

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

In re:

BLINK HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11686 (JKS)

(Jointly Administered)

Ref. Docket No. 158

**Obj. Deadline: October 8, 2024 at 4:00
p.m. (ET)**

**DECLARATION OF DISINTERESTEDNESS OF DLA PIPER LLP (US)
PURSUANT TO THE ORDER (I) AUTHORIZING THE DEBTORS
TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

I, Keith W. Medansky, declare under penalty of perjury:

1. I am a Partner in DLA Piper LLP (US) ("DLA Piper"), in its location at 444 West Lake Street, Suite 900, Chicago, Illinois 60606.

2. Blink Holdings, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), have requested that DLA Piper provide intellectual property legal advice to the Debtors, including, but not limited to, maintaining the Debtors' trademark portfolio, and DLA Piper has consented to provide such services.

3. DLA Piper may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to the Chapter 11 Cases for parties in interest in the Chapter 11 Cases. DLA Piper, however, does not perform services for

¹ The last four digits of Blink Holdings, Inc.'s federal tax identification number are 6354. The mailing address for Blink Holdings, Inc. is 45 West 45th Street, 10th Floor, New York, New York 10036. Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the undersigned counsel for the Debtors.

any such party in connection with the Chapter 11 Cases, or have any relationship with any such party, their attorneys, or accountants which would be adverse to the Debtors or their estates.

4. As part of its customary practice, DLA Piper is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in the Chapter 11 Cases.

5. Neither I nor any principal, partner, director, officer of, or professional employed by, DLA Piper 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 principal and regular employees of DLA Piper.

6. Neither I nor any principal, partner, director, officer, of, or professional employed by, DLA Piper, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which DLA Piper is to be employed.

7. DLA Piper's current customary hourly rates, subject to change from time to time, are: Partner \$1,395.00; Of Counsel \$1,295.00; attorney \$770.00; and paralegal \$500.00. In the normal course of business, DLA Piper revises its regular hourly rates and advises, effective January 1st of each year, the aforementioned rates will be revised to the regular hourly rates which will be in effect at that time.

8. The Debtors owe DLA Piper \$2,344.80 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. DLA Piper agrees to waive any prepetition claims against the Debtors' estates.

9. As of the Petition Date, which was the date on which the Debtors commenced the Chapter 11 Cases, DLA Piper was not party to an agreement for indemnification with certain of the Debtors.

10. DLA Piper has compared the Interested Parties List provided by the Debtors, attached hereto as **Schedule 1**, against DLA Piper's client list. Attached hereto as **Schedule 2** is the list of Interested Parties who are DLA Piper clients in matters unrelated to these Chapter 11 Cases. DLA Piper has conducted inquiries regarding its retention by any creditors of the Debtors and has concluded it has not been retained to represent any creditors or other parties in connection with these Chapter 11 Cases. DLA Piper will conduct further inquiries which upon conclusion of such inquiries, or at any time during the period of its employment, if DLA Piper should discover any facts bearing on the matters described herein, DLA Piper will supplement the information contained in this Declaration.

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

Date: September 24, 2024

/s/ Keith W. Medansky
Keith W. Medansky

SCHEDULE 1

Interested Parties List

Blink Holdings, Inc.

Potential Parties in Interest

Debtors

692 Broadway Fitness Club, Inc.
Bergen Town Center Fitness Club, Inc
Blink Holdings II, Inc.
Blink Holdings, Inc.
Cross County Fitness Club, Inc.
Blink Broadway Marketplace, Inc.
Blink Metropolitan Avenue, Inc.
Blink Webster Avenue, Inc. (f/k/a Blink
Boston Post Road. Inc.)
Blink Selden, Inc.
Blink Melville, Inc.
Blink Nostrand Avenue, Inc.
Blink St. Ann's Avenue, Inc.
Blink 125th Street, Inc.
Blink Jamaica Avenue, Inc.
Blink West Islip, Inc.
Blink 600 Third Avenue, Inc.
Blink White Plains, Inc.
Blink 98th Street, Inc. (f/k/a Blink 25
Broadway, Inc.)
Blink Southern Boulevard, Inc.
Blink Islandia, Inc.
Blink 833 Flatbush, Inc.
Blink Irvington Inc.
Blink Lodi, Inc.
Blink Amboy Road Inc. (f/k/a Blink 1239
Fulton, Inc.)
Blink Brentwood, Inc.
Blink Concourse Holdings, Inc.
Blink 2374 Grand Concourse, Inc.
Blink 116th Street, Inc.
Blink Utica Avenue, Inc.
Blink Myrtle Avenue, Inc. (f/k/a Blink 3780
Broadway, Inc.)
Blink Baldwin, Inc.
Blink 88th Street, Inc. (f/k/a Blink Hylan
Blvd., Inc.)
Blink Eighth Avenue, Inc.
Blink Steinway Street, Inc.
Blink Parsippany, Inc.
Blink Journal Square, Inc.

Blink Gates, Inc.
Blink 78-14 Roosevelt, Inc.
Blink 3779 Nostrand, Inc.
Blink West 31st Street, Inc.
Blink Williamsbridge, Inc.
Blink 16th Street, Inc.
Blink Union, Inc.
Blink 1065 6th Avenue, Inc.
Blink Macombs Road, Inc.
Blink Fulton Street, Inc.
Blink Clifton, Inc.
Blink Atlantic Avenue, Inc.
Blink Linden, Inc.
Blink Nassau Street, Inc.
Blink Flatlands Avenue, Inc.
Blink Valley Stream, Inc.
Blink Riverdale, Inc.
Blink Fitness Franchising, Inc.
Blink Liberty Avenue, Inc.
Blink Hicksville, Inc.
Blink East 54th Street, Inc.
Blink West 8th Street, Inc.
Blink 108-14 Roosevelt, Inc.
Blink 56-02 Roosevelt, Inc.
Blink 125 Park, Inc.
Blink Knickerbocker, Inc.
Blink Fourth Avenue, Inc.
Blink East Orange, Inc. (f/k/a Blink
Belleville, Inc.)
Blink South Orange, Inc.
Blink 2883 3rd Avenue, Inc.
Blink Avenue A, Inc.
Blink East Tremont Avenue, Inc.
Blink 287 Broadway, Inc.
Blink Passaic, Inc.
Blink Willingboro, Inc.
Blink Perth Amboy, Inc.
Blink Plainfield, Inc.
Blink Sunset Park, Inc.
Blink Wissinoming, Inc.
Blink Farmers Boulevard Inc.
Blink Frankford Avenue, Inc.

Blink Whitman, Inc.
 Blink Pacific Boulevard, Inc.
 Blink Normandie Avenue, Inc.
 Blink Newark, Inc.
 Blink Hawthorne, Inc.
 Blink Brookhurst, Inc.
 Blink 69th Street Inc.
 Blink Jerome Avenue, Inc.
 Blink 18th Avenue, Inc.
 Blink Nutley, Inc.
 Blink 229 E. Foothill Boulevard, Inc.
 Blink 130 W.G. Street, Inc.
 Blink 9901 S. Alameda, Inc.
 Blink Compton & Central Avenue, Inc.
 Blink Diversey, Inc.
 Blink Braddock Avenue Inc.
 Blink 2862 Fulton Street, Inc.
 Blink Georgetown Inc.
 Blink 1060 W Alameda, Inc.
 Blink 101 W 87th Street, Inc.
 Blink Courtesy Plaza Inc.
 Blink Ridgeland Ave, Inc.
 Blink Ashland Avenue, Inc.
 Blink Stonebrook, Inc.
 Blink SER Portfolio, Inc.
 Blink Dallas, Inc.
 Blink 1134 Fulton, Inc.
 Blink 2465 Jerome Inc.
 Blink 16123 Bellflower Blvd., Inc.
 Blink 79th Holdings Inc.
 Blink Fitness Rialto Inc.
 Blink Beach Street, Inc.
 Blink NRH, Inc.
 Blink Keller, Inc.
 Blink Bedford, Inc.
 Blink Belleville Inc.
 Blink 97-01 Northern Blvd., Inc.
 Blink Miramar Parkway Inc.
 Blink 886 Broadway, Inc.
 Blink Commercial Boulevard, Inc.
 Blink Long Point, Inc.
 Blink Westchase Inc.
 Blink 19500 Plummer, Inc.
 Blink Kenwood, Inc.
 Blink Airline Drive, Inc.
 Blink Richmond Road, Inc.

Blink 8201 Broadway, Inc.
 Blink Abrams Road Inc.
 Blink Kendall Market Place Inc.
 Blink Deerwood Inc.
 Blink 2192 Texas Parkway, Inc.
 Blink Atlantic Avenue LB, Inc.
 Blink 12201 Victory Blvd, Inc.
 Blink Ashland Inc.
 Blink KWT Holdco LLC
 Blink Gage Park LLC
 Blink North Riverside LLC
 Blink Company Intermediate Holdco, Inc.
 Blink Paterson, Inc.
 Blink North 10th Street Corp.
 Blink Highway 249, Inc.
 Blink Bissonnet, Inc.

Current and Recent Directors and Officers

Manny Pearlman
 Harvey Spevak
 Jeffery M. Weinhaus
 David Phillipps
 Guy Harkless
 Lauren Wood
 Ben Balick
 Emily Childs

Material (5% or Greater) Shareholders

Blink Intermediate Holdings II, LLC

Debtors' Professionals

Young Conaway Stargatt & Taylor, LLP
 Portage Point Partners LLC
 Moelis & Company LLC
 Epiq Systems, Inc.
 FTI Consulting, Inc.

Secured Creditors

Varagon Capital Partners Agent, LLC
 The Variable Annuity Life Insurance Company
 National Union Fire Insurance Company
 Life Insurance Company of the Southwest
 US MML Portfolio V of Global Investment Fund I

Viva I Funding, LLC
 John Hancock Life Insurance Company
 (U.S.A.)
 Manulife SDF SPV-OH, LLC
 AB Private Credit Investors Corporations
 AB Private Investors Middle Market Direct
 Lending Fund, SICAV-SIF S.C.SP. – First
 Compartment
 ABPCI Direct Lending Fund CLO I LTD
 ABPCI Direct Lending Fund CLO II LTD
 ABPCI Direct Lending Fund CLO III LTD
 ABPCI Direct Lending Fund CLO V LTD
 ABPCI Direct Lending Fund CLO VI LTD
 ABPCI Direct Lending Fund CLO VII LP
 ABPCI Direct Lending Fund CLO VIII LTD
 ABPCI II Direct Lending Funding III LP
 Addington Square Funding III, L.P.
 Addington Square Private Credit Fund
 (AIV), L.P.
 Addington Square Private Credit Fund, L.P.
 Equitable Financial Life Insurance Company
 Monroe Capital MML CLO IX, LTD.
 Monroe Capital MML CLO VIII, LTD.
 Monroe Capital MML CLO 2017-1, LTD.
 Monroe Capital MML CLO VI, LTD.

Top Unsecured Creditors

Johnson Health Tech NA, Inc.
 ServiceChannel.com, Inc.
 A&G Realty Partners, LLC
 Meta Platforms, Inc.
 Google LLC
 Eurpac Service Incorporated
 Motionsoft, Inc.
 Stella Rising Inc.
 Good Earth Distribution, LLC
 Avenue Code, LLC
 Recycle Track Systems Inc.
 ILEGRA CORPORATION
 Three Pillar Global, Inc.
 Vericom Group, LLC
 Cro Metrics
 Chameleon Collective Inc.
 TD Equipment Finance, Inc.
 Onix Networking Corp.

Material Vendors

Equinox Holding, Inc.
 ServiceChannel.com, Inc
 Enel X North America, Inc.
 Meta Platforms, Inc.
 Good Earth Distribution, LLC
 Google LLC
 Motionsoft, Inc.
 Eurpac Service Incorporated
 Avenue Code, LLC
 Vericom Group, LLC
 Johnson Health Tech NA, Inc.
 American Express
 Eastern Funding LLC
 Women's Marketing Inc
 TD Equipment Finance, Inc
 Chameleon Collective Inc
 A&G Realty Partners, LLC
 Kora Rae Clothing LLC dba/EVR Brands
 Three Pillar Global, Inc.
 Pepsi Cola Bottling Company of New York
 UtiliSave, LLC
 Recycle Track Systems Inc
 5 Boro Laundry Inc.
 Amazon Web Services, Inc.
 Banko, Inc.
 ILEGRA CORPORATION
 Legion Technologies Inc.
 Citizens Asset Finance, Inc.
 First Advantage Background Services Corp.
 Cro Metrics
 Insider Services Us LLC
 ABC Fitness Solutions, LLC
 SMS Assist, L.L.C.
 Modern Executive Solutions LLC
 Onix Networking Corp
 Elephant Ventures, LLC
 Iron Grip Barbell Company

Landlords

H Street Building Corporation
 Brooks Shopping Centers LLC
 UE Bergen Mall Owner LLC
 GWB Acquisition LLC

PPC Commercial LLC	Goron Properties, Inc.
2146 Nostrand Avenue Associates, LLC	XL - Real Property Management LLC
Broadhollow/Pinelawn CW NF, LLC	108-18 LLC
Jackson Joy Retail Master, LLC	SJU Holdings
SOL Goldman Investments, LLC	2883 Third Avenue Realty Associates LP
301-303 West 125 LLC	Southern Blvd Development LLC
Third Avenue Tower Owner, LLC	302 Broadway LLC
Islandia SC I, LLC	645 East Tremont, LLC
Flatbush Retail Associates, LLC	Paramount Property Management, Inc.
Hamilton, Kane, Martin Enterprises, Inc.	663 Main Master Tenant LLC
480 Suffolk Avenue, LLC	5111 4th Avenue Equity Holdings LLC
WP Galleria Realty LP	WB Rancocas Holdings, LLC
Jeffrey Management Corp.	134-140 Smith LLC
West 116 Owners Retail, LLC	MBB Realty Limited Partnership
250 Utica Owners LLC	Philadelphia Harbison LP
EIB Grand Concourse LLC	South-Whit Shopping Center Associates LP
Chelsea W26, LLC	Pacific Blvd Holdings 26 LLC
UE Lodi Delaware LLC	582 Central LLC
Mehran Property Management, Ltd.	Plainfield Realty, LLC
Salman Capital LLC	130-20 Farmers LLC
Brixmor Morris Hills LLC	1421 Webster Avenue LLC
Nostrand Property Owner LLC	15501 Gardena, LLC
Gates Avenue Properties LLC	2 Ferry LLC
78-14 Roosevelt LLC	Bermuda Realty LLC
VBGO Penn Plaza, LLC	PK II Brookhurst Center LP
Grand Baldwin Associates	The Theater Building Enterprise, LLC
3572 WPR LLC	Fordec Realty Corp
5 Bryant Park Sub REIT, L.P.	M.C.P. Associates, L.P.
1413 Fulton Management LLC	Rancho Marketplace Gateway, LLC
Madina Eco Friendly, Inc.	Derp Associates LLC
DDR Southeast Union, LLC	Hauppauge Properties LLC
Boerum Place LLC	Primestor Jordan Downs
Levin Management Corp.	GRI-Regency, LLC
Linden Commons & Development, LLC	FW IL-Riverside/Rivers Edge, LLC
Sun Valley Towers, LLC	Porter Avenue Holdings LLC
Ann/Nassau Realty, LLC	Reliable Properties
Florence Polizzotto	Oak Lawn Joint Venture I, L.L.C.
Regency Centers, L.P.	Whitestone REIT
East 54th Street Partners LLC	7901 Midcities LLC
JTRE 240 East 54th Street LLC	Matrix Commercial Group LLC
Liberty Square in Ozone Park LLC	Beach Street Market LLC
2857 West 8th Street Developers LLC	Matlock Green Holdings LLC
KRE Broadway Owner LLC	Miramar Plaza Partners, LLC
125 Park Owner LLC	HCL Long Point LLC
399 Knickerbocker LLC	JBL Market at Westchase LLC
GNDP Holdings LLC	Brixmor Holdings 12 SPE LLC

Aldi Inc.
 Viacom ATV Inc.
 386 Park South LLC
 Sterling Value Add Investments
 TCB-Stonebrook, LLC
 Township of Nutley
 4704 Airline Drive Partners LLC
 NR Park Associates, LLC
 Islandia SC Holdings LLC
 Darvish Investment Group, LLC
 New Gold Equities
 2374 GC LLC
 KRE Bklyner 1134 Fulton LLC
 Raha Property Holdings, LLC
 Paramount Global
 Sterling Ashland LLC
 692 Broadway Propco LLC
 Chicago, IL 4644-4658 S Drexel LLC
 2192 Texas Parkway Partners LLC
 Johnson Health Tech NA, Inc.
 Ohashi & Horn LLP
 K/BTF Broadway LLC
 886 Broadway LLC

Banks

J.P. Morgan Chase Bank, N.A.
 First Citizens Bank, N.A.
 Citizens Bank, N.A.
 Bank of America, N.A.

Insurance Carriers

Federal Insurance Company
 Berkshire Hathaway Specialty Insurance Company
 Markel Insurance Company
 ACE American Insurance Company
 Endurance American Insurance Company
 Berkley Insurance Company
 Federal Insurance Company
 Hudson Insurance Company
 Endurance Assurance Corporation
 Magna Carta Insurance, LTD.
 Zurich American Insurance Company
 AXIS Insurance Company
 Greenwich Insurance Company
 Beazley Insurance Company, Inc.
 Affiliated FM Insurance Company

Lloyd's of London Syndicates
 Homesite Insurance Company
 Markel Insurance Company
 National Casualty Company
 Allied World Assurance Company (U.S.), Inc.
 Allied World Assurance Company, Ltd.
 Navigators Insurance Company
 XL Insurance America, Inc.
 XL Bermuda Ltd.
 Markel American Insurance Company
 Markel Bermuda Limited
 The Ohio Casualty Insurance Company
 National Union Fire Insurance Company of
 Pittsburgh Pa.
 American International Reinsurance Company,
 Ltd.
 Steadfast Insurance Company
 General Security Indemnity Company of
 Arizona
 Trisura Specialty Insurance Company

Material Contract Counterparties

3WB Mason Company Inc.
 5 Boro Laundry Inc.
 A&G Realty Partners LLC
 Ab Coaster LLC
 ABC Financial Services, LLC
 ADT LLC
 AFIAA 45 West 45Th Street, LLC
 Allpoints Public Relations LLC
 Alshaya International LLC
 Amazon Fulfillment Services
 Amazon.Com Inc.
 American Society of Composers Authors &
 Publishers
 American Specialty Health Fitness, Inc.
 Analogfolk LLC
 Artisan Colour, Inc.
 Ascend Network Solutions LLC
 ASI Signage Innovations
 Bamko, LLC
 Betterworks Systems, Inc.
 Bigart Ecosystems LLC
 Brand Amp, LLC
 Buxton Company LLC
 Casiana Fitness VB1, LLC

Chameleon Collective Inc
CINTAS Corporation No.2
ClassPass Inc.
ClubCom LLC
Commercial Lighting Industries, Inc.
Concur Technologies, Inc.
Constellation Navigator, LLC
Corporate Synergies Group, LLC
Creative Materials Corp.
David Energy Supply, LLC
Dialog Social Inc.
DLA Piper LLP
The Dot Net Factory, LLC
Dragon Door Publications
Eclipse Capital LLC
Ecore International
Elephant Ventures, LLC
Enel X Advisory Services USA LLC
ENGIE Resources LLC
Epsilon Data Management, LLC
Equinox Group, LLC
Equinox Holdings
Equinox Holdings, Inc.
EQX KWT Holdco, LLC
Factory 77 Inc.
Ferguson Enterprises, Inc.
First Advantage
First Advantage Enterprise Screening Corporation
Fitness 2000
Fitness 2000-Bedford
Fitness On Demand
FloWater, Inc.
Gaiam Americas Inc.
Glassdoor, Inc.
Global Affiliates Inc
GoodEarth Distribution, LLC
Group FX
GS FIT IL-1, LLC
GS FIT MI-1, LLC
Gym Source USA, LLC
Gympass US LLC
Heart & Hustle Productions, LLC
HP Inc.
Hyperice, Inc.
Impact Specialties
Insider Services US LLC
Iron Grip Barbell Company
Jackson Lewis P.C.
Johnson Health Tech NA
Johnson Health Tech North America, Inc.
Katten Muchin Rosenman LLP
KRG Enterprise, Inc.
Legion Technologies, Inc.
Les Mills United States Trading, Inc.
Life Fitness
Lincoln Waste Solutions, LLC
LinkedIn Corporation
List Industries Inc.
Listrak Inc.
Mannington Commercial
Marcum Technology LLC
Mass Movement, Inc.
MFAC, LLC
M.H Alshaya Co. WLL
Monotype Imaging Inc.
Motionsoft Inc.
MOURI Tech, LLC
Movable, Inc.
Muzak LLC
Navitas Credit Corp.
NESCTC Security Agency, LLC
Okta, Inc.
Optimizely, Inc.
OptumHealth Care Solutions, LLC
Oracle America, Inc.
Panos Fitness LLC
Panos Fitness of Greece LLC
Panos Fitness of Onondaga LLC
Panos, Dean
Paris Equipment Manufacturing Ltd.
Pear Sports LLC
Pepsi-Cola Advertising and Marketing, Inc.
Platinum Gym One, Inc.
Platinum Gym Two, Inc.
Precor Incorporated
Recycle Track Systems, Inc.
Resolver Inc.
Return Path, Inc.
SC KWT Holdco, LLC
Service Management Group Inc.
ServiceChannel.com Inc.

SESAC LLC
Shapu LLC
SMS Assist, L.L.C.
Steifman LLP
Studio Sweat, LLC
Sun Basket, Inc.
TOPCAST Networks, LLC
Touchland LLC
Uterior Motives International, LLC
The Ultimate Software Group Inc.
UtiliSave, LLC
Validity, Inc.
Varagon Capital Partners Agent LLC
Th eVericom Group, LLC
Welld Health, LLC
Where 2 Get It, Inc.
World Energy Solutions, Inc.
Yext, Inc.
Young Conaway Stargatt & Taylor LLP
Zeroin Media, Inc.
Zimmerman Reed, LLP

Litigation Parties

Quintin Wilkerson
Jasmin Limon
Jason Kortbawi
Gregory Rhys
Darshawn Amerson
Aurora Alcantara
Elvin Brogsdale
Vivian Deras
Ricardo Duncan
Raquel Torres
Juana Gonzalez
Christal Lewis
Herve Loristin
Shokanni McKen
Ruben Napoles
Tracey Nelson
Hernan Ortiz
Baljinder Singh
Sigrid Sutter
Ishrat Usman
Marlon Williams
Paulina Wolinska
Brixmor SPE 6 LLC

DT Route 22 Retail, LLC
MBB Realty Limited Partnership
Levin Properties, L.P.

Taxing and Regulatory Authorities

ALIEF I.S.D
Ann Harris Bennett, Tax Assessor Collector
City of Newark-Payroll Tax
Los Angeles County Tax Collector
SBC Tax Collector
Spring Branch ISD, Tax Assessor
NYS Department of Taxation and Finance
Florida Department of Revenue
Illinois Department of Revenue
State of NJ - Department of the Treasury -
Division of Taxation
Texas Comptroller of Public Accounts
California Franchise Tax Board
Philadelphia Department of Revenue

Delaware Bankruptcy Judges

Dorsey, John T.
Goldblatt, Craig T.
Horan, Thomas M.
Owens, Karen B.
Shannon, Brendan L.
Silverstein, Laurie Selber
Stickles, J. Kate
Walrath, Mary F.

Office of the United States Trustee

Benjamin Hackman
Christine Green
Diane Giordano
Dion Wynn
Edith A. Serrano
Elizabeth Thomas
Fang Bu
Hannah M. McCollum
Hawa Konde
Holly Dice
James R. O'Malley
Jane Leamy
Jonathon Lipshie
Jonathon Nyaku
Joseph Cudia

Joseph McMahon
Lauren Attix
Linda Casey
Linda Richenderfer
Malcolm M. Bates
Michael Girello
Nyanqoui Jones
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch
Timothy J. Fox, Jr.

Noteholders

Equinox Group, LLC

Ordinary Course Professionals

Blank Rome, LLP
Paul Hastings, LLP
KPMG, LLP
LaRocca, Hornik, Greenberg, Kittredge,
Carlin & McParland LLP
Gordon Rees Scully Mansukhani, LLP
Madeline Schwarz LLC
Willis (Bermuda) Ltd.
Vcorp Services, LLC

SCHEDULE 2

Interested Parties / DLA Piper Client List

**Interested Parties that Currently Employ or Have Formerly
Employed DLA Piper LLP (US) in Matters Unrelated to
Debtors or the Chapter 11 Cases**

Party Name¹	Relationship to Debtors²	Relationship to DLA³
Blink Holdings II, Inc.	Debtors	Affiliate of current clients in this Chapter 11 Case.
Blink Holdings, Inc.	Debtors	Current client and affiliate of current clients in this Chapter 11 Case.
Moelis & Company LLC	Debtors' Professionals	Current and former client on matters unrelated to the Debtors or this Chapter 11 Case.
Epiq Systems, Inc.	Debtors' Professionals	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
FTI Consulting, Inc.	Debtors' Professionals	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
The Variable Annuity Life Insurance Company	Secured Creditors	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
National Union Fire Insurance Company	Secured Creditors	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Life Insurance Company of the Southwest	Secured Creditors	Current client on matters unrelated to the Debtors or this Chapter 11 Case.

¹ Where a party and the Debtors maintain multiple relationships, the Debtors listed such parties under each applicable category on the Debtors' Interested Parties List. Where numerous affiliated entities appeared in the Debtors' Interested Parties List, DLA Piper performed conflicts searches for all such entities, yet herein list only the most generic and generally applicable name for such affiliated entities.

² This column lists the relationship(s) between the party and the Debtors as reported on the Debtors' Interested Parties List.

³ A "current client" is an entity for which DLA Piper is presently engaged; a "former client" is an entity for which there were no active matters as of the date hereof, but there may in the future be active matters. Use of the word "potential" before such designations signifies entities for which DLA was unable to determine whether any similarities of names were a coincidence or whether the party in interest is related to a client in DLA's databases. DLA does not represent any "potential" clients in matters related to the Debtors or these Chapter 11 Cases. The identification of a party in interest herein is not an admission of a conflict, disabling or otherwise.

John Hancock Life Insurance Company (U.S.A.)	Secured Creditors	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Manulife SDF SPV-OH, LLC	Secured Creditors	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
AB Private Credit Investors Corporations	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
AB Private Investors Middle Market Direct Lending Fund, SICAV-SIF S.C.SP. –First Compartment	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABPCI Direct Lending Fund CLO I LTD	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABPCI Direct Lending Fund CLO II LTD	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABPCI Direct Lending Fund CLO III LTD	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABPCI Direct Lending Fund CLO V LTD	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABPCI Direct Lending Fund CLO VI LTD	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABPCI Direct Lending Fund CLO VII LP	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABPCI Direct Lending Fund CLO VIII LTD	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABPCI II Direct Lending Funding III LP	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Addington Square Funding III, L.P.	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.

Addington Square Private Credit Fund (AIV), L.P.	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Addington Square Private Credit Fund, L.P.	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Equitable Financial Life Insurance Company	Secured Creditors	Current client on matters unrelated to the Debtors or this Chapter 11 Case.
Monroe Capital MML CLO IX, LTD.	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Monroe Capital MML CLO VIII, LTD.	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Monroe Capital MML CLO 2017-1, LTD.	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Monroe Capital MML CLO VI, LTD.	Secured Creditors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ServiceChannel.com, Inc.	Top Unsecured Creditors	Former client and affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Avenue Code, LLC	Top Unsecured Creditors	Current client on matters unrelated to the Debtors or this Chapter 11 Case.
TD Equipment Finance, Inc.	Top Unsecured Creditors	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Equinox Holdings, Inc.	Material Vendors	Current client and affiliate of current clients in this Chapter 11 Case.
Enel X North America, Inc.	Material Vendors	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
American Express	Material Vendors	Current and former client on matters unrelated to the Debtors or this Chapter 11 Case.
Pepsi Cola Bottling Company of New York	Material Vendors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.

Amazon Web Services, Inc.	Material Vendors	Current and former client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
Citizens Asset Finance, Inc.	Material Vendors	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
ABC Fitness Solutions, LLC	Material Vendors	Current on matters unrelated to the Debtors or this Chapter 11 Case.
H Street Building Corporation	Landlords	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
78-14 Roosevelt LLC	Landlords	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Aldi Inc.	Landlords	Current and former client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Viacom ATV Inc.	Landlords	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Paramount Global	Landlords	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
J.P. Morgan Chase Bank, N.A.	Banks	Current and former client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
First Citizens Bank, N.A.	Banks	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Citizens Bank, N.A.	Banks	Current client on matters unrelated to the Debtors or this Chapter 11 Case.
Bank of America, N.A.	Banks	Current and former client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.

Federal Insurance Company	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Berkshire Hathaway Specialty Insurance Company	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Markel Insurance Company	Insurance Carriers	Current client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
ACE American Insurance Company	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Endurance American Insurance Company	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Berkley Insurance Company	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Hudson Insurance Company	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Endurance Assurance Corporation	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Zurich American Insurance Company	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
AXIS Insurance Company	Insurance Carriers	Current client and affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Beazley Insurance Company, Inc.	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Affiliated FM Insurance Company	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Lloyd's of London Syndicates	Insurance Carriers	Affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.

Homesite Insurance Company	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
National Casualty Company	Insurance Carriers	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Allied World Assurance Company (U.S.), Inc.	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Navigators Insurance Company	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
XL Insurance America, Inc.	Insurance Carriers	Affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
XL Bermuda Ltd.	Insurance Carriers	Affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
Markel American Insurance Company	Insurance Carriers	Current client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
National Casualty Company	Insurance Carriers	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Allied World Assurance Company (U.S.), Inc.	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Allied World Assurance Company, Ltd.	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Markel Bermuda Limited	Insurance Carriers	Affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
The Ohio Casualty Insurance Company	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
American International Reinsurance Company, Ltd.	Insurance Carriers	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.

Steadfast Insurance Company	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
General Security Indemnity Company of Arizona	Insurance Carriers	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Trisura Specialty Insurance Company	Insurance Carriers	Potential former client on matters unrelated to the Debtors or this Chapter 11 Case.
ABC Financial Services, LLC	Material Contract Counterparties	Current client on matters unrelated to the Debtors or this Chapter 11 Case.
AFIAA 45 West 45Th Street, LLC	Material Contract Counterparties	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Amazon Fulfillment Services	Material Contract Counterparties	Current and former client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
Amazon.Com Inc.	Material Contract Counterparties	Current and former client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
American Society of Composers Authors & Publishers	Material Contract Counterparties	Current client on matters unrelated to the Debtors or this Chapter 11 Case.
ClassPass Inc.	Material Contract Counterparties	Current client and affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Dialog Social Inc.	Material Contract Counterparties	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Ecore International	Material Contract Counterparties	Former client on matters unrelated to the Debtors or this Chapter 11 Case.
Enel X Advisory Services USA LLC	Material Contract Counterparties	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
ENGIE Resources LLC	Material Contract Counterparties	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.

Equinox Group, LLC	Material Contract Counterparties	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Equinox Holdings	Material Contract Counterparties	Affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Glassdoor, Inc.	Material Contract Counterparties	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Gympass US LLC	Material Contract Counterparties	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
HP Inc.	Material Contract Counterparties	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Jackson Lewis P.C.	Material Contract Counterparties	Current client on matters unrelated to the Debtors or this Chapter 11 Case.
Katten Muchin Rosenman LLP	Material Contract Counterparties	Current client on matters unrelated to the Debtors or this Chapter 11 Case.
Life Fitness	Material Contract Counterparties	Potential affiliate of client on matters unrelated to the Debtors or this Chapter 11 Case.
LinkedIn Corporation	Material Contract Counterparties	Current client and affiliate of current clients on matters unrelated to the Debtors or this Chapter 11 Case.
Marcum Technology LLC	Material Contract Counterparties	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Marcum Technology LLC	Material Contract Counterparties	Former client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
Navitas Credit Corp.	Material Contract Counterparties	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Okta, Inc.	Material Contract Counterparties	Current client on matters unrelated to the Debtors or this Chapter 11 Case.

Oracle America, Inc.	Material Contract Counterparties	Current client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
Pepsi-Cola Advertising and Marketing, Inc.	Material Contract Counterparties	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Baljinder Singh	Litigation Parties	Current client on matters unrelated to the Debtors or this Chapter 11 Case.
California Franchise Tax Board	Taxing and Regulatory Authorities	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
Blank Rome, LLP	Ordinary Course Professionals	Current and former client on matters unrelated to the Debtors or this Chapter 11 Case.
Paul Hastings, LLP	Ordinary Course Professionals	Current and former client and affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.
KPMG, LLP	Ordinary Course Professionals	Current client and affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
Willis (Bermuda) Ltd.	Ordinary Course Professionals	Affiliate of current and former clients on matters unrelated to the Debtors or this Chapter 11 Case.
Vcorp Services, LLC	Ordinary Course Professionals	Affiliate of current client on matters unrelated to the Debtors or this Chapter 11 Case.