

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

In re:

RGN-GROUP HOLDINGS, LLC, a Delaware
limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11961 (BLS)

(Jointly Administered)

Obj. Deadline: July 6, 2021 4:00 p.m. (ET)

Hearing Date: July 22, 2021 at 10:00 a.m. (ET)

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER UNDER SECTIONS 327(a)
AND 1107(b) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014
AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 AUTHORIZING RETENTION
AND EMPLOYMENT OF ASHBY & GEDDES, P.A. AS SPECIAL
CONFLICTS COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION *NUNC PRO TUNC* TO MAY 19, 2021**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) submit this application (this “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, pursuant to sections 327(a) and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the retention and Employment of Ashby & Geddes, P.A. (“Ashby & Geddes”) as special conflicts counsel to the Debtors *nunc pro tunc* to May 19, 2021. In support of the Application, the Debtor relies upon (a) the *Declaration of Ricardo Palacio in Support of the Debtors’ Application for Entry of an Order*

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

*Under Sections 327(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Ashby & Geddes, P.A. as Special Conflicts Counsel for the Debtors and Debtors in Possession nunc pro tunc to May 19, 2021 (the “Palacio Declaration”) attached hereto as **Exhibit B**; and (b) the Declaration of James S. Feltman, the Responsible Officer for the Debtors in Support of the Debtors’ Application for Entry of an Order Under Sections 327(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Ashby & Geddes, P.A. as Special Conflicts Counsel for the Debtors and Debtors in Possession nunc pro tunc to May 19, 2021 (the “Feltman Declaration”) attached hereto as **Exhibit C**. In further support of the Application, the Debtors respectfully state as follows:*

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2021. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b).

2. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory and procedural predicates for the relief requesting herein are sections 327(a) and 1107(b) of the Bankruptcy Code, Rules 2014 and 2016 of the Bankruptcy Rules, and 2014-1 and 2016-1 of the Local Rules.

BACKGROUND

5. The Debtors are direct or indirect subsidiaries of Regus Corporation, a Delaware corporation, that, together with its affiliates (collectively, “IWG”), offers a network of on-demand office and co-working spaces, and ancillary services and support, to a variety of clients across a host of industries in over 1,000 locations in the United States and Canada.

6. On August 17, 2020, RGN-Group Holdings, LLC, RGN-National Business Centers, LLC, and H Work, LLC (collectively, the “Guarantor Debtors”) each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. Additional Debtors (collectively, the “SPE Debtors”) have commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The first of the SPE Debtors commenced its chapter 11 case on July 30, 2020 (the “First Petition Date”), and additional SPE Debtors have commenced their cases periodically throughout the duration of these Chapter 11 Cases. Additional SPE Debtors may commence cases following the filing date of this Application; it is anticipated that these SPE Debtors will similarly seek the relief requested by this Application by joinder(s), which will include an updated list(s) of Potential Parties in Interest and an updated Disclosure Schedule(s). As used herein, the term “Petition Date” refers to the date of commencement of a given Debtor’s chapter 11 case.

7. On August 20, 2020, the Court entered an initial order [D.I. 27] authorizing the joint administration and procedural consolidation of these Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). Further orders authorizing the joint administration of the Chapter 11

Cases of subsequently-filed SPE Debtors have been entered from time to time [D.I. 249, 260, 269, 279, 290, 310, 402, 439, 568, 692, 749, 877, 984, and 1072].

8. The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

9. On September 21, 2020, the United States Trustee for Region 3 appointed a five-member Committee of Unsecured Creditors in these Chapter 11 Cases [D.I. 291].

10. As of the date hereof, no request for appointment of a chapter 11 trustee or examiner has been made.

11. Information regarding the Debtors' history and business operations, their capital structure, and the events leading up to the commencement of these chapter 11 cases is set forth in (i) the *Declaration of James S. Feltman in Support of Chapter 11 Petitions and First-Day Relief* [D.I. 3], filed on the August 17, 2020, and (ii) the *Supplemental Declaration of James S. Feltman in Support of Chapter 11 Petitions* [D.I. 59], filed on August 25, 2020 (together, the "First Day Declarations").

12. The Debtors have retained Faegre Drinker Biddle & Reath LLP ("Faegre Drinker") and [D.I. 573] and Kirkland & Ellis LLP and Kirkland & Ellis International LLP ("Kirkland", and collectively with Faegre Drinker, the "Bankruptcy Counsel") [D.I. 652] as Bankruptcy Counsel in these Chapter 11 Cases.

13. On May 19, 2021 the Debtors selected Ashby & Geddes as its proposed special conflicts counsel ("Special Conflicts Counsel") in the Chapter 11 Cases. The Debtors propose to retain Ashby & Geddes as conflicts counsel for matters in which Faegre Drinker and Kirkland, the Debtors' primary counsel, have an actual or potential conflict of interest – particularly in

connection with or related to the Debtors' *Objection to Proof of Claim No. 10268 Filed by Teachers Insurance and Annuity Association of America* [D.I. 1228] (the "Conflict Matters").

RELIEF REQUESTED

14. By this Application, pursuant to section 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014, the Debtors request the entry of the proposed order attached hereto as **Exhibit A**, approving the employment and retention of Ashby & Geddes, effective as of May 19, 2021, as the Debtors' Special Conflicts Counsel in connection with the Conflict Matters and these Chapter 11 Cases.

BASIS FOR RELIEF

15. Under section 327(a) of the Bankruptcy Code, a debtor in possession may employ one or more attorneys to represent it in carrying out its duties under the Bankruptcy Code, provided that such attorneys are disinterested persons and do not hold or represent an interest adverse to the estate. Section 101(14) of the Bankruptcy Code defines "disinterested person" as one who:

is not a creditor, an equity security holder, or an insider; [or] is not and was not, within 2 years before the date of the filing of the petition, a director, officer or employee of the debtor; and . . . does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14).

16. The Debtors seek to retain and employ Ashby & Geddes because the firm's attorneys have experience representing debtors and other parties in interest in chapter 11 cases before this Court. Further, Ashby & Geddes' attorneys have become generally familiar with the

Debtors and their business and financial affairs in connection with their engagement by the Debtors.

17. Ashby & Geddes has also been actively involved in the representation of non-debtor entities, including representing creditor committees in major chapter 11 cases of similar complexity.

18. The Debtors request approval of the employment of Ashby & Geddes *nunc pro tunc* to May 19, 2021 the date on which the Debtors signed an engagement letter with Ashby & Geddes (the “Engagement Letter”). *Nunc pro tunc* relief is warranted in this case. The Third Circuit has identified “time pressure to begin service” and absence of prejudice as factors favoring *nunc pro tunc* retention. *See Matter of Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986); see also *In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (D. Del. 1989). Given the size and complexity of this case, the Debtors were not able to seek approval of Ashby & Geddes’ retention before Ashby & Geddes began work. Nonetheless, the Debtors and Ashby & Geddes have filed this Application within a month of their engagement and shortly after Ashby & Geddes was required to begin substantive work on behalf of the Debtors. Under these circumstances, the Debtors respectfully submit that no party will be prejudiced and *nunc pro tunc* retention should be approved.

SERVICES TO BE PROVIDED BY ASHBY & GEDDES

19. The Debtors anticipate that Ashby & Geddes will render legal services to the Debtors as needed throughout the course of these Chapter 11 Cases only for matters in which Faegre Drinker and Kirkland has an actual or potential conflict of interest.

20. Pursuant to section 1107(b) of the Bankruptcy Code, the Debtors request that this Court approved the employment of Ashby & Geddes as its Special Conflicts Counsel to provide certain legal services (the “Services”)², including, but not limited to, the following services:

- a. perform all necessary services as Special Conflicts Counsel, including, without limitation, providing the Debtors with advice on the Conflicts Matters, representing the Debtors with respect to the same, and preparing necessary documents on behalf of the Debtors in the areas of restructuring and bankruptcy as may concern the Conflict Matters;
- b. prepare or coordinate preparation on behalf of the Debtors, as debtors in possession, any necessary motions, applications, answers, responses, objections, replies, orders, reports, and papers in connection with the Conflict Matters; and
- c. if requested, perform all other necessary legal services where Faegre Drinker and Kirkland cannot do so because of an actual or potential conflict of interest.

21. The Debtors believe that Ashby & Geddes’ employment is in the best interests of the Debtors, their estates, and their creditors, and that Ashby & Geddes is both qualified and able to represent the Debtors efficiently in these Chapter 11 Cases.

22. Subject to this Court’s approval of this Application, Ashby & Geddes is willing to serve as the Debtors’ Special Conflicts Counsel, and to perform the services described above in connection with these Chapter 11 Cases.

PROFESSIONAL COMPENSATION

23. Subject to Court approval of this Application, Ashby & Geddes will seek approval of payment of compensation based on applicable hourly rates and reimbursement of actual, necessary expenses and other charges by filing appropriate applications for the allowance of interim and final compensation and reimbursement of expenses pursuant to sections 330 and

² Ashby & Geddes will coordinate with Faegre, Kirkland and the other Debtors’ professionals to ensure that there is no duplication of services.

331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders of the Court.³

24. Although certain additional professionals and paraprofessionals at Ashby & Geddes may provide services to the Debtors from time to time, the principal attorneys and paralegal presently designated to represent the Debtors, and their current standard hourly rates, are:

NAME	TITLE	RATE
Ricardo Palacio	Director	\$670
Amanda Hrycak	Paralegal	\$265

25. The hourly rates set forth above are Ashby & Geddes current regular hourly rates for work of this nature and are adjusted on an annual basis, effective January 1.⁴ In addition, other attorneys and paralegals will be involved as necessary and appropriate to represent the Debtors. The current range of rates of Ashby & Geddes partners, of counsel, associates and paralegals are as follows:

TITLE	RATE
Partners/Of Counsel	\$525 – \$960
Associates	\$265 – \$395
Paralegals/ Legal Secretaries	\$225 – \$275

³ Ashby & Geddes has included in the Palacio Affidavit its responses to the questions posed by section D(1) of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 By Attorneys in Larger Chapter 11 Cases* Effective as of November 1, 2013 (the “UST Guidelines”). Ashby & Geddes intends to make a reasonable effort to comply with any U.S. Trustee requests for information and additional disclosures as set forth in the UST Guidelines in connection with the Application and any interim and final fee applications filed by Ashby & Geddes in these Chapter 11 Cases. The disclosures herein are based exclusively on the known facts and circumstances of the Debtors’ Chapter 11 Cases. Ashby & Geddes fully reserves the right to object in future cases to the applicability or enforceability of such requested disclosures or any other requirements contained in the UST Guidelines should Ashby & Geddes determine it is appropriate to do so.

⁴ In the event the hourly rates set forth herein are adjusted during the pendency of these Chapter 11 Cases, Ashby & Geddes will provide written notice to the Debtors, the Official Committee of Unsecured Creditors, the Court and the Office of the United States Trustee.

26. These rates are set at a level designed to compensate Ashby & Geddes fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Such hourly rates do not include charges for non-legal personnel who also record time spent working on matters for particular clients. In accordance with Local Rule 2016-2(d)(ix), travel time during which no work is performed shall be separately described and billed at no more than 50% of regular hourly rates. It is Ashby & Geddes' policy to charge its clients for all other services provided and for disbursements and expenses incurred in relation thereto. These disbursements and expenses include, among other things, charges for telephone and facsimile usage (outgoing only), photocopying (ten cents per page), travel and transportation, business meals, computerized research, messengers, couriers, postage, telephonic appearances, transcripts, witness fees and fees related to trials and hearings. Ashby & Geddes will charge the Debtors for these expenses in a manner and at rates consistent with charges generally made to its other clients.

27. In accordance with section 504 of the Bankruptcy Code, Ashby & Geddes has neither shared nor agreed to share (a) any compensation or reimbursement it has received or may receive with another person, other than with the partners, associates and contract attorneys (if applicable) associated with Ashby & Geddes, or (b) any compensation or reimbursement another person has received or may receive.

28. The Debtors understand and have agreed that Ashby & Geddes hereafter will apply to the Court for the allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective

November 1, 2013 (the “U.S. Trustee Guidelines”) and any further orders of the Court for all professional services performed and expenses incurred after the Petition Date, including the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retain Professionals* [D.I. 572] as granted by the Court on October 21, 2020. Subject to the foregoing, the Debtors propose to compensate Ashby & Geddes for services rendered at Ashby & Geddes’ customary hourly rates that are in effect from time to time, as set forth in the Palacio Declaration, and to reimburse Ashby & Geddes to its customary reimbursement policies. The Debtors respectfully submit Ashby & Geddes’ rates and policies, as set forth in the Palacio Declaration, are reasonable.

DISINTERESTEDNESS OF ASHBY & GEDDES

29. To the best of the Debtors’ knowledge, information, and belief, and except as otherwise set forth herein and in the Palacio Declaration, no Ashby & Geddes partner, counsel, or associate holds or represents any interest adverse to the Debtors, its estate or its creditors, and Ashby & Geddes is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code.

30. Ashby & Geddes does not, and has not, represented any entities, other than the Debtors, in matters related to this chapter 11 case. Ashby & Geddes may represent, or may have represented in the past, certain parties with interests in the Debtors’ cases on matters wholly unrelated to these Chapter 11 Cases. As set forth in the Palacio Declaration, Ashby & Geddes has conducted, and continues to conduct, research into its connections to the Debtors, their substantial creditors and equity security holders, and other parties interested in these cases. As part of this inquiry, Ashby & Geddes obtained the names of individuals or entities that may be parties in interest in this chapter 11 case (the “Potential Parties in Interest,” attached to the

Palacio Declaration as **Schedule 1**). Ashby & Geddes then entered the names of Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning the clients of Ashby & Geddes.

31. From the results of this inquiry, Ashby & Geddes compiled a list (the “**Disclosure Schedule**”) of Potential Parties in Interest that are current or former Ashby & Geddes clients. The Disclosure Schedule, attached to the Palacio Declaration as **Schedule 2**, is divided into two columns of current and former clients, respectively. Through additional inquiry, Ashby & Geddes has determined its representations of clients on the Disclosure Schedule concern matters wholly unrelated to the Debtor and these Chapter 11 Cases, except to the extent otherwise indicated in the Palacio Declaration.

32. Although Ashby & Geddes has undertaken, and continues to undertake, efforts to identify connections with the Debtors and the Potential Parties in Interest, it is possible that connections with some currently unknown parties in interest have not yet been identified. Should Ashby & Geddes discover additional parties in interest or additional connections with the Debtors and the Potential Parties in Interest, Ashby & Geddes will promptly supplement the disclosures in the Palacio Declaration, as required by Bankruptcy Rule 2014(a).

NOTICE

33. Notice of this Application has been given to the following parties, or, in lieu thereof to their counsel, if known: (i) the Office of the U.S. Trustee; (ii) counsel for the Official Committee of Unsecured Creditors; (iii) counsel for the Debtors’ prepetition secured lender; and (iv) those persons who have formally appeared in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that, in light of the nature of the relief requests and


the circumstances surrounding these Chapter 11 Cases, no other further notice is required or necessary.

PRIOR REQUEST

34. No previous application for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtors hereby respectfully request authorization to retain and employ Ashby & Geddes as its Special Conflicts Counsel effective as of May 19, 2021, and that Ashby & Geddes be paid such compensation as may be allowed by this Court, and for such other further relief as is deemed just and proper.

Dated: June 8th, 2021
Miami, Florida


Name: James S. Feltman
Title: Responsible Officer for the Debtors and
Debtors in Possession

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

In re:

RGN-GROUP HOLDINGS, LLC, a Delaware
limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11961 (BLS)

(Jointly Administered)

Obj. Deadline: July 6, 2021 4:00 p.m. (ET)

Hearing Date: July 22, 2021 at 10:00 a.m. (ET)

**NOTICE OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER UNDER
SECTIONS 327(a) AND 1107(b) OF THE BANKRUPTCY CODE, BANKRUPTCY
RULES 2014 AND 2016, AND LOCAL RULES 2014-1 AND 2016-1
AUTHORIZING RETENTION AND EMPLOYMENT OF ASHBY & GEDDES, P.A.
AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION *NUNC PRO TUNC* TO MAY 19, 2021**

PLEASE TAKE NOTICE that on June 22, 2021, the above referenced debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Application for Entry of an Order Under Sections 327(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Ashby & Geddes, P.A. as Special Conflicts Counsel for the Debtors and Debtors In Possession Nunc Pro Tunc to May 19, 2021* (the "Application") with the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Court's approval of the Application must be (a) in writing and served on before **July 6, 2021 at 4:00 p.m. (ET)** (the "Objection Deadline"); (b) filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801; and (c) served as to be received on or before the Objection Deadline by the undersigned counsel.

PLEASE TAKE FURTHER NOTICE that only objections made in writing and timely filed and received in accordance with the procedures above, will be considered by the Bankruptcy Court at such hearing.

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

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON JULY 22, 2021 AT 10:00 A.M. (ET) BEFORE THE HONORABLE BRENDAN LINEHAN SHANNON, 824 N. MARKET STREET, 6TH FLOOR, COURTOOM NO. 1, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: June 22, 2021
Wilmington, Delaware

ASHBY & GEDDES, P.A.

/s/ Ricardo Palacio

Ricardo Palacio (DE Bar No. 3765)

500 Delaware Avenue, 8th Floor

P.O. Box 1150

Wilmington, DE 19801

Tel: (302) 654-1888

Fax: (302) 654-2067

Email: RPalacio@ashbygeddes.com

*(Proposed) Special Conflicts Counsel to the
Debtors and Debtors in Possession*

Exhibit A

(Proposed Order)

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

In re:

RGN-GROUP HOLDINGS, LLC, a Delaware
limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11961 (BLS)

(Jointly Administered)

Re: D.I. _____

**ORDER GRANTING DEBTORS' APPLICATION FOR ENTRY OF AN ORDER
UNDER SECTIONS 327(a) AND 1107(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 2014 AND 2016, AND LOCAL RULES 2014-1 AND 2016-1
AUTHORIZING RETENTION AND EMPLOYMENT OF ASHBY & GEDDES, P.A.
AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION NUNC PRO TUNC TO MAY 19, 2021**

Upon the application (the "Application")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order pursuant to section 327(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Debtors to employ and retain Ashby & Geddes, P.A. ("Ashby & Geddes") as special conflicts counsel for the Debtors *nunc pro tunc* to May 19, 2021; and upon (i) the *Declaration of Ricardo Palacio in Support of the Debtors' Application for Entry of an Order Under Sections 327(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Ashby & Geddes, P.A. as Special Conflicts Counsel for the Debtors and Debtors in Possession nunc pro tunc to May 19, 2021* (the "Palacio Declaration") annexed to the Application as **Exhibit B**; and

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

² Capitalized terms not defined herein are defined in the Application.

(ii) the *Declaration of James S. Feltman, the Responsible Officer for the Debtors in Support of the Debtors' Application for Entry of an Order Under Sections 327(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Ashby & Geddes, P.A. as Special Conflicts Counsel for the Debtors and Debtors in Possession nunc pro tunc to May 19, 2021* (the "Feltman Declaration") annexed to the Application as **Exhibit C**; and the Court being satisfied that Ashby & Geddes represents no interest adverse to the Debtors' estates, that Ashby & Geddes is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, and that the employment of Ashby & Geddes is necessary and in the best interests of the Debtors and their estates; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §§ 157(b)(2)(A) and 1334; and sufficient notice of the Application having been given; and this Court having determined that the relief requested in the Application is just and proper; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED**.
2. The Debtors are authorized to employ and retain Ashby & Geddes as its Special Conflicts Counsel, *nunc pro tunc* to May 19, 2021 to perform the following professional services for or on behalf of the Debtors in these cases:
 - a. perform all necessary services as Special Conflicts Counsel, including, without limitation, providing the Debtors with advice on the Conflicts Matters, representing the Debtors with respect to the same, and preparing necessary documents on behalf of the Debtors in the areas of restructuring and bankruptcy as to the Conflict Matters;
 - b. prepare or coordinate preparation on behalf of the Debtors, as debtors in possession, any necessary motions, applications, answers, responses, objections, replies, orders, reports, and papers in connection with the Conflict Matters; and

- c. perform all other necessary legal services where Faegre Drinker and Kirkland cannot do so.

3. Ashby & Geddes shall comply with all requirements of Bankruptcy Rule 2016(a), and Local Rule 2016-2, including all information and time keeping requirements.

4. Ashby & Geddes shall be compensated for professional services, and reimbursed for expenses incurred, pursuant to the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules, and the Local Rules, and with any other applicable procedures and orders of this Court, including the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retain Professionals* [D.I. 572] as granted by the Court on October 21, 2020. Ashby & Geddes also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set for in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* Effective as of November 1, 2013, both in connection with this Application and the interim and final fee applications to be filed by Ashby & Geddes in these Chapter 11 Cases.

5. No agreement or understanding exists between Ashby & Geddes and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with this chapter 11 case, nor shall Ashby & Geddes share or agree to share compensation received for services rendered in connection with this chapter 11 case with any other person other than as permitted by Bankruptcy Code section 504.

6. Ashby & Geddes shall use its reasonable best efforts to avoid any unnecessary duplication of services provided by any of the Debtors' retained professionals in this chapter 11 case.

7. Notwithstanding anything to the contrary in the Application, Ashby & Geddes shall not seek reimbursement of any fees or costs arising from the defense of any of Ashby & Geddes' monthly fee statements or fee applications in these Chapter 11 Cases.

8. Ashby & Geddes shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and the Official Committee of Unsecured Creditors before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order in accordance with the Application.

10. This Court shall retain exclusive jurisdiction with respect to any and all matters, claims, rights, or disputes arising from or related to the implementation or interpretation of this Order.

Exhibit B

(Palacio Declaration)

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

In re:

RGN-GROUP HOLDINGS, LLC, a Delaware
limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11961 (BLS)

(Jointly Administered)

**DECLARATION OF RICARDO PALACIO IN SUPPORT OF DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER UNDER SECTIONS 327(a) AND 1107(b)
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016, AND LOCAL
RULES 2014-1 AND 2016-1 AUTHORIZING RETENTION AND EMPLOYMENT OF
ASHBY & GEDDES, P.A. AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION NUNC PRO TUNC TO MAY 19, 2021**

I, Ricardo Palacio, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a Director of the firm Ashby & Geddes, P.A. ("Ashby & Geddes" or the "Firm"), which maintains an office for the practice of law at 500 Delaware Avenue, 8th Floor, Wilmington, Delaware 19899. I am an attorney-at-law, duly admitted and in good standing to practice in the State of Delaware and the United States District Court for the District of Delaware.

2. I submit this declaration (the "Declaration") pursuant to 1107(b) of chapter 11 of title 11 of the United States code (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Local Rules 2014-1 and 2016-2 in support of the accompanying application (the "Application") of the above captioned

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

debtors and debtors in possession (collectively, the “Debtors”) to employ and retain Ashby Geddes as its Special Conflicts Counsel.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon Ashby & Geddes’ completion of further analysis or as additional information becomes available to Ashby & Geddes, a supplemental declaration will be submitted to the Court.

4. Ashby & Geddes has conducted a series of searches in the Firm’s conflicts databases to identify relationships with the Debtors, their creditors and other parties-in-interest (or potential parties-in-interest) in these Chapter 11 Cases.

5. Ashby & Geddes systematically maintains and updates its conflicts check system in the regular course of its business. The system is designed to record every entity that has ever engaged the Firm, and every matter in respect of which the Firm has ever been engaged. Further, with respect to each past or present matter, the system records the identity of related parties and adverse parties and the Ashby & Geddes attorney(s) who are knowledgeable about the matter.

6. In connection with its proposed retention by the Debtors in these Chapter 11 Cases and preparing this Declaration, Ashby & Geddes prepared an extensive, but not necessarily comprehensive, list of interested parties and significant creditors (the “Potential Parties-in-Interest”)² for review in the computerized conflict check system maintained by Ashby & Geddes. Such Potential Parties-in-Interest include, but are not limited to: (i) the Debtors; (ii)

² This list is based upon the Schedules, Statements and Creditors List filed by the Debtors. However, as information becomes available, Ashby & Geddes will supplement the Application and this Palacio Declaration, as appropriate. Indeed, as additional parties-in-interest are discovered through further investigation, Ashby & Geddes will submit a supplemental declaration in compliance with Local Rule 2014-1(a).

the Debtors' creditors; (iii) the Debtors' secured lenders and their professionals; (iv) executory contract and lease counterparties and their professionals; (v) the United States Trustee's Office for the District of Delaware and their professionals; and (vi) the judiciary for the United States Bankruptcy Court for the District of Delaware.

7. A list of the names of the Potential Parties-in-Interest that were submitted to the conflict check system is attached hereto as **Schedule 1**.

8. Attached hereto as **Schedule 2** is a list of the entities or individuals, or entities that may be affiliates of the entities, identified in Schedule 1 that Ashby & Geddes has represented, currently represents or may represent in the future in matters totally unrelated to the Debtors and these Chapter 11 Cases. When warranted, the Ashby & Geddes attorney who worked with such parties was asked about the connection between such parties and Ashby & Geddes and if he or she was aware of any conflict that may exist if Ashby & Geddes represented the Debtors.

9. Out of an abundance of caution, I disclose that (i) The Honorable Christopher S. Sontchi was a Director of Ashby & Geddes prior to his appointment to the bench in 2006; (ii) The Honorable Karen B. Owens was a Director of Ashby & Geddes prior to her appointment to the bench in 2019; and (iii) Don A. Beskrone, a Director of this Firm, was previously employed by the Office of the United States Trustee, Region 3 as a trial attorney.

10. As a result of the foregoing procedures, I have thus far ascertained that Ashby & Geddes has no disqualifying conflicts of interest.

11. I have further determined that neither Ashby & Geddes, nor any partner, counsel or associate of Ashby & Geddes: (i) holds an adverse interest in connection with these Cases or (ii) represents any other entity having an adverse interest in connection with these Cases. I have

also determined that Ashby & Geddes is “disinterested” as that term is defined in section 101(14) of the Bankruptcy Code in that Ashby & Geddes — (A) is not a creditor, an equity security holder, or an insider of the Debtors, (B) is not and was not, within 2 years before the date of the filing of the petition, a director, officer or employee of the Debtors, and (C) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, in connection with, or interest in, the Debtors, or for any other reason.

12. Because of the nature of its general practice, and as disclosed in Schedule 2, Ashby & Geddes: (i) has appeared in the past and may appear in the future in cases unrelated to these Chapter 11 Cases where one or more of the Potential Parties-in-Interest may be involved and (ii) has represented in the past, currently represents or may represent in the future one or more of such parties or other Potential Parties-in-Interest in matters unrelated to these Chapter 11 Cases. Ashby & Geddes does not represent these entities on matters in any way related to the Debtors or these Cases.

13. As disclosed in Schedule 2, as part of its practices, Ashby & Geddes and its members, counsel and associates have in the past represented, currently represent and may represent in the future entities, or affiliates of entities, that are creditors of the Debtors, or other parties-in-interest in these Cases in matters unrelated to these Cases. Prior to the commencement of these Chapter 11 Cases, Ashby & Geddes has not, and during the pendency of its representation of the Debtors will not, represent any entity other than the Debtors in connection with these Chapter 11 Cases.

14. Further, Ashby & Geddes appears in cases, proceedings and transactions involving different attorneys, accountants, financial consultants and investment bankers, some of

which now or may in the future represent parties-in-interest in these Chapter 11 Cases. Additionally, in the course of its practice, Ashby & Geddes represents different financial institutions in matters unrelated to the Debtors and has or may have represented one or more of the financial institutions which are creditors in these Chapter 11 Cases. Notwithstanding the foregoing, Ashby & Geddes has not and will not represent any of such entities, or any of their affiliates or subsidiaries, in relation to these Chapter 11 Cases, or have any relationship with any such entity, attorneys, accountants, financial consultants and investment bankers which would be adverse to the Debtors or the Debtors' estates.

15. Ashby & Geddes will continue to supplement this Declaration as appropriate upon completion of its additional search and as additional creditors and parties-in-interest are identified in these Chapter 11 Cases.

16. Subject to the Court's approval, Ashby & Geddes will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered. Ashby & Geddes will seek approval of payment of compensation and reimbursement of expenses subject to sections 328(a) and 330 of the Bankruptcy Code upon Ashby & Geddes' filing of appropriate applications for the allowance of interim and final compensation and reimbursement of expenses pursuant to sections 328, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and such other Orders as the Court may enter.

17. Although certain additional professionals and paraprofessionals at A&G may provide services to the Debtors from time to time, the principal attorneys and paralegal presently designated to represent the Debtors, and their current standard hourly rates, are:

NAME	TITLE	RATE
Ricardo Palacio	Director	\$670
Amanda Hrycak	Paralegal	\$265

18. The hourly rates set forth above are Ashby & Geddes' current regular hourly rates for work of this nature and are subject to adjustment on an annual basis, effective January 1.³ In addition, other attorneys and paralegals will be involved as necessary and appropriate to represent the Debtors. The current range of rates of Ashby & Geddes partners, attorneys, paralegals and legal secretaries are as follows:

TITLE	RATE
Partners/Of Counsel	\$525 – \$960
Associates	\$265 – \$395
Paralegals/ Legal Secretaries	\$225 – \$275

19. The hourly rates set forth above are set at a level designed to fairly compensate Ashby & Geddes for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Such hourly rates do not include charges for non-legal personnel who also record time spent working on matters for particular clients. It is Ashby & Geddes' policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, regular mail and express mail charges, special or hand delivery charges, document processing charges, printing/photocopying charges, travel expenses, expenses for "working meals," computerized research charges and transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Ashby & Geddes will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Ashby & Geddes' other clients or

³ In the event the hourly rates set forth herein are adjusted during the pendency of these Cases, Ashby & Geddes will provide written notice to the Debtors, the Official Committee of Unsecured Creditors, the Court and the Office of the United States Trustee.

as previously fixed by this Court. In accordance with Local Rule 2016-2(d)(ix), travel time during which no work is performed shall be separately described and billed at no more than 50% of regular hourly rates.

20. Other than as set forth herein or in the Application, no arrangement is proposed between the Debtors and Ashby & Geddes for compensation to be paid in these Chapter 11 Cases.

21. Ashby & Geddes understands that any compensation and expenses paid to it must be approved by this Court upon application consistent with the Bankruptcy Code and applicable Bankruptcy Rules and Local Rules.

22. No promises have been received by the Firm, nor by any partner, counsel, or associate thereof, as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Chapter 11 Cases.

STATEMENT REGARDING UNITED STATES TRUSTEE GUIDELINES

23. The Office of the United States Trustee adopted *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”).⁴ The UST Guidelines apply to the U.S. Trustee’s review of applications for compensation by attorneys

⁴ In connection with the Application and any interim and final fee applications filed by Ashby & Geddes in these Chapter 11 Cases, Ashby & Geddes intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the UST Guidelines. The disclosures herein are based exclusively on the known facts and circumstances of the Debtors’ Chapter 11 Cases. Ashby & Geddes fully reserves the right to object in future cases to the applicability or enforceability of such requested disclosures or any other requirements contained in the UST Guidelines should Ashby & Geddes determine it is appropriate to do so.

in larger chapter 11 cases and are intended as an update to the original guidelines adopted in 1996.

24. Ashby & Geddes responds to the following questions in the UST Guidelines in compliance with paragraph D, section 1 as follows:

QUESTION	RESPONSE
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.	N/A
Has your client approved your prospective budget and staffing plan, and if so, for what budget period?	No

25. By reason of the foregoing, I believe Ashby & Geddes is eligible for employment by the Debtors pursuant to sections 327(a) and 1107(b) of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules. Ashby & Geddes respectfully requests approval of the Application.

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

Dated: June 22, 2021
Wilmington, Delaware

ASHBY & GEDDES, P.A.

/s/ Ricardo Palacio

Ricardo Palacio (DE Bar No. 3765)

SCHEDULE 1**Parties-in-Interest****Debtors**

Corporate Offices of California, LLC
H Work, LLC
RGN - Baltimore V, LLC
RGN - Chicago XLIV, LLC
RGN - Milwaukee IV, LLC
RGN Atlanta XXXV, LLC
RGN-Alpharetta II, LLC
RGN-Arlington VI, LLC
RGN-Atlanta XII, LLC
RGN-Austin VI, LLC
RGN-Austin XIII, LLC
RGN-Austin XV, LLC
RGN-Baltimore IV, LLC
RGN-Baton Rouge I, LLC
RGN-Beachwood I, LLC
RGN-Beaverton II, LLC
RGN-Boston I, LLC
RGN-Boston XIX, LLC
RGN-Boulder II, LLC
RGN-Braintree I, LLC
RGN-Cambridge III, LLC
RGN-Chapel Hill II, LLC
RGN-Chevy Chase I, LLC
RGN-Chicago XVI, LLC
RGN-Chicago XXVI, LLC
RGN-Cincinnati III, LLC
RGN-Clayton I, LLC
RGN-Columbus IV, LLC
RGN-Costa Mesa II, LLC
RGN-Culver City I, LLC
RGN-Dallas XIX, LLC
RGN-Dallas XX, LLC
RGN-Denver XI, LLC
RGN-Denver XVI, LLC
RGN-Downers Grove I, LLC
RGN-Englewood III, LLC
RGN-Fort Lauderdale III, LLC
RGN-Fort Worth IV, LLC
RGN-Fort Worth VI, LLC
RGN-Frisco II, LLC
RGN-Greenwood Village II, LLC
RGN-Group Holdings, LLC
RGN-Houston XXV, LLC
RGN-Huntsville II, LLC
RGN-Irving II, LLC
RGN-Jenkintown I, LLC
RGN-Jupiter II, LLC
RGN-Katy I, LLC

Debtors (Cont'd)

RGN-Lakewood I, LLC
RGN-Las Vegas VII, LLC
RGN-Las Vegas X, LLC
RGN-Lehi I, LLC
RGN-Lehi II, LLC
RGN-Long Island City I, LLC
RGN-Los Angeles I, LLC
RGN-Los Angeles XXV
RGN-Metairie II, LLC
RGN-Metro Dallas VI, LLC
RGN-Miami Beach II, LLC
RGN-Miami I, LLC
RGN-Milwaukee III, LLC
RGN-National Business Centers, LLC
RGN-New York LVIII, LLC
RGN-New York VIII, LLC
RGN-New York XLI, LLC
RGN-New York XLIII, LLC
RGN-New York XLVII, LLC
RGN-New York XXXIX, LLC
RGN-Novato II, LLC
RGN-Oak Park I, LLC
RGN-Oklahoma City I, LLC
RGN-Palo Alto III, LLC
RGN-Pasadena I, LLC
RGN-Pasadena II, LLC
RGN-Philadelphia IX, LLC
RGN-Phoenix III, LLC
RGN-Phoenix XII, LLC
RGN-Phoenix XIII, LLC
RGN-Plano V, LLC
RGN-Portland VII, LLC
RGN-Raleigh VII, LLC
RGN-Reston II, LLC
RGN-Roseville III, LLC
RGN-Sacramento IV, LLC
RGN-San Antonio XIV, LLC
RGN-San Diego XII, LLC
RGN-San Diego XV, LLC
RGN-San Diego XVI, LLC
RGN-San Francisco XIII, LLC
RGN-San Francisco XX, LLC
RGN-San Jose IX, LLC
RGN-Santa Fe I, LLC
RGN-Santa Monica VI, LLC
RGN-Sausalito II, LLC
RGN-Scottsdale V, LLC
RGN-Scottsdale VI, LLC

Debtors (Cont'd)

RGN-Seattle XVII, LLC
RGN-Southfield I, LLC
RGN-St. Louis II, LLC
RGN-Sugarland I, LLC
RGN-Tampa III, LLC
RGN-Tampa V, LLC
RGN-Tucson I, LLC
RGN-Tulsa III, LLC
RGN-Tulsa V, LLC
RGN – Uniondale I, LLC
RGN-Washington DC I, LLC
RGN-Washington DE XIV, LLC
San Francisco XIX, LLC
RGN Group Holdings, LLC

Captive Insurance

Mangrove Insurance Solutions PCC Limited
Mangrove Solutions PCC Limited
Marsh Management Services Isle of Man Limited

Court Professional (Canada)

KSV Advisory

Creditor Professionals

Young Conaway Stargatt & Taylor, LLP

Bank and Letter of Credit

Bank of America
Wells Fargo

Canadian counsel to Canadian debtor affiliates

Stikeman Elliott LLP

Members Official Committee of Unsecured Creditors

CBRE Global Investors
Steelbridge Las Olas West LLC
Thoits Bros, Inc.
Arch Vine LLC
Hudson Merrill Place

Affiliates/Non Debtor Entities

Cell IWG
Franchise International GMBH
Franchise International S.A.R.L.
HQ Global Workplaces LLC (guarantor)
IWG Global Investments Sarl
IWG PLC
Redox plc
Regus Corporation
Regus Group Limited
Regus Management Group, LLC
Regus plc (guarantor)
RGN - Group Holdings, LLC
RGN - Holdings, LLC (guarantor)
RGN - Holdings, LLC (parent)
RGN - Los Angeles VI
US FranCo Partnership LP

Equity Holder/Parent

Regus Corporation

Directors and officers (current)

James Feltman
Joshua Nicosia
Ryan Beckwith
Tim Regan

Debtor Professionals

AlixPartners
Duff & Phelps
EPIQ
Faegre Drinker Biddle & Reath LLP
Kirkland & Ellis International LLP
Kirkland & Ellis LLP
SOLIC Capital Advisors, LLC

Committee Professionals

Cole Schotz P.C.
Frost Brown Todd LLC
D. Law
FTI Consulting

Customers

ABB, INC.
 Abbott Laboratories
 Advance Care Alliance (ACA)
 Advance Stores Company Incorporated
 Advance Stores Company, Incorporated
 ADVISIAN
 Agility Recovery-Geode Capital Management
 LLC
 Air Charter Service California Inc.
 ALC
 Alumni Ventures Group
 Amazon Web Services, Inc.
 Amazon.com Services, Inc.
 Amulet Hotkey
 Anju Software Inc.
 Anne Frank Center USA, Inc.
 Appfire
 Apple Inc.
 Arete Financial
 Arm
 Arrow Electronics Inc.
 ASU Local
 Atkinson-Baker (Mr Corp Acct-Consolidated)
 Atlantic Gold Mining Corp.
 Atos It Solutions And Services, Inc.
 Auction Mobility
 Bae Systems Applied Intelligence Inc.
 Bae Systems Applied Intelligence LLC
 Balyasny Asset Management
 BB&T
 BetterCloud, Inc.
 Bloomberg L.P.
 Boston Consultant Group
 BrandMuscle
 brightspot strategy
 Brown Gitt Law Group
 Bytedance Inc.
 CA Inc.
 Cambrian Biopharma
 CargoSense
 CGI Technologies and Solutions Inc.
 Cigniti Technologies
 Clarivate Analytics
 CLINY LLC
 CloudPassage
 Colibra, INC.
 Common Ground Abstract
 COMPASS

Customers (Cont'd)

conDati, Inc.
 Connecture
 Consulate General of Belize in New York
 Costello Medical
 Courtroom Connect (INV)
 Credit Suisse
 CrossCountry Mortgage Inc.
 Curve US Inc.
 Cushman & Wakefield U.S., Inc.
 D.S. Wolf Group International, LLC
 Danaher Corporation
 Denodo
 Design Matters Inc!
 DocuSign
 Doordash
 DPW Holdings, Inc.
 eBay Inc.
 Edmiston & Company
 Elasticsearch, Inc.
 Elliptic
 EMC Corporation
 Endava Inc
 Esquire Deposition Solutions
 Expedia, Inc. (WA)
 Exponent
 Federal Bureau of Investigation
 Ferrovia Agroman US Corp.
 Forcepoint LLC
 Forensic Risk Alliance
 Fox Networks Group, LLC
 GCS Recruitment/nGAGE
 GE Precision Healthcare, LLC.
 GEKA Manufacturing Corporation
 GERSH AGENCY
 GFR dba Kingbird Properties
 Gia Publications, Inc.
 Global Cities, Inc.
 Go Raymond Fox Media Corporation
 Gocious LLC
 Google LLC
 Graduway Inc.
 Greiner Consulting
 HEURESYS LLC
 Huseby, Inc.
 IAPAC
 IBM
 ICC CONSULT CORP.
 IDC - International Data Corp.

Customers (Cont'd)

INFORMLY, INC.
 INFOSYS LTD
 Infrastructure Capital Management
 Insight Global, LLC
 Intercept Pharmaceuticals, Inc.
 InterDigital Administrative Solutions, Inc.
 ION Media Networks
 JD Concierge Services Group LLC
 JPMorgan Chase Bank, National Association
 KT&G USA
 LABEL
 Larson Engineering
 Late Night Cartoons, Inc.
 Lea & Braze Engineering, Inc.
 Lee Hecht Harrison
 Lighthouse Advisory Services
 Litigation Services
 LIXIL
 LP&G MARKETING
 LPL Employee Services, LLC
 LSC Communications
 Magna Legal Services
 Marin Software
 MarketAxess Corp.
 MARKETIR Inc. (d/b/a CLOSERIQ)
 MARKLIAMSERGEI Venture Holdings
 MARRIOTT
 Method Media Intelligence Inc.
 Microsoft Corporation
 Mirantis, Inc.
 Motus LLC
 Myntra, Inc.
 Neptune Financial Inc.
 Nestle
 NetApp Inc.
 New Era Technology Inc.
 No Hassell Bookkeeping
 NOVA Health Foundation
 Numeraire Technologies, LLC
 Odell Girton Siegel LLC
 Opendoor Labs Inc.
 OptiMindHealth
 Passage Immigration Law
 People's Television, Inc.
 Phoenician Resources Asset Management LLC
 Plate Spinner Productions

Customers (Cont'd)

Platinum Reporters & Interpreters
 Playfull
 PNC Bank, National Association
 Positive
 Powerphyl Media Solutions
 Public Company Accounting Oversight Board
 Public Company Acctg Oversight Board
 Pulse Comms Ltd.
 Pure Storage, Inc.
 Quad Graphics
 Quadrangle Consulting, LP
 Quoque Capital
 Rasani-Media
 Raymond James & Associates, Inc.
 Related Development of Texas, LP
 RFID GLOBAL SOLUTION, INC.
 Sarepta Therapeutics
 SAS Institute Inc.
 Secure One Capital
 Secutronix Integration Inc.
 Sense Photonics
 Sentryone
 ServiceNow
 Shah Beauty
 Siemens Medical Solution Usa, Inc.
 Silence Therapeutics
 Slate Path Capital LP
 Smile Direct Club
 Snack It Forward LLC
 Sono Bello
 Spencer Stuart Star US Inc.
 Spire
 Splunk
 Spotify
 SpotX, Inc.
 springML, Inc.
 Squarepoint Ops LLC
 Star Real Estate Ventures LLC
 Starbucks
 Strategic Staffing Solutions, L.C.
 Sun Power Corp
 Superior Digital Displays
 Synopsys
 Target ALS Foundation, Inc.
 TEFAF New York LLC
 The American University In Cairo
 The Boston Consulting Group
 The Myositis Association

Customer (Cont'd)

The Prudential Insurance Company of Amer.
 The rAVe Agency
 The Young Center
 Thompson Coburn LLP
 Tiancheng International Group Inc.
 TraderTools Inc
 Trusted Medical Group LLC
 United States Department of State
 United States Fire Insurance Company
 US Bancorp
 Veritext (corp. MTG Conso)
 Veritone Inc.
 Verizon Communications Inc.
 Verizon Corporate Services Group Inc.
 VERONA PHARMA, Inc.
 Voya Services Company
 Walker & Dunlop, LLC
 Warner Music Inc.
 Western Alliance Bank
 William Blair
 Wissing Miller
 Xome Holdings LLC
 Alteryx
 Information Resource Inc.
 Tableau Software
 The Mount Sinai Hospital
 Voyant Photonics

Guarantee Holders

10 S. Riverside Property Owner LLC
 100 Duffy Realty, LLC
 101 Park LLC
 10100 Santa Monica, Inc.
 1024 Iron Point, LLC
 1055 Howell Mill, LLC
 1101 Wilson Owner, LLC
 111 N Orange Owner LLC
 111 SW 5th Avenue Investors, LLC
 111 W. Jackson Assoc LLC & Orange Opportunity
 LLC
 112 Street NW Edmonton Partners Limited
 Partnership
 1220 Main LLC
 1266 Main Street Stamford, LLC
 12th & G Streets Associates LP
 1315806 Ontario Limited
 1326 Chestnut Owner LLC
 136 Madison LLC
 15 North Main Associates LLC
 151-155 West Hastings Inc.
 1525 HP LLC
 157 Church, LLC

Guarantee Holders (Cont'd)

1920/1944 Davisville Centre Inc.
 19th Street Associates, LLC
 1SC Partners LLC
 20 Gladstone Avenue Inc. and 11 Peel Avenue
 Inc.
 200 Broadhollow Owners, LLC
 200 S. Executive LLP
 2000 Duke, LLC - The Shidler Group
 201 St. Charles Place, LLC
 2100 Woodward Associates, L.L.C.
 21515 Hawthorne Owner, LLC
 21900 Burbank, LLC
 2219 Building LLC
 2233 Argentia Nominee Inc.
 237 North First Street Holdings, LLC
 242 Linden, LLC
 2425 Matheson Nominee Inc.
 2447 Pacific Coast Highway LLC
 245 Park Avenue Property LLC
 275 Seventh Avenue Building LLC
 275 Wyman LLC
 2929 Real Estate Holdings, LLC
 300 International Drive, Inc.
 303 N. Glenoaks Boulevard CA, LLC
 3131 South Vaughn Way, LP
 321 North Clark Property LLC
 342 North Water, LLC
 350 Rhode Island South Owner, LLC
 387 Park South LLC
 3SC Center, LLC
 4 Research Properties, LLC
 400 Rella LLC
 401 Edgewater LLC
 413W14 Lessee, L.P. and 421W14 Lessee,
 L.P.
 4250 N. Fairfax Owner LLC
 5 CP LLC
 5 Penn Plaza LLC
 5 West, LLC
 500 Capitol Mall Tower, LLC
 520 WPR LLC
 5200 Yonge G.P. Inc.
 5201-5301 Waterford Operating LP
 5250 Lankershim Plaza, LLC
 535 Yates Street Inc.
 5455 De Gaspe Avenue Inc.
 564 W. Randolph, LLC
 58/68 S. Service Road SPE LLC
 600 Anton Boulevard Associates
 600 Eagleview Associates, LP
 618 East South Street, LLC
 6203 San Ignacio, LLC

Guarantee Holders (Cont'd)

15th & Spruce Building, LLC
 1600 Corporate Center, LLC
 1602978 Ontario Inc.
 180 John Street Inc.
 19 Props, LLC
 73 LPCP Holdings, LLC
 730 Arizona Avenue, LLC
 730 Arizona Avenue Trove, LLC
 75 State Owner, LLC
 777 Westchester Avenue SPE LLC
 800 Corporate Owner, LLC
 800 South, LLC
 8400 E Crescent SM LLC
 LAMPE Crescent SM LLC
 85 Harbour Street Holdings Inc.
 90 Canal St., LLC
 9302-7399 Quebec Inc.
 Abasal Investments N.V.
 Abobe Systems Incorporated
 ABP Properties LLC
 ACC Parkway Nominee Inc. c/o Crown Property
 Management Inc.
 AFO/RE Twin Oaks, LLC
 Alameda Square Owner LLC
 Alliance HSP Potomac Mills Member LLC
 Altus Crosstown, LLC
 Altus MN Center, LLC
 ANDA DB LLC
 AP 240 Elm St., LP
 AP 307 W. Tremont Ave., LP
 AP-Commerce LLC
 ARC WEMPSMN001, LLC
 Arch Vine LLC
 ARE-San Francisco No. 69, LLC
 Arista Place II, LLC
 Arrowhead Toledo Realty LP
 Aspen Properties (SLP) Limited Partnership
 Aspen3600 LLC
 ASVRF Oak Brook Regency, LLC
 ATA Lanier Fayetteville GA, LLC
 ATC Turnpike Plaza, LLC
 Avaden Landmark LLC
 AX Union Hills L.P.
 B9 NTN Office Owner LLC
 Baltimore Center Associates Limited Partnership
 Bankers Hall LP
 bciMC Realty Corporation
 BentallGreenOak (Canada) Limited Partnership
 Beverly Wilshire Owner LP
 BFP Tower C Co. LLC
 BGK-Integrated TIC Management, LLC FBO the
 Tenant-in-Common Owners of One America Place
 BGP Stapley Corporate Center, LLC
 BGP Tollway, LLC
 BH Property Ventures, LLC

Guarantee Holders (Cont'd)

Birchwood Fields Learning Center, LLC
 BK Prime British Columbia I LP
 Block 29 Developers, LLC
 Bloor Islington Place Ltd.
 Bluebird Pine Property Corp.
 Bogle Family Realty, LLLP
 Bonnis Properties 929 Inc.
 Bonten VII, LLC
 BOP NW LOFT LLC
 Bosa Properties (1500 Holdco) Inc.
 Boyle 2550 Meridian Joint Venture
 BP Prucenter Acquisition LLC
 BPP 800 Fifth Property Owner, LLC
 BPP Embarcadero Square Property Owner LLC
 Brand-Wilson, LLC
 Brandywine Cira, LP
 BRE 1740 Broadway LLC
 BRE Cerritos Office Owner LLC
 BRE/CPOL, L.L.C
 Brea Place II LLC
 BRG Heron Bay LLC
 BRI 1825 Park Ten, LLC
 Bridgestone Realty, LLC
 Brookfield Properties OLP Co. LLC
 BSC/RG Boone Boulevard Owner, LLC
 BSD 80 Broad LLC
 Burr Ridge Parkway LP
 BV DRP Boulders Owner, LLC
 Caddo Real Estate Services, LLC
 Cal-Harbor V Leasing Associates LLC
 California Plaza Owner LLC
 California Riverside LLC
 California State Teachers' Retirement System
 Campanelli Trigate Adams Property Owner, LLC
 Campus Eighteen Associates LP
 Canadian Property Holdings (Alberta) Inc.
 Canyon Park 228, LLC
 CAP Camperdown Office, LLC
 Capital Center Property, L.L.C.
 Capstone Tice Blvd, LLC
 Carbon Property Group, LLC
 Causeway Square, LLC
 CBPK5 LP
 CC 101 North Tryon, LLC
 CCM-VWP Raintree Corporate Center, LLC
 CD 211 Property LLC
 CDI Centre, LLC
 CDM de Montreal Inc.
 CEC 200, LLC
 Center Valley Parkway Associates, L.P.
 Central Park Office LLC
 Century Tower, L.L.C.

Guarantee Holders (Cont'd)

CF/T.E.C. Holdings Inc.
 ONTREA/TEC Holdings Inc.
 CFT NV Developments, LLC
 Channel Winston SGS Acquisition LLC
 Chase Corporate Center, LLC
 Cherry Hill Towne Center Partners LLC
 Cherry Water, LLC
 Chicago BT Property, LLC
 Ciampa Realty LLC
 CIO Camelback, Limited Partnership
 CIO Carillon, Limited Partnership
 CIO San Tan II, Limited Partnership
 Cityplace North II, LLC
 Clearbrook Mid LLC
 Clinton Asset Holding Associates, LP
 Colony Park, LLC
 Cominar Real Estate Investment Trust
 Commerce Center at Portsmouth, LLC
 Complexe Jules-Dallaire- T3
 Connell Corporate Center I, LLC
 Constitution Partners, LP
 Continental Windwood Centre, LLC
 CopperPoint Mutual Insurance Company
 Coral Gables Associates, LLC
 Cornerstone Cantera, LLC
 Corporate Woods Kansas Realty LP
 Courvoisier Center, LLC
 COVAR 10100 LLC
 CP 75-101 Federal LLC
 CP Acquisitions 45 LLC
 CP Miami Center LLC
 CPN West LLC
 CPP Investment Board Real Estate Holdings Inc.
 200 Bay St. Holdings Inc.
 Oxford Properties Group Inc.
 CPT Arlington Highlands 1, L.P.
 Crabtree Terrace GP, LLC
 Cranberry Crossroads LP
 Creit Management Limited
 CRE-WPL Triton Owner I, LLC
 CRE-WPL Triton Owner II, LLC
 CRE-WPL Triton Owner III, LLC
 Crocker Downtown Development Associates
 Crocker Partners V UCC LLC
 Crossroads Developers Associates, LLC
 Crow-Hobbs No. 1
 Crown-Denver V, LLC
 CRS Plaza I, LC
 Crystal Glen Michigan Realty LP
 CSFB 2004-C5 OFFICE 400, LLC

Guarantee Holders (Cont'd)

CSHV Southpark 6000 Fairview, LLC
 CT Tower Investments Inc.
 CUBE Wynwood SPE, LLC
 CWI Emerald, LLCm TB Emerald, LLC
 VPTC Emerald View, LLC
 CMD Verde Holdings LLC
 BOFUS, LLC
 Cypress La Terraza, LLC
 Dakota UPREIT Limited Partnership
 DE 16501, LLC
 DE VOP, LLC
 Dearborn Corporate, LLC
 Dedham Place Equity Partners
 Deerwood South, LLC
 Derby Street DE, LLC
 Dillon Station, LLC
 Dolphin Banderas, L.P.
 Doral 8333 Office, LLC
 Douglas Emmett 2008, LLC
 Dover Shores Limited Partnership
 Doylestown Investment Partners I, LLC
 Martini Real Estate Group, LLC
 Duke Bridges III Building Owner LLC
 Dulles Creek Owner, LLC
 Dundee Summer 2011 Collection (GP) Inc.
 Dupont Junction Holdings Inc.
 DWF V 655 North Central, LLC
 Eclipse Real Estate Group
 EJM Arroyo Corporate Center 1 & 2 Properties, LLC
 ElJoan, Inc.
 EOS at Ridgewood Corporate Center I, LLC
 EOSII At Highland Park Place, LLC
 EPC-CWO2, LLC
 Equian, LLC
 ER/GS LP Promenade, LLC
 Essex Fox Plaza, L.P.
 Europro (Kitchener) Limited Partnership by Europro (Kitchener) GP Inc., its general partner
 Executive Towers Illinois Realty LP
 F7 NWO, LLC
 F7 Pinnacle, LLC
 Fana Park Centre Corp.
 FC Yonkers Associates, LLC
 Federal Realty Investment Trust
 Ferncroft, LLC
 Fieldstone North 100, LLC
 Fifty California Street LLC
 First Central Tower Limited Partnership
 Forest City Pierrepont Associates

Guarantee Holders (Cont'd)

CSHV Denver Tech Center, LLC
 Founders Square Limited
 Fountain Park Realty, LLC
 Four Point Star Operating Company, L.P.
 FPA4 Dobie Center LLC
 FPG Aspen Lake Owner, LP
 Franklin Post Oak, Ltd.
 FRAPAG Waterview JAX, LLC
 FSP 390 Interlocken
 FSP Pacific Center, LLC
 FSP River Crossing LLC
 Fulcrum 250 East, LLC
 Fulton Market SPE I, LLC
 G&C Arbors Investors, LLC
 G&I IX Marina Village Office Park LP
 G&I VII River Place LP
 G&I VIII Dominion Plaza, LP
 Gainey Ranch Town Properties, Inc.
 Galleria Acquisition Inc.
 Galleria Operating Co. LLC
 Gateway Houston Partners, LLC
 GC Columbia, LLC
 GEI Woodholme I, LLC
 Genesis Capital Partners IX, Ltd.
 Georgetown Eleventh Avenue Owners, LLC
 Gestion 500 Place D'Armes Inc.
 GG Kirby Grove LP
 GGE, Ltd.
 Giltedge Properties, LLC
 GL Office Owner 1, L.L.C.
 GPI Lee Parkway, LP
 GPI-MT, LP
 Gram Properties, LLC and Paul L. & Helga A. Hulme
 Grand Oak Minnesota Realty LP
 Grandview, LLC
 GRE-GOCO Orrington Owner LLC
 GT Real Estate USA, LLC
 GTA Office Inc.
 Harbert United States Real Estate Fund, VI, L.P.
 Harbourside Place LLC
 Hertz Houston Brookhollow, LP
 Hertz Norfolk 999 Waterside, LLC
 Highwoods Realty Limited Partnership
 Hines Global REIT 2615 Med Center Parkway LLC
 Hines VAF II 12100 Wilshire, L.P.
 HPT Sunbelt Portfolio, LLC
 HRLP Cool Springs, LLC
 Hudson Merrill Place, LLC
 Hudson-Sentry, LLC
 Hullmark Sun Life (Atlantic) Ltd.

Guarantee Holders (Cont'd)

Ladera UAC Office 555, 600 & 999, LLC
 Forum Park II, LLC
 HWA 555 Owners, LLC
 H'Y2 Knightsbridge, LLC
 I.G. Investment Management, Ltd.
 IA High Crossing, LLC
 Incore Equities Inc.
 Independence Equity Partners, LLC
 Industrial Alliance Insurance and Financial Services Inc.
 ISO Laumeier II LLC
 Ivanhoe Cambridge Inc.
 IVC PFV, LLC
 IVY MBT PROPERTY, LLC
 Jackson II, LLC
 Jackson UOP, LLC
 James Campbell Company LLC
 JBG/BC Chase Tower, L.P.
 JD CP Investors, LLC
 Jenkins Court Realty Co., L.P.
 JHTC Holdings LLC
 JIJ (USA) Investments, LLC
 John Hancock Life Insurance Company (USA) in Trust for Broadway Wacker, LLC
 John Management Company, LLC
 KB Tri-City II MT, LLC
 KBSII 445 South Figueroa, LLC
 KBSII Willow Oaks, LLC
 KBSIII Almaden Financial Plaza, LLC
 KBSIII Park Place Village, LLC
 KBSIII Preston Commons, LLC
 KCO 2300 Main 520, LLC
 Kennedy Tower, LLC
 Key Success LLC
 Keystone Investors, LLC
 Kiamie 411, LLC
 Kilroy Realty, L.P.
 KIMCO ARBOR LAKES S.C., LLC
 King's Cross Shopping Centre Ltd.
 Kingstowne Office 36 LP
 KJMED, LLC
 KMA Properties, LLC
 KORE Bellevue Technology Center, Inc.
 Kore West Loop I and II, Inc.
 KP Emerald Owner, LLC
 KS 1235 Bay Street Inc.
 KS 500 4th Avenue SW Inc.
 KS Calgary Place Inc.
 KS Company Trust
 KS Slater Inc.
 KW Fund V - Brand, LLC
 La Jolla Centre I LLC
 La Jolla Eastgate LLC

Guarantee Holders (Cont'd)

Huntcrest Commerce Center LLC
 Lakes Property Owner, LLC
 Lakeside I and II Associates, LLC
 Lakeview Center TT, LLC
 Langtree Office Center LLC
 LBA Realty Fund II-Company V, LLC
 LBA RIV -Company II, LLC
 LCP Forsyth Boulevard Property Owner, LLC
 Lee Farm Partners, LLC
 Legacy Real Estate Investments, Inc.
 LEI PA Partners LP
 Liberty Investments I, LLC
 Liberty One, LLC
 Lincoln Center LLC
 Linden Place Limited Partnership
 LN Towncenter I, LLC
 Lot C&D Development, LLC
 Low Tide Properties Ltd.
 LPF Pearl West, LLC
 LPF Realty Office Inc.
 LV Gramercy Owner, LP
 LVA4 Atlanta Colony Square, L.P.
 Macleod Place Ltd.
 MAIA Holdings LLC
 Manulife Financial
 MAP Ground Lease Owner, LLC
 Map Urban Renewal LLC
 Marisa Construction Limited
 MATRIX/AEW NB, LLC
 MAYSA USA LLC
 McDonald Land Holdings, LLC
 McKenzie Capital Partners LLC
 McKinney Corporate Center I, LLC
 MCP 4600 South Syracuse, LLC
 MCPP WFC Miami, LLC
 Meadows on the Parkway Station LLC
 Meadows Road LLC
 Melrose Investments Inc.
 MEPT Lighton Plaza, LLC
 Meridian CenterCal, L.L.C
 Merion Commercial Realty, Inc
 Metcalfe Realty Company Limited
 MGR Holdings 1, LLC
 MI Real Estate Holdings, LLC
 Milkin Holdings Limited
 Millenia Lakes Owner II, L.P.
 Mills Plaza Properties VII, LP
 MJH Northbrook, LLC
 MK RRP 4500 Park Granada Boulevard, LLC
 MKS 175 Capital, LLC
 ML-AI Normandale, LLC

Guarantee Holders (Cont'd)

Lake Forest Landmark Company LLC
 MSTC I, LLC
 MSVEF-FG WFC Property Owner LP
 Muller-SBOT LLC
 MYP Southbridge, LLC
 Nashland TT, LP
 NBS Arrowhead I, LLC
 New Roc Parcel 1A Retail, LLC
 Newcastle Retail Management LLC
 Newport News Town Center, L.L.C.
 Newport Plaza Office, LLC
 Newtown Venture IV Associates Limited Partnership
 Next Gateway Owner, LLC
 NNN 400 Capitol, LLC
 Noddle AV4, LLC
 NOP Cottonwood Holdings, LLC
 North Bay 4040 TT, LLC
 North Point Mall, LLC
 North Shore Place Partners, LLC
 Northam CCPF Tenco (Cal-Ed) Limited
 Northfield Equities Inc
 Northfield Stapleton Associates, LLC
 NREF-CT NOVA FOP Borrower, LLC
 Oak Brooke Pointe LLC
 OC OET Owner LLC
 Office Mortgage Investments Inc.
 Office Partners XIX Brandywine LLC
 Old Town Square LLC (LL)
 Old Town Val Vista, LLC
 Omers Realty Corp
 Guinness Tower Holdings Ltd
 Omninet Chase Park, LLC
 Omninet Pacific Pointe, LP
 ONB LLC
 One Bridge Plaza, LLC
 One Bridge Plaza II, LLC
 One Bridge Plaza III, LLC
 Arcadian Equities, LLC
 One Gateway Center Property Owner LLC
 One Hundred Towers LLC
 One Pacific Heights, LLC
 One Stamford Plaza Owner LLC
 One Westchase Center TT, LLC
 OP Office Partners, LLC
 Ovintiv USA Inc.
 Pacific Oak SOR Austin Suburban Portfolio, LLC
 Pacific Oak SOR City Tower, LLC
 PAR Capital-Madison, LLC
 Park 80 West Owner LLC

Guarantee Holders (Cont'd)

Moab Holdings Regal Plaza LLC
Mourier Land Investment Corporation
MSB SLC Opportunity Fund LLC
PCE Partners, LLC
PCI King George Developments Inc.
Fraser & King George Properties Limited Partnership
PCPI UT Owner, LP
Phoenix RS One, LLC
Piedmont 400 Galleria, LLC
Piedmont Park Place, LP
Playa Jefferson Office Fee Owner, LLC
Plaza 7000, LTD
Plaza Investments II Holdings, LLC
Plaza San Ramon, LLC
PLN OWCS, L.P.
PMZ-Riverwood, LLC
PNC Center Cincinnati Realty LP
Portage & Main Development, Ltd.
Poydras (Louisiana) LLC
PPF OFF 125 Cambridgepark Drive, LLC
PPF Paramount One Market Plaza Owner, L.P.
PR 150 Roosevelt Shops LLC
PR 55 East Monroe, LLC
PR II LaCenterra, LP
PR II/MCC South Coast Property Owner, LLC
PR Willingdon 4170 RE Limited Partnership
Precedent Co-Investor, LLC
PREPI Bristol Place IC, LLC
Preylock SJC LLC
Prime US-222 Main, LLC
Prime US-Promenade, LLC
Principal Life Insurance Company
Progress Point LLC
Providence Health & Services
PW Owner, LLC
QBE Americas, Inc.
Quad DBC Holdings LLC
Quartier DIX30 Management, L.P.
Quattro Investment Group, L.P.
Queen Richmond Centre Inc.
Quintana Office Property LLC
Radnor Properties-201 KOP, L.P.
Ravine Equities Inc.
Ravine Properties Limited Partnership
Redstone Gateway 4100, LLC
Redstone Tamarac Plaza II, LLC
Redstone WA Property, LLC
Regent Executive Center I, LLC
Regions Bank
Rexcorp Plaza SPE LLC
Rialto Owner LLC
Riverfront Holdings, Inc.

Guarantee Holders (Cont'd)

Park Center Plaza LP
Parkway North No. 1, LP
Parkway West, LLC
Parkwood Three, LLC
Roynat Inc.
ROZA 14W LLC
RPAI Naperville Main, L.L.C.
RPMG Holdings Ltd.
RREEF America REIT II Corp. RRR
Sallee Real Estate Investments LLC
Sanguinel Partners, L.P.
Santa Clara Square Office 2B LLC
Saul Subsidiary II Limited Partnership
Savant Siena II LLC
SB Corporate Centre III-IV, LLC
SB/LPC 7777 Bonhomme LLC
Scottsdale Fashion Square LLC
Scottsdale Financial Center Owner LLC
Scripps Health
SE Fillmore Place LLC
SFIII Lake, LLC
SGS One Two Chagrin, LLC
Shamrock Investments, LLC
Sharish Property Holdings Inc.
SIC - Sepulveda Center, LLC
Siebar Windsor LLC
Silver SM CO., LLC
SJ Cityview LLC
SL Town Center Realty, LLC
Slate Toronto Core Office GP Inc.
SlateGreen GP Inc.
Societe En Commandite Bouvier-Bertrand
SOF-IX Blueback Square Holdings, L.P.
SOF-XI WFO Harrison Owner, L.L.C.
Southwind Memphis Realty LP
Spectrum Property Owner, LLC
Square 54 Office Owner, LLC
SR Office Properties LLC
SRC St. Louis Office Owner, LLC
SREIT 222 Second Avenue LLC
SRI Twelve Miami Central LLC
SRMF Town Square Owner LLC
Stadium Square III, LLC
Station Park CenterCal, LLC
Sterling Properties, LLLP
Stockdale Galleria Project Owner, LLC
Stone Mountain Associates 830 LLC
Summit Office I, L.L.C.
Sun Center Partners LLC
SunBlossom Wilcrest 2424, LLC
Sunnyvale Business Park I, LLC
Sunnyvale Business Park Sub, LLC

Guarantee Holders (Cont'd)

TCG Boa Missouri Holdings, LLC
 TDC Hidden River, LLC
 Teachers Insurance and Annuity Association of America
 Tempus Crosspoint, LLC
 Tennessee Holdings LLC
 TGC Governors Square LLC
 The Canada Life Assurance Company
 The Goldman Sachs Group, Inc.
 The International Trust
 The Irvine Company, LLC
 The Kelowna Sustainable Innovation Group Ltd.
 The Norton Building LLC
 The Realty Associates Fund X, L.P.
 The Retirement Systems of Alabama
 The Round Owner, LLC
 The Station at Chapel Hill, LLC
 The Teachers' Retirement System of Alabama
 The Washington LLC
 Three Towncenter LLC
 TIAA Franklin Square, LLC
 TNC 675 Cochrane Ltd.
 Toringdon Office Owner, LLC
 Totowa Beacon, LLC
 Totowa Beacon II, LLC
 Totowa Beacon III, LLC
 Totowa Beacon IV, LLC
 Tournay Road Holding Company, LLC
 Town Square Realty, LLC
 TPG-San Felipe Plaza, LP
 TPL Property Owner, LP
 TR Deerfield Office LLC
 Trailhead RO, LLC
 Traverse Ridge Center II LLC
 Traverse Ridge Center III LLC
 TREA 1600 Broadway LLC
 TREA 30700 Russel Ranch Road LLC
 Treena Properties, LP
 TUC Office Owner 1, L.P.
 Turnberry Plaza, Ltd.
 U.S. Bank National Association
 U.S. REIF 100 Cambridge Street Massachusetts, LLC
 UA Properties LLC
 UCM/ERP-Chamber Building, LLC
 UE Rockville, LLC
 Union Station, L.L.C.
 University Crossroads, LLC
 University Street Properties I, LLC
 Urban Renaissance Group (URG)
 US VI Peachtree, LLC
 Van Alen Office LLC

Guarantee Holders (Cont'd)

Vancord Property Holdings Corp
 Robert J. Guidry Investments, L.L.C
 ROF II Desert Ridge, LLC
 Sycamore Plaza II-E, LLC
 TAK Tech Point LLC
 T-C 1101 Pennsylvania Avenue Owner LLC
 T-C Stonecrest LLC
 Varklan LLC
 Velocis Echo, L.P.
 Versailles Properties, L.P.
 Vestar Green Valley, LLC
 VREI 120 North, LLC
 Wanxiang Sterling Stetson Owner, LLC
 Washington Square Limited Partnership, L.L.P.
 Washington State Employees Credit Union
 Waterview Plaza LLC
 WC2 Holmes, LLC
 Webb Gin Property (Sub) LLC
 Westbrook Center Illinois Realty LP
 Western Office Portfolio Property Owner LLC
 Westmount Corporate Campus Holdings Inc.
 Westview Village Center LLC
 WFF Westport TT, LLC
 Whetstone Flour Mill, LLC
 Whiterock Sussex Centre Mississauga Inc.
 Wilton Campus 1691, LLC
 Windermere Property Holdings, LLC
 Windmill Dream ZIBI Ontario Inc.
 Windmill Dream Zibi Quebec Developments Inc.
 WMP I LLC
 Woodfield Preserve Property, L.L.C.
 WPP, LLC
 WPT Land 2 LP
 Yonge & Lawrence Inc.
 YRC (MCEG) Ltd., BPO LTD and Crehoy Inc

Governmental / Regulatory Authorities

City of Atlanta
 City of Chicago
 City of Denver
 City of Lehi
 City of New York
 City of Quincy
 City of Seattle
 IRS
 Maryland Dept. of Assessment & Taxation
 State of CA
 State of CO
 State of FL
 State of GA
 State of IL
 State of MA

Governmental/Regulatory Authorities**(Cont'd)**

State of MD
 State of NC
 State of NJ
 State of NY
 State of OH
 Washington DC
 State of OK
 State of PA
 State of TX
 State of UT
 State of VA
 State of WI
 Travis County Tax Office

Landlords

3CDC
 Admiral Capital Group
 AEW Capital Management
 AFIAA 501 Congress, LLC
 AIG Global Asset Management Holdings Corp.
 Allied Capital & Development of South
 Florida, LLC
 Altus Realty Partners
 Artis Real Estate Investment Trust
 Billingsley Co
 BlackRock
 Blackstone/EO
 Boston Avenue Management
 Boston Properties, Inc.
 Brandywine Realty Trust
 Brookfield
 Caves Valley Partners
 CBREI
 City of Oklahoma City
 City of Philadelphia
 Civica Office LLC
 CLI Ventures
 Columbia Property Trust, Inc.
 Commonwealth Partners
 COPT Corporate Office Properties Trust
 Cousins Properties
 Cross Properties
 Crow Holdings
 Denholtz Properties
 Divco West Real Estate Services, Inc
 Dornin Investment Group
 Douglas Development Corporation
 Dunhill Partners, Inc.
 East West Partners
 Ecom USA
 Edgewood Realty Partners, LLC

Landlords (Cont'd)

Eric L. Waller
 Estein USA
 Fenton Investment Co
 Gemini Rosemont Commercial Real Estate
 Goldman Sachs
 Griffin Partners, Inc
 Eljoan Inc.
 Hillwood
 Hudson Pacific Properties, Inc.
 Iconic Development
 Invesco
 Ivy Realty Services, LLC
 JP Morgan
 Kathleen M. Schneider
 KBS
 Kilroy Realty Corporation
 Landow & Company
 LaSalle Investment Management
 Levin Management Corporation
 Lingerfelt Commonwealth Partners
 Lionstone
 Mack-Cali Realty Corporation
 McCarthy Cook & Co.
 Meriwether Partners
 National Development
 Navika Capital Group
 New York Life Real Estate Investors
 Next Realty, LLC
 Nuveen (A TIAA Company)
 Pacific Oak Capital Advisors
 Pappas Investments
 Parallel Properties
 Paramount
 Perry Commercial
 PGIM, Inc.
 Phillips Edison
 Pieper Properties Inc.
 Property Advisers Realty
 Regent Properties
 Retail Properties of America
 RMC Group
 RREEF Management, LLC.
 Rudin Management
 RXR Realty
 Savanna Real Estate Fund
 SBG Management Svices
 Shelbourne Global
 SL Green Realty Corp.
 South Bay Development
 Stanton Road Capital LLC
 Starwood Capital Group
 Steelbridge Capital
 Swift Real Estate Partners

Landlords (Cont'd)

Taubco
 The 601W Companies
 The Brookdale Group
 The Dilweg Companies
 The Feil Organization
 The Irvine Company
 The Related Companies
 The Shidler Group
 The Swig Company
 The Wood Companies
 Thoits Brothers, Inc.
 Tishman Speyer
 TriGate Capital
 UBS Realty Investors LLC
 Upland Capital Corporation and Property Management
 Urban Renaissance Group
 Urban Street Group
 ViaWest Group
 Vista Investment Group LLC
 VNO
 Walton Street Capital, LLC
 Wangard Partners Inc.
 Wealth Capital Management, Inc.
 Wedge Group
 Unite Here Health

Landlord Attorneys

Adam L. Rosen PLLC
 Akerman LLP
 Backenroth, Frankel & Krinsky, LLP
 Ballard Spahr LLP
 Barack Ferrazzano Kirschbaum & Nagelberg LLP
 Bayard, P.A.
 Bernstein, Shur, Sawyer & Nelson
 Caiola & Rose, LLC
 CGS3, LLP
 City of Philadelphia Law Department
 Clark Hill PLC
 Cross & Simon, LLC
 Earp Cohn, P.C.
 Elkins Kalt Weintraub Reuben Gartside LLP
 Finlayson Toffer Roosevelt & Lilly LLP
 Flaster/Greenberg P.C.
 Friedman Schuman, P.C.
 Frost Brown Todd LLC
 Gallagher Evelius & Jones LLP
 Gary J. Wachtel, Esquire
 Gellert Scali Busenkell & Brown, LLC
 Gibbons P.C.

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 Law Office of Susan E. Kaufman, LLC
 Linebarger Goggan Blair & Sampson, LLP
 Longleaf Law Partners
 Maddin, Hauser, Roth & Heller, P.C.
 Mayer Brown
 McCarter & English, LLP
 McCreary, Veselka, Bragg & Allen, P.C.
 Moritt Hock & Hamroff LLP
 Morris, Nichols, Arsht & Tunnell, LLP
 Moye White LLP
 Munsch Hardt Kopf & Harr, P.C.
 Neal, Gerber & Eisenberg LLP
 Nixon Peabody LLP
 Northern Blue LLP
 Offit Kurman, P.A.
 Perdue, Brandon, Fielder, Collins & Mott, L.L.P.
 Polsinelli PC
 Potter Anderson & Corroon LLP
 Reed Smith LLP
 Robinson Brog Leinwand Greene Genovese & Gluck P.C.
 Sacks Tierney P.A.
 Saul Ewing Arnstein & Lehr LLP
 Settlepou
 Sirlin Lesser & Benson, P.C.
 SSL Law Firm LLP
 Stark & Stark, P.C.
 Stevens & Lee, P.C.
 Sullivan Hazeltime Allinson LLC
 Thornton Grout Finnigan LLP
 Troutman Pepper Hamilton Sanders LLP
 Weintraub Tobin
 Weycer, Kaplan, Pulaski & Zuber, P.C.
 White & Case LLP
 Gibson, Dunn & Crutcher LLP
 Golenbock Eiseman Assor Bell & Peskoe LLP
 Goodwin Procter LLP
 Goulston & Storrs PC
 Greenberg Traurig, LLP
 Greenstein Delorme & Luchs, P.C.
 Halling Meza LLP
 Horner Law Group, P.C.
 Jackson Walker L.L.P.

Letter of Credit

Barclays

Letter of Credit – Beneficiary

100 Church Fee Owner LLC
101 Hudson Realty L.L.C.
140 BW LLC
250 Park Avenue LLC
Avamer 57 Fee LLC
Capstone Tice Blvd LLC
Carillon Properties, a Washington General
CSREFI Independence Wharf Boston, Inc.
Denholtz Horizon, LLC
F1-1221 Brickell L.L.C.
J.A.B. Madison Holdings L.L.C.
Jumbo Capital Management LLC
MACH II Woodside LLC
Map Ground Lease Ownder LLC
MNCAVD II – Seagate Harbors LLC
Paramount Leasehold L.P
Park Ridge Building LLC
Perimeter Summit Parcel 2 Limited
PR22 West Washington, LLC
PRIM BAC Colonnade, LLC
RCPI Landmark Properties
RNSI City Place Owner, LLC
SLG 100 Park LLC
Square 54 Office Owner LLC
The Valley Hospital Inc.
Treat Towers Owner LLC
TS 405 Lexington Owner, LLC

Litigation Party

A&D Partners, LLC
Antonio Gonzalez
BPP 1420 Fifth Avenue Owner, LLC
The Bank of New York Mellon Corporation

OCP

Bryan Cave
Valuation Research

Subchapter V Trustee

Howard Cohen
Karen Giannelli
Natasha Songonuga
Robert Malone

**Clerk of the United States
Bankruptcy Court for the District
of Delaware**
Una O’Boyle

**Judges and Staff for the United States Bankruptcy
Court District of Delaware**

Barksdale, Nickita
Batts, Cacia
Bello, Rachel
Brady, Claire
Capp, Laurie
Cavello, Robert
Chan, Judge Ashely M.
Dorsey, Judge John T.
Farrell, Catherine
Gadson, Danielle
Goldblatt, Judge Craig T.
Grottini, Donna
Haney, Laura
Laletas, Demitra
Johnson, Lora
Lopez, Marquetta
Moore, Janet
Lugano, Al
Owens, Judge Karen B.
Scaruzzi, Sherry
Shannon, Judge Brendan L.
Silverstein, Judge Laurie Selber
Sontchi, Chief Judge Christopher S.
Stickles, Judge J. Kate
Strupczewski, Karen
Subda, Paula
Szymanski, Cheryl
Walker, Jill
Walrath, Judge Mary F.
Werkheiser, Rachel

**Office of the United States Trustee Region 3-
Wilmington, Delaware**

Attix, Lauren
Buchbinder, David
Casey, Linda
Cooke, Denis
Cox, Natalie
Dice, Holly
Dortch, Shakima L.
Fox, Jr., Timothy J.
Giordano, Diane
Green, Christine
Hackman, Benjamin
Jones, Nyanquoi
Leamy, Jane
McCollum, Hannah M.
McMahon, Joseph
O'Malley, James R.
Panacio, Michael
Richenderfer, Linda
Sarkessian, Juliet
Schepacarter, Richard

Office of UST Region 3 (Cont'd)

Serrano, Edith A.
 Sierra, Rosa
 Starr, Karen
 Tinker, T. Patrick
 Vara, Andrew
 Villagrana, David
 Vinson, Ramona
 Wynn, Dion
 Cudia, Joseph

Vendors

10 Fold
 100 Church Fee Owner LLC
 100 South Ashley Property Owner, LLC
 101 Hudson Realty LLC
 119 Mount Auburn St LLC
 123 Home Care
 12th And G Street Assoc LP
 1325 Avenue Of The Americas LP
 15th And Vine LLC
 18PR Pro
 2301 Blake Street Investors LLC
 237 North First Street Holdings LLC
 2399 Blake Street Investors LLC
 2929 Real Estate Holdings LLC
 3 SC Center
 3100 47th Avenue Property Investors III, LLC
 342 N Water Street LLC
 41 Madison L.P.
 505 Montgomery
 6200 Stoneridge Mall Road Investors LLC
 711, LLC
 75 State Owner LLC
 8400 E. Crescent Sm LLC
 845 Third L.P.
 86 The Robot
 8x8 Inc.
 A and D Partners LLC
 Aardwolf International LLC
 ABM Parking Services
 ACT Security Group
 Action Signs & Awards
 Acuitus AG
 Adam Ravitch
 Adcom
 AFIAA 501 Congress LLC
 AK Productions, LLC
 Alex Rich LLC
 Alliance Maintenance
 Allie Wolf Brand WG Management Co.
 Ambius
 America Direct Marketing Resources
 American Airlines

Vendors (Cont'd)

Aramark Canada Ltd
 Art Effects
 Arthur Veytsman
 Artis Realty LLC
 Ask.com
 AT&T
 Attorney Resource & Colby Resources, Inc.
 Atx Office Owner 5, L.P.
 Avenue 5 Residential
 Ax Union Hills LP
 Axiom Law
 AZ Locksmith And Key
 B&B Portfolio JV LLC
 B2B Email Listz
 Bae Systems Technology Solutions & Services
 Baltimore Center Associates, LP
 Bambino Technologies Inc.
 Bay Remodeling Kitchen & Bath
 Beacon Group, LLC
 Bechtel Infrastructure And Power Corporation
 Bee's Keys/Complete Security Service
 Benchmark Biodiesel Inc.
 Benefitmall
 Beniva Consulting Group Inc.
 BEOP
 Berkeley Research Group, LLC
 Berlitz
 Big-D Construction Corp
 Biogeek
 Biopharma Law Group, PLLC
 Biproxi Inc.
 Black Olive Music Production
 Blackivy Group
 Blaine Wood
 Blue Oak Law
 Blue Prism Software Inc.
 Bluehost
 Bob Wilbur
 Bognet Construction Associates Inc.
 Boston Properties Limited Partnership
 Brandywine Grande C, L.P.
 BRE HH Property Owner LLC
 Breakthrough Behavior
 Brexton Commercial LLC
 Brian Hanks
 Bridgestreet Partners
 Brunet Garcia
 Buildapreneur
 Byrd Interior Construction LP
 Byte Sized Solutions
 C.R. Schulman & Company
 Caine And Weiner Company Inc.
 Caliber Home Loans, Inc.

Vendors (Cont'd)

American Field
 American General Life Insurance Company
 American Security Systems Inc.
 Amerimar Intl Plaza II Management Co LLC
 Ameripark LLC
 Amo Structural Engineering
 Andrea Dennis
 Antwone Fisher
 App Academy
 Aptorum Therapeutics Limited
 Aquila Commercial LLC
 Callstream Communications Inc.
 Campanelli Trigate Adams Property Owner
 Campari
 Candid Co.
 Canny, Bowen LLC d/b/a Coleman Lew
 Canny B
 Capital Wraps
 Careerbuilder, LLC
 Carnegie 103 Associates LLC
 Casco Contractors
 Causeway Square LLC
 Cave Consulting Partners LLC
 CBRE Inc.
 CBRE Investors AAF Calstrs
 CCMVWP Raintree I Owner, LLC
 CCSI Construction
 Ceek Enterprises
 Centurylink
 Chapel Hill-Carrboro Chamber Of Commerce
 Cherry Water Llc
 Chicago Messenger Service, Inc.
 Chicago Metropolitan Fire Preventn Corp
 Christopher Miller
 Cintas Corporation
 Circus Street Inc.
 City Catering Cafe Inc.
 City of Dallas
 City Wide Maintenance of Colorado
 Cogent Communications, Inc.
 Colliers International NY LLC
 Colliers International WA LLC
 Colonial Parking Inc.
 Colorful Decor LLC
 Comcast
 Comcast Cable
 Comed (Elec / Utility)
 Commercial Cleaning Systems Inc.
 Commercial Tenant Services Inc.
 Comply Inc.
 Computer Forensics Resources
 Con Edison
 Concord Painting, Inc/Mdb Development Co

Vendors (Cont'd)

Creative Event Strategies
 Cresa Global Inc.
 Crosstower Inc.
 Crow-Hobbs No 1
 Crown Delivery & Logistics, Inc.
 Crystal Financial LLC
 CSFB 2004-C5 Office 400 LLC
 CSHV Center Drive LLC
 Cupertino Electric Inc.
 Curvature LLC
 Cushman & Wakefield of Florida Inc.
 Cushman & Wakefield of Oregon Inc.
 Cushman and Wakefield Solutions LLC
 Customized Journeys
 Daiwa Capital Management Silicon Valley
 Dandy
 Datawatch Systems Inc.
 Datum Commercial Contracting, LLC
 Davis Moore Capital LLC
 Deacon Construction LLC
 Deltax Marketing
 Denholtz Horizon LLC
 Dethorn Young
 Diego Sanchez
 Dig CCP LLC
 Directv (Calif)
 Door Guard Security
 Doug Jensen
 DPW Woodside Diablo LP
 Drum Realty Group LLC
 Dune
 Dustin Scaffide
 DWG Solutions
 Eagle Express Inc.
 Ease Life Biotechnology LLC
 East Coast Realty Group LLC
 Easy Offices
 Edge Management
 EDN Consulting LLC
 Elevate Growth Partners
 Ellevon Wealth Management
 Eljoan, Inc.
 Ellen Karo CPA
 Empire Facility Services
 Empire Office Inc.
 Energy Foundation
 Eniware LLC
 Enterijer Jankovic Doo
 Enterprise Technology Services
 Essex Property Trust Inc.
 Estefano.Co
 Eternity Financial Alliance

Vendors (Cont'd)

Constable Reitz, LLC
 Contract Builders, Inc.
 COPD Foundation
 Cornell West Partners LLC
 Corner Bakery
 Corprotect
 Costa Mesa Marriott
 Cousins International Plaza I LLC
 Coverall North America Inc.
 Crabtree Terrace Holdings LLC
 Create Change LLC
 Evestar
 Extensive Business Solutions Corp.
 Facet Data, Inc.
 Fanelli Properties
 Farm Mom Art
 Fedex
 Fieldstone North 100 LLC
 Fire Island Pines
 Fire Service Inc.
 First Class Realtors
 Fleet Car Carriers, Inc.
 Florida Telecommunications Relay, Inc.
 Folcik Enterprises, LLC
 Foodsby
 FPL Fibernet LLC
 Fran Rubio-Katz
 Freedom Mortgage Corporation
 Freelance
 Fsp- South Flower Street Associates
 FTT Holding Bv
 Gabriela Romo, LLC
 Gainey Ranch Town Properties Inc.
 Galleria Operating Company LLC
 Gandiv Consulting
 Garage Door Repair
 Genuine Recruiting
 George Mcguigan
 Gesar Management
 GH Carried Interests LP
 Giovanni Omar Soto
 Global Equity Offer
 GO1
 Golden Sands General Contractor Inc.
 Gorove/Slade Associates, Inc.
 Granite Telecommunications LLC
 Great Neck Realty Company Of North Carol
 Great Northern Advisory
 Greencove Partners
 Greenscape Development Partners
 Greybeard Holdings
 Griffin Partners III-200 Union LP
 Groundwrk

Vendors (Cont'd)

Hemi Ventures
 Himes Associates Ltd.
 HKS Building, L.P.
 Holt Construction Corporation
 Hot Snakes Media d/b/a Big Spoon Industries
 HP, Inc.
 Hubbard Park Place
 Hudson Palo Alto Square, LLC
 Hugh & Crye
 Hungry Marketplace Inc.
 Hunt Builders Corporation
 Hylan Harper
 I am ALS
 Ibex Partners
 ICE USA Inc.
 IDX Corporation
 Iliad Real Estate Group Inc.
 Imagit Solutions Inc.
 Imeg Corp.
 In Class Today
 Inertia Resources Inc.
 Infuse Hospitality
 Inmomentum
 Instant Offices
 Integratz
 Intercomputer Corporation
 Interface Services Inc.
 Interior Architects
 International Association Of Providers O
 Intrepid Consulting LLC
 Iva, Inc.
 Ivy MBT Property LLC
 J Richards Electric, Inc.
 Jaimes Legal LLC
 Jan-Pro Enterprises LLC
 JBG BC Chase Tower LP
 JDL Corporate Interiors, Inc.
 Jeevz
 Jeff Barlow
 Jeff Waters
 Jemals Uline LLC
 Jensen Law
 John M Paige, Esq.
 John Repetti
 Johnson Lending Inc.
 Jones Lang Lasalle Amercas Inc.
 Jones Lang Lasalle Brokerage Inc.
 Jones Sign Co., Inc.
 Juul Labs
 Kastle Systems
 Kastle Systems LLC
 Kayi & Wilkes, PLLC
 KBSII 445 South Figueroa LLC

Vendors (Cont'd)

Grubhub Holdings
 Guarantee Pest Control Inc.
 Guardian Financial Wealth Management
 Harbourside Place, LLC
 Harqen
 Harrison French & Associates Ltd.
 Harvard Maintenance Inc.
 Haven Recruiting Group
 Hawk Realty Group
 Healthcor Partners Management, LP
 Helium SEO
 Keen Creative
 Kelly Mitchell
 Kennedy Tower LLC
 Kensington Technology Group
 Keppel-KBS Great Hills Plaza Inc.
 Key-Rite Security Lock & Safe Inc.
 Kidsrock
 Kilroy Realty LP
 Kitchell
 KJ Consulting DbA Uptown Capital Partner
 L.S. Decker, Inc.
 Lambus Transportation, LLC
 Landscape Up
 Lanier Parking Solutions
 Lanier Parking Solutions - Atlanta, Ga
 Law HQ
 Laz Parking - Baltimore, MD
 Laz Parking - Columbus, OH
 Laz Parking California LLC
 Laz Parking Mid-Atlantic LLC
 Laz Parking Texas LLC
 LCA Group
 LCP Forsyth Boulevard Property Owner LLC
 Leafly Holdings, Inc.
 Lekify Technologies
 Lendency LLC
 Level (3) Communications, LLC
 Lindemann Miller Law
 Liquidspace Inc.
 Lone Peak Ventures
 Loring Consulting Engineers
 LPL Financial
 LV Gramercy Owner, L.P.
 LW Redstone Company LLC
 M9 Solutions
 Maarifa International LLC
 Mackenzie Services Company LLC
 Magic Messenger LLLC
 Managed By Q Inc.
 Maple 3P KRL 175 Pearl Owner LLC
 Margaret Sandman
 Mary Kittrell

Vendors (Cont'd)

Kcm, Inc. – 3017
 Michael Clements
 Michael Remus
 MNCVAD II Seagate Harbors LLC
 Modern Parking Inc.
 Mountain Point Academy
 MSVEF FG WFC Tampa JV LP
 Murtha Tax & Law LLC
 Naked Frankie
 Naperville.com, Today's Mortgage Rates
 Neep Investors Holdings LLC
 Nelco Architecture And Interiors Inc.
 Neuhope, Inc.
 Newmark Grubb Knight Frank - Phoenix, AZ
 Newmark Knight Frank
 Newmark Knight Frank Frederick Ross
 Ngage Recruitment Specialists
 NT Capital
 Office of Paul Milam
 Office Team
 Olympic Maintenance Inc.
 Onbrand BV
 One American Place Operating LLC
 One Pacific Heights LLC
 One Parking I Square, Inc.
 One Parking Park Place, Inc.
 One Parking UA Inc.
 OOMA Inc.
 Op Office Partners LLC
 Opensymmetry
 Optima Economics, LLC
 Opulent Marketing & Consulting Inc.
 Orbweb Inc.
 Origin Consulting, LLC
 Ortsac Capital Group
 Pacific Century Realty
 Paramount Leasehold, LP
 Park Place Owner LLC
 Parkside on Pearl LLC
 Parkway North No. 1, L.P.
 Parkwell LLC
 Patriot Construction Inc.
 Paulson Investments
 Pearl Media LLC
 Pensionmark Financial Group, LLC
 Pepco
 PG&E
 Pinchot Lane Investment Management LLC
 Pivotdesk Acquisition LLC
 Pledgeup
 PR II MCC South Coast Property Owner LLC
 Preemptive Security Solutions Inc.
 Premier Parking Of Tennessee LLC

Vendors (Cont'd)

Matchco
 Mathias Lock And Key, Inc.
 Matt Becker
 Mattie Equity LLC
 Mcdonald Fielding
 Mdistrict Park LLC
 Menard Group USA
 Merchandise Mart LLC
 Merrill Communications LLC
 Metropolitan Cleaning LLC
 Prescience Ventures, LLC c/o Wasserman
 Prestigious Models
 Primerica
 Qualisystems USA Inc.
 Quality Oriented Solutions Inc.
 Quickpark Inc.
 Quinlan Mackay
 Rambo RE Inc. d/b/a Rambo RE Group
 RAO Contract Sales, Inc.
 Raunch Milliken International
 RBB Communications
 RCPI Landmark Properties L.L.C.
 Re/Max Allegiance
 Real Time Intel LLC
 Redrock Security and Cabling Inc.
 Reef Parking
 Refresh Creative Studio
 Regency Lighting
 Renaissance Managing General Agency
 Renew Relationship Counsel
 Renewal by Anderson LLC
 Rentokil North America Inc. d/b/a Ambius
 Rest365
 Retail Properties of America, Inc.
 Rheingoldusa LLC
 Ricardo Torres
 Ricoh USA Inc.
 Rios Partners
 Rispetto Consulting LLC
 Rm Desert Ridge LLLP
 Robert Saberi
 Roofdeck Solutions
 Rosas & Cirigliano
 Rosner Law & Mediation
 Royal Cup Inc.
 RPM MBA LLC dba RPM Luxe Realty
 Sacyr Construccion S.A.
 Salmon HVAC
 Salto Systems Inc.
 Samatt Research Services, Inc.
 Sandridge Realty, LLC
 Sap Global
 Savills Inc.
 SCMC

Vendors (Cont'd)

Premium Parking Service LLC
 Seung Won Lee
 SFIII Lake LLC
 Sharp Electronic Corporation
 Shawmut Design and Construction
 Shawmut Woodworking And Supply
 Shiftright
 Shilan Accessories Ltd
 Shine Facility Services
 Shiseido Americas Corp.
 Sic-Sepulveda Center, LLC
 Simply Balanced Accounting LLC
 Skeiron Real Estate LLC
 Skender Construction LLC
 SL Green Management, LLC
 SL Town Center Realty LLC
 Slate Advisers, Inc.
 Sloan Fine Art Consulting
 Snap Inc.
 Social Grace LLC
 Socius Communications LLC
 Solid Ground Financial
 Southernwood LLC
 SP Plus Corporation
 Spectrum Security Group LLC
 Spus8 CCC, LP
 Spus9 237 at First Street LP
 SRC St Louis Office
 St Louis Parking Company
 Staci H. Collins PLLC
 Stadium Square III LLC
 Staples National Advantage
 Starwho International Education Corp.
 Stearns Bank
 Steelbridge Las Olas West LLC
 Steelcase Inc.
 Steelsource International Inc.
 Stern Brothers
 Stocked Robotics, Inc.
 Storagecraft Technology Corporation
 Strategic Planning Group
 Strategysmith, PA
 Suddath Workplace Solutions
 Superego, Inc.
 Surge Private Equity LLC
 Swipeport
 Swiss Re Management (US) Corporation
 Syska Hennessy Group Inc.
 Tallan, Inc.
 Tapatio Tax Service
 TASQ
 Tate Legal Consulting, PLLC
 TDC Hidden River LLC

Vendors (Cont'd)

Scott & Reid General Contractors Inc.
 Seamless North America LLC
 Sean Feeney
 Search Office Space North America Inc.
 Sen Tian
 Sergio L Sanchez
 Servicemaster of Seattle
 Serviceone Building Maintenance Inc.
 Servpro of NW Portland
 Teammindshift
 Tek-Align Realty
 Tenantbase Inc.
 Tential
 Texas Luxury Outdoors
 Thareja Inc.
 The BW Capital Group
 The Collier Group Inc.
 The Daily Beast
 The IDGROUP, LLC
 The ILex Group
 The Irvine Co.
 The Law Offices of Jacob Aronauer
 The Martin Law Firm
 The Michael Group LLC
 The People Gas Light and Coke Company
 The Prospective Group
 The Square Foot Inc.
 The Vertex Companies, Inc.
 The VL Studios LLC
 The Zampieri Group
 Therese Real Estate Group
 Thinkbig Network LLC
 Third And Mission Associates LLC
 Third Avenue Tower Owner, LLC
 Thirstie
 Thoits Bros., Inc.
 TIAA-CREF
 Tittmann Weix LLP
 TK1SC Inc.
 T-Mobile
 Total Quality Building Services
 Trade Export
 Trailmark Inc.
 Training Amigo
 Transworld Business Advisors of Utah Cou
 Travel Tripper
 Triangle Services, Inc.
 Tripplus Travel Service Inc.
 Truebeck Construction
 Trumpet Behavioral Health
 Tuell & Associates, Inc.
 Turner Construction Company
 Turnkey Office Space Inc.
 Tycon Tower I Investment LP

Vendors (Cont'd)

Upsuite Corp
 Ussery Printing Company Inc.
 Utah County Treasurer
 Val's Cheesecakes
 VFS Services (USA) Inc.
 Vividcortex
 Walk The Room AB
 Water Garden Realty Holding LLC
 Westwood Contractors Inc.
 What's Next Architecture
 Wiedenbach Brown Co.
 Woodbury Financial
 Workplace Resource Group
 Workplace Solutions, LLC (Ohio)
 Worldwide Technology, Inc.
 Written Word Media
 Wylie Mallory Inc
 W-Z Nma Office Owner VIII LLC
 Xcures, Inc.
 Xome Services, LLC (f/k/a Assurant Service)
 Yext
 Yougov
 Youneed LLC
 Yvonne Hosseini
 Zonez
 Zservices Inc.
 Concord Limousine 1 LLC
 Five Star Carting Inc.
 Grid Squared Systems
 H&O International Inc.
 LCH International Inc.
 Malekoo Technologies
 Manhattan Fire & Safety Corp.
 Miyad Realty LLC
 Nathalia Fonseca SLP P.C.
 NYC Fire Department
 Principal Building Services, LLC
 Sugar23, Inc.
 Uber Technologies
 Uber
 Ubicquia
 UCM ERP Chamber Building LLC
 Umbrella Financial Services
 Uniform Teeth
 United Realty Group
 Universal Management & Contracting Corp
 Update HQ

2002 Party-Appearing

Brickell Key Center, L.P.
 Brookfield Properties 75 State Co. LLC
 Reston Town Center Property LLC
 51 JFK Unit LLC
 Princeton Overlook Realty LLC
 Ciampa Realty, LLC as Successor to 1129
 Northern Boulevard, LLC
 Clearbrook Cross LLC
 CLPF-Cambridge Science Center, LLC
 Colliers Tri-State Management, LLC
 Collin County Tax Assessor/Collector
 CP Boca Place LLC
 Play Jefferson Office Fee Owner, LLC
 Gateway El Segundo Fee Owner, LLC
 Cypress-Fairbanks ISD
 Galveston County, Montgomery County
 Fort Bend County
 Denton Co. LID #01 & Lewisville ISD
 EQ Management LLC
 BRE/HC Las Vegas Property Holdings, LLC
 Weitzman
 Fort Bend Independent School District
 Willow Ford Drainage District
 Cinco Municipal Utility District #12
 Galleria Operating Inc.
 Harris County
 Interra-Sky 4801 Woodway, LLC
 Jamestown, L.P.
 JLJ Properties Arcadia I, LLC
 QIC Properties US, Inc.
 JPMCC 2005-CIBC13 Orlandville Offices,
 LLC
 RPGIM Real Estate
 M&J Wilkow Properties, LLC
 Maricopa County Treasurer
 Metropolitan Life Insurance Company, ML-AI
 MT Back Bay One, LLC
 Oracle America, Inc.
 Oxford Properties Group Inc.
 9224-2239 Quebec Inc.
 2073392 Ontario Inc.
 Oceanic Plaza Holdings Ltd.
 PKY POC I LLC
 PKY-San Felipe Plaza, L.P.
 GWP Eight Twelve, LLC
 Richardson ISD
 Highland Park ISD
 DCURD
 Arlington ISD
 City of Grapevine
 Grapevine-Colleyville ISD
 City of Garland
 Garland ISD

2002 Party – Appearing (Cont'd)

1100 Wilson Owner, LLC
 2301 Blake Partners, LLC
 500 Capitol Mall, LLC
 Esquire Building Investors, LP
 90 Canal Street, LLC
 AP 307 Tremont Ave., LP
 ARE-MA Region No. 76, LLC
 611 Gateway Center LP
 Bexar County
 BGP Tollway LLC
 Carrollton-Farmers Branch ISD
 The County of Denton, TX
 The County of Williamson, TX
 Irvine Business Center LLC
 300 Spectrum Center Drive, LLC
 Wilson Owner, LLC
 Frisco ISD
 Plano ISD
 SE Filmore Place LLC
 Shelbourne Pearl, LLC
 Shelbourne Lafayette, LLC
 Shorenstein Properties LLC
 St. James/Arlington Real Estate Limited
 Partnership
 Sundance Plaza Properties, LLC
 Tarrant County
 Dallas County
 G&I VIII 550 Quorum LP
 Ovintiv, Inc.
 The County of Brazos, TX
 The County of Denton, TX

2002 Party – Counsel

Abernathy, Roeder, Boyd & Hullett, P.C.
Belkin Burden Goldman, LLP
Buchalter, a Professional Corporation
Cole Schotz, P.C.
Culhane Meadows, PLLC
Ervin Cohen & Jessup LLP
Frank Pusinelli, Authorized Person & Molly
Siegel
Goodkin Law Group, APC
Kelley Drye & Warren LLP
Law Offices of Ronald K. Brown, Jr., APC
Maricopa County Attorney's Office
Mayer Brown, LLP
Mills Halstead & Zaloudek, LLC
Nelson Mullins Riley & Scarborough LLP
Reich Reich & Reich, P.C.
Rosenberg & Estis, P.C.
Stempel Bennett Claman & Hochberg, P.C.
The Rosner Law Group LLC
Thompson & Knight LLP
Travis County of Texas
Wiles & Wiles, LLP

Schedule 2**Disclosures**

As a result of its review Ashby & Geddes has determined that it has in the past, presently or may in the future represent the following individuals or entities that are, or may be affiliates of, creditors of the Debtors or parties-in-interest in the Debtors' Cases, in each instance on matters unrelated to the Debtors:

*Denotes entities that Ashby & Geddes believes may be affiliated with entities that it has in the past, presently or may in the future represent in matters unrelated to the Debtors and these Cases.

Party	Current Unrelated	Former Unrelated
8x8, Inc.		X
Abbott Laboratories		X
ACC*		X
AIG*	X	
Amazon Web Services	X	
Amazon.com*	X	
American General Life Ins. Co.	X	
Apple, Inc.		X
Arch Insurance Company		X
ARM Limited		X
AT&T*		X
ATC Group Services, Inc.		X
Bank of America, N.A.		X
Barclays Bank PLC*		X
Blackrock*		X
Bloomberg L.P.		X
CBRE		X

Party	Current Unrelated	Former Unrelated
Collin County Tax Assessor – Collector	X	
Comcast*		X
Compass HTV LLC		X
Crystal Financial		X
Cushman & Wakefield		X
Direct TV, Inc.*		X
Duff & Phelps, LLC*		X
Dune Energy, Inc.		X
Ebay, Inc.		X
ECOM USA, Inc.		X
EOS Partners, L.P.*	X	
FedEx*		X
FTI Consulting		X
Fulcrum Properties, L.P.*		X
Gestion TDA Inc.		X
Goldman Sachs Group, Inc.*	X	
Harbert Management Corporation*		X
Highwoods Realty Limited Partnership		X
IBM Corporation*		X
JDC Limited		X
John Hancock Funds*		X
JPMorgan Chase*		X
KBS*		X

Party	Current Unrelated	Former Unrelated
Kilroy Realty		X
KS International, Inc.*		X
Lampe, Conway & Co LLC*		X
Latham & Watkins LLP		X
Marriott International, Inc.		X
MCP of Wilson, Inc.		X
Metropolitan Life Ins. Co.		X
Microsoft Corporation		X
Morris Nichols Arsht & Tunnell		X
NetApp, Inc.		X
New York Life*		X
NOP-National Officer Partners		X
North Shore – Long Island Jewish Health*		X
Paramount*		X
Piedmont*		X
PNC Bank		X
Principal Life Insurance Company	X	
Prudential Insurance Company*		X
Quadrangle		X
Quattro Consulting, LLC*		X
Regions Bank		X
Siemens Medical Solutions USA, Inc.		X
Spotify USA, Inc.*		X

Party	Current Unrelated	Former Unrelated
Synopsys Inc.		X
The Beacon Group, LLC		X
The Hertz Corporation*	X	
The James Campbell Company		X
Tishman Speyer		X
U.S. Bank National Association		X
Verizon*		X
Walton Street Capital		X
Warner Music, Inc.		X

Exhibit C

(Feltman Declaration)

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

In re:

RGN-GROUP HOLDINGS, LLC, a Delaware
limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11961 (BLS)

(Jointly Administered)

**DECLARATION OF JAMES S. FELTMAN IN SUPPORT OF DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER UNDER SECTIONS 327(a) AND 1107(b)
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016, AND LOCAL
RULES 2014-1 AND 2016-1 AUTHORIZING RETENTION AND EMPLOYMENT OF
ASHBY & GEDDES, P.A. AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION NUNC PRO TUNC TO MAY 19, 2021**

I, James S. Feltman, Responsible Officer, of each of the Debtors being duly sworn, state the following under penalty of perjury:

1. I am the Responsible Officer of each of the Debtors, located at 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006.

2. I submit this declaration in support of the *Debtors' Application for Entry of an Order Under Sections 327(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Ashby & Geddes, P.A. as Special Conflicts Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to May 19, 2021* (the "Application").² Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information

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

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

gathered from my review of relevant documents, and information supplied to me by other members of the Debtors' management and the Debtors' advisors.

THE DEBTORS' SELECTION OF COUNSEL

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. To that end, the review process utilized by the Debtors here assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings. The Debtors selected Ashby & Geddes because of the firm's extensive experience representing debtors and other parties in interest in complex chapter 11 cases before this Court.

5. In addition, Ashby & Geddes has become familiar with the Debtors businesses and many of the factual and legal issues that may arise in the context of the Conflicts Matters in these Chapter 11 Cases through its engagement by the Debtors. I believe that for these reasons, Ashby & Geddes is both well qualified and uniquely able to represent the Debtor in these Chapter 11 Cases as to the Conflicts Matters in an efficient and timely manner. Thus, the Debtor decided to retain Ashby & Geddes as the Debtor's bankruptcy Special Conflicts Counsel during these Chapter 11 Cases.

RATE STRUCTURE

6. In my capacity as Responsible Officer for the Debtors and Debtors in Possession, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Ashby & Geddes has informed the Debtors that its rates for bankruptcy representations are comparable to the rates it charges for non-bankruptcy representations. As


discussed below, I am also responsible for reviewing the invoices regularly submitted by Ashby & Geddes.

COST SUPERVISION

7. The Debtors recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of these Chapter 11 Cases. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. To that end, the Debtors will review and monitor the invoices that Ashby & Geddes submits.

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 belief.

Dated: June 8th, 2021
Miami, Florida


Name: James S. Feltman
Title: Responsible Officer for the Debtors and
Debtors in Possession