii	Thompson Hine LLP	Other	\$10,387	\$34,286	\$10,387	\$34,286
xxix	Epstein Becker & Green, P.C.	Other	\$255	\$5,063	\$255	\$5,063
xxx	Fitch Law Partners LLP	Other	\$10,385	\$16,525	\$10,385	\$16,525
xxxi	Gowling WLG (Canada) LLP	Other	\$593	\$593	\$593	\$593
xxxii	Blank Rome LLP	Other	\$72,935	\$107,300	\$72,935	\$107,300
xxxiii	WeirFoulds LLP	Other	\$380	\$380	\$380	\$380
xxxiv	Inventure IP	Other	\$1,602	\$8,748	\$1,602	\$8,748
xxxv	Spheriens	Other	\$1,112	\$3,879	\$1,112	\$3,879
xxxvi	Shook, Hardy & Bacon LLP	Other	\$0	\$4,007	\$0	\$4,007
xxxvii	Buchanan Ingersoll & Rooney,	Other	\$0	\$13,765	\$0	\$13,765
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Debtor's Name WeWork Inc.

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Debtor's Name WeWork Inc.

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c.	All professional fees and expenses (debtor & committees)			\$37,716,221	\$114,230,723	\$37,716,221	\$114,230,723

Part 3: Recoveries of the Holders of Claims and Interests under Confirmed Plan

	Total Anticipated Payments Under Plan	Paid Current Quarter	Paid Cumulative	Allowed Claims	% Paid of Allowed Claims
a. Administrative claims	\$0	\$35,029,697	\$35,029,697	\$35,029,697	100%
b. Secured claims	\$0	\$815,725,390	\$815,725,390	\$815,725,390	100%
c. Priority claims	\$0	\$0	\$0	\$0	0%
d. General unsecured claims	\$0	\$7,968,588	\$7,968,588	\$7,968,588	100%
e. Equity interests	\$0	\$0	\$0		

Part 4: Questionnaire

a. Is this a final report? Yes ☐ No ☒

If yes, give date Final Decree was entered:

If no, give date when the application for Final Decree is anticipated: 07/30/2024

b. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

Debtor's Name WeWork Inc.

Case No. 23-19865

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information and provision of this information is mandatory. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6) and to otherwise evaluate whether a reorganized chapter 11 debtor is performing as anticipated under a confirmed plan. Disclosure of this information may be to a bankruptcy trustee when the information is needed to perform the trustee's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case, or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Post-confirmation Report and its attachments, if any, are true and correct and that I have been authorized to sign this report.

/s/ Brian Fage

Signature of Responsible Party

VP, Global Controller

Title

Brian Fage

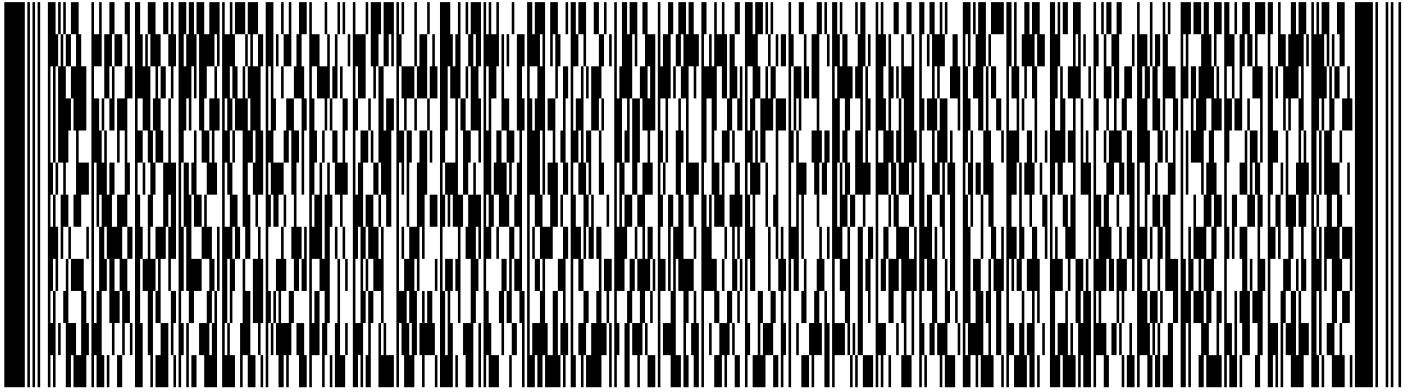
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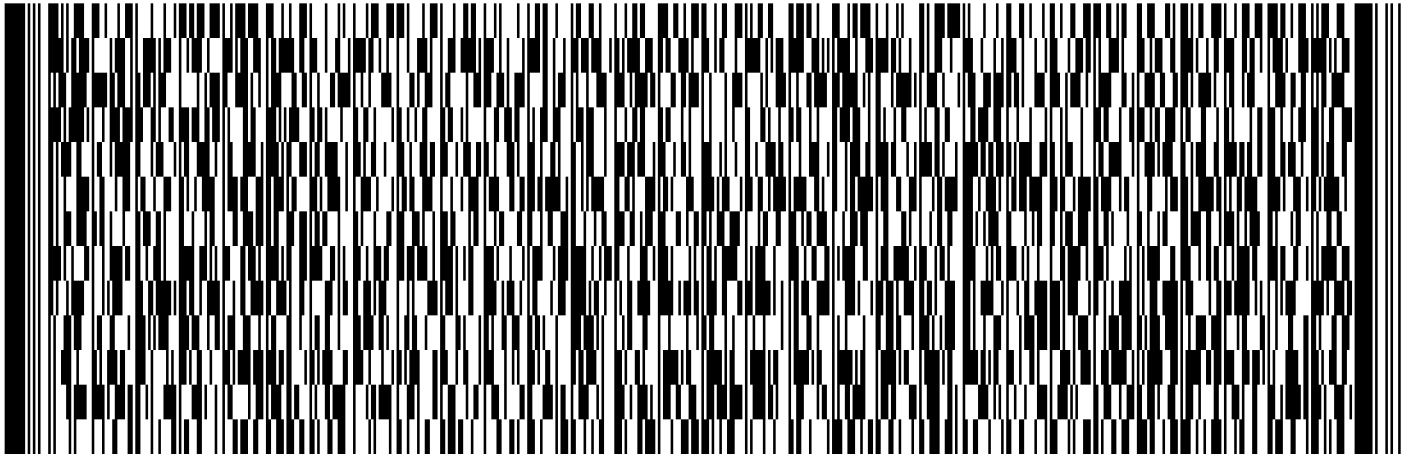
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Debtor's Name WeWork Inc.

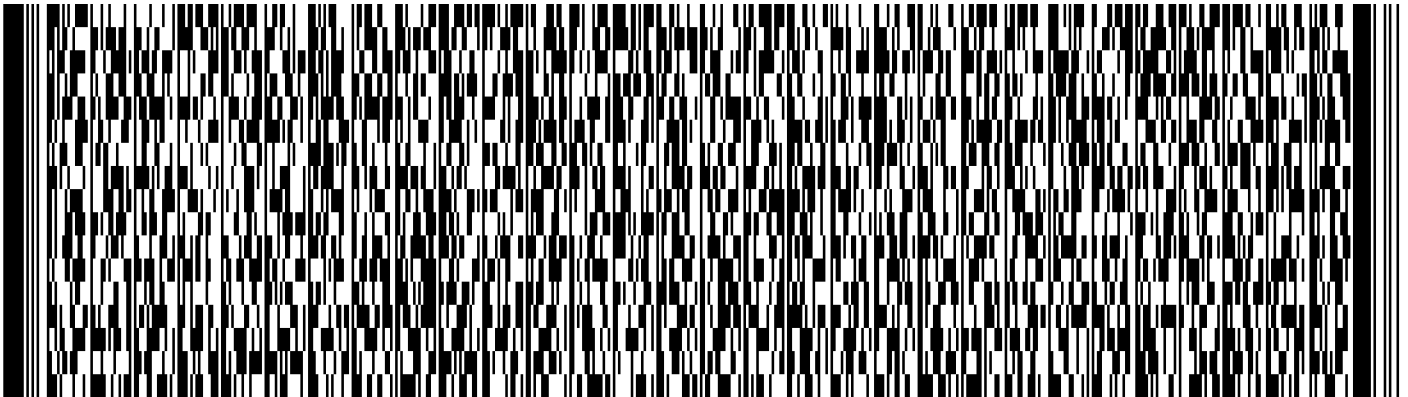
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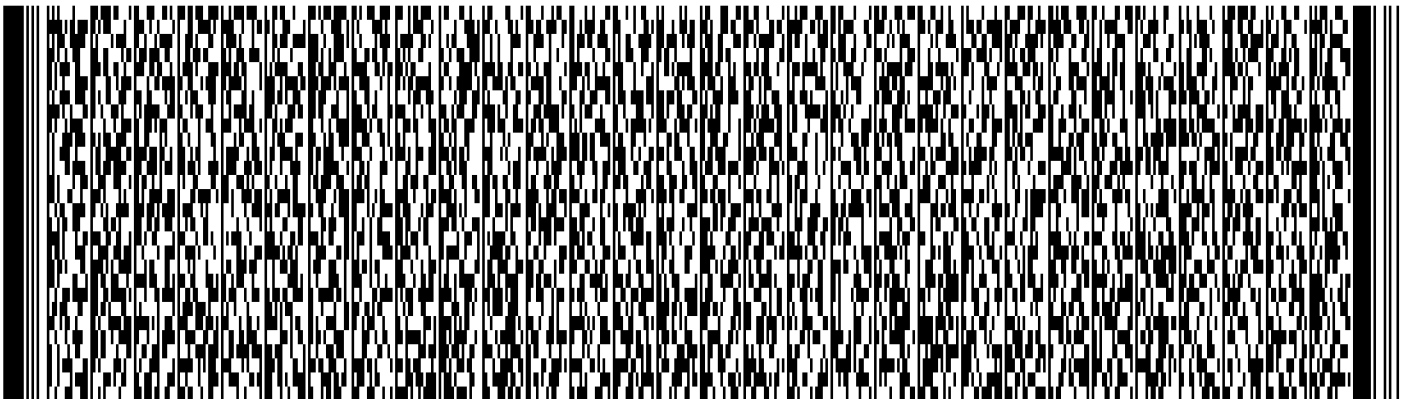
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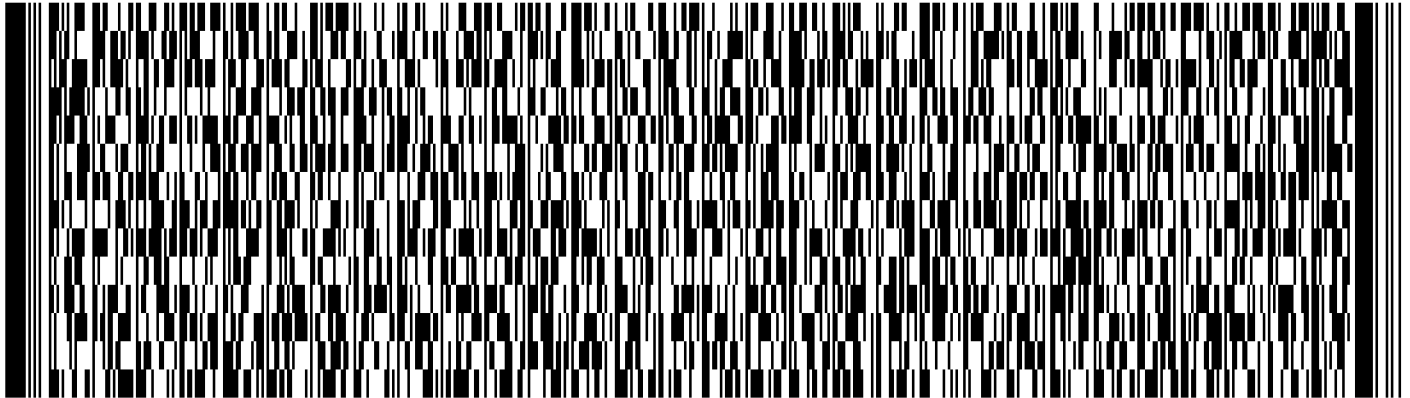
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Bankruptcy Table 1-50

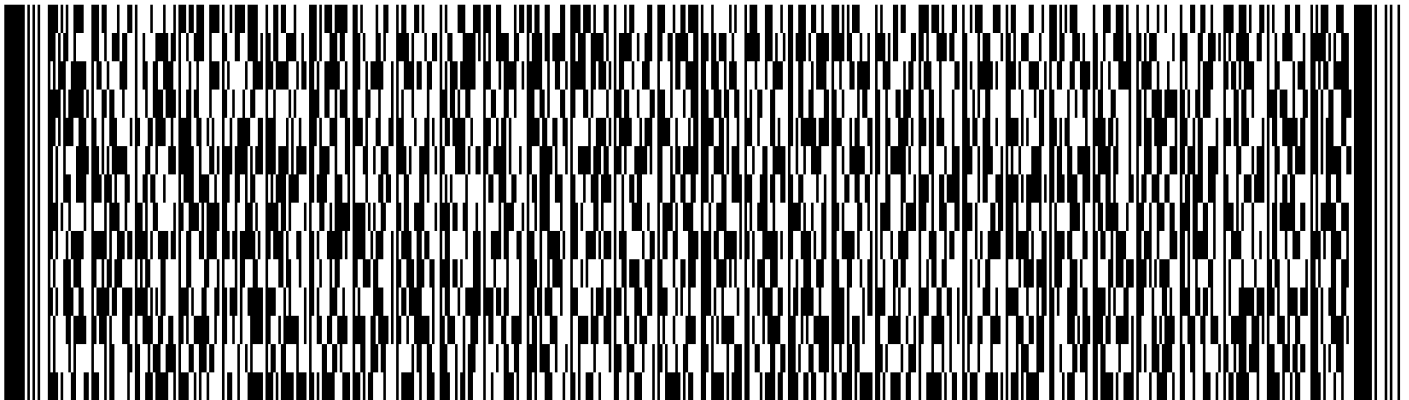
Debtor's Name WeWork Inc.

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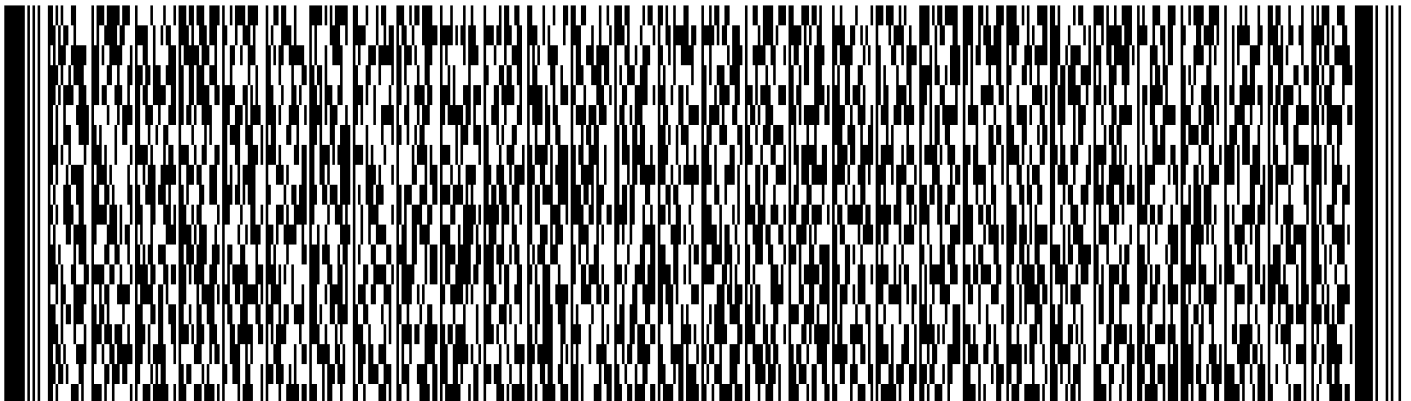


Bankruptcy Table 51-100

Non-Bankruptcy Table 1-50



Non-Bankruptcy Table 51-100



Part 3, Part 4, Last Page