

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MADAM) WEDNESDAY, THE 1ST
)
JUSTICE DIETRICH) DAY OF SEPTEMBER, 2021

IN THE MATTER OF H WORK, LLC, RGN-GROUP HOLDINGS, LLC, RGN-NATIONAL BUSINESS CENTERS, LLC, RGN-FORT LAUDERDALE III, LLC, RGN-COLUMBUS IV, LLC, RGN-CHICAGO XVI, LLC, AND RGN-CHAPEL HILL II, LLC

**APPLICATION OF RGN-NATIONAL BUSINESS CENTERS, LLC
UNDER SECTION 46 OF THE COMPANIES’ CREDITORS ARRANGEMENT
ACT, R.S.C. 1985, c. C-36, AS AMENDED**

(Applicant)

**ORDER
(Re: Termination of Recognition Proceedings)**

THIS MOTION, made by RGN-National Business Centers, LLC in its capacity as the foreign representative (the “**Foreign Representative**”) of H Work, LLC (f/k/a HQ Global Workplaces LLC), RGN-Group Holdings, LLC, RGN-National Business Centers, LLC, RGN-Fort Lauderdale LII, LLC, RGN-Columbus IV, LLC, RGN-Chicago XVI, LLC, and RGN-Chapel Hill II, LLC pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCA**”) for an Order substantially in the form enclosed in the Motion Record, proceeded on this day by way of video-conference due to the COVID-19 crisis.

ON READING the affidavit of James Feltman sworn August 24, 2021 and the Exhibits thereto (the “**Feltman Affidavit**”), and the affidavits of Mitch Vininsky sworn August 26, 2021, and Sean Zweig sworn August 25, 2021, (together, the “**Fee Affidavits**”);

UPON HEARING the submissions of counsel for the Foreign Representative and counsel to KSV Restructuring Inc. (f/k/a KSV Kofman Inc.) (“**KSV**”) in its capacity as the Court-appointed Information Officer (the “**Information Officer**”), and other parties listed on the counsel slip, no one else appearing for any other party although served as appears on the affidavit of service of Ben Muller, filed;

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

TERMINATION OF RECOGNITION PROCEEDINGS

2. **THIS COURT ORDERS** that upon the Information Officer filing an executed certificate substantially in the form attached hereto as Schedule "A" (the "**Termination Certificate**"), these recognition proceedings commenced by the Foreign Representative (the "**Recognition Proceedings**") shall be terminated without any other act or formality (the "**Termination Time**"), provided that nothing herein impacts the validity of any Orders made in the Recognition Proceedings or any actions or steps taken by any person as authorized by any such Orders. The Information Officer is hereby directed to serve a copy of the filed Termination Certificate upon the Service List for the Recognition Proceedings as soon as is practicable following the occurrence thereof.

APPROVAL OF FEES AND ACTIVITIES

3. **THIS COURT ORDERS** that the First Report of the Information Officer dated August 26, 2021 and the activities of the Information Officer and its counsel referred to therein be and are hereby approved; provided, however, that only the Information Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer and its counsel, as set out in the Fee Affidavits, are hereby approved.

5. **THIS COURT ORDERS AND DECLARES** that the fees and disbursements of the Information Officer and its counsel, respectively, that are not set out in the Fee Affidavits but that have been or will be incurred in the performance of the duties of the Information Officer up to the Termination Time or in connection with the Incidental Matters (as defined below) are hereby authorized and approved for the Information Officer and its counsel up to a maximum of CDN\$50,000 plus any applicable taxes and disbursements in the aggregate.

DISCHARGE OF INFORMATION OFFICER

6. **THIS COURT ORDERS** that, upon the Termination Time, KSV shall be and is hereby discharged and relieved from any further obligations, liabilities, responsibilities, or duties in its capacity as the Information Officer pursuant to the Supplemental Order of the Honourable Justice Hainey dated August 24, 2020 (the “**Supplemental Order**”) and any other Orders of this Court in the Recognition Proceedings.

7. **THIS COURT ORDERS** that, notwithstanding any provision of this Order and the termination of the Recognition Proceedings, nothing herein shall affect, vary, derogate from, limit or amend, any of the rights, approvals and protections in favour of the Information Officer at law or pursuant to the CCAA, the Supplemental Order or any other Order of this Court in the Recognition Proceedings, all of which are expressly continued and confirmed.

8. **THIS COURT ORDERS** that, notwithstanding the discharge of KSV as Information Officer and the termination of the Recognition Proceedings, KSV shall have the authority from and after the Termination Time to complete any matters that may be incidental to the termination of the Recognition Proceedings (the “**Incidental Matters**”). In completing any of the Incidental Matters, KSV shall continue to have the benefit of the provisions of the Supplemental Order and all other Orders made in the Recognition Proceedings, including all approvals, protections and stays of proceedings in favour of KSV in its capacity as Information Officer.

9. **THIS COURT ORDERS** that upon the Termination Time, the Information Officer and its legal counsel, and each of their respective affiliates, officers, directors, partners, employees and agents (collectively, the “**Released Parties**”) shall be and are hereby forever irrevocably released and discharged from any and all present and future claims, liabilities, indebtedness, demands, actions, causes of action, suits, damages, judgements and obligations of whatever nature that any person may have or be entitled to assert against the Released Parties, whether direct or indirect, known or unknown, absolute or contingent, accrued or unaccrued, liquidated or unliquidated, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the Termination Time in any way relating to, arising out of or in respect of the Recognition Proceedings (collectively, the “**Released Claims**”), and any such Released Claims are hereby released, stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties.

10. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against any of the Released Parties in any way arising from or related to the Recognition Proceedings, except with prior leave of this Court on at least seven (7) days' prior written notice to the applicable Released Party and upon further order securing, as security for costs, the full indemnity costs of the applicable Released Party in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

GENERAL

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Foreign Representative, the Information Officer and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Foreign Representative, and the Information Officer, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Foreign Representative or the Information Officer in any foreign proceeding, or to assist the Foreign Representative and the Information Officer and their respective agents in carrying out the terms of this Order.

12. **THIS COURT ORDERS** that this Order and all its provisions are effective from the date it is made without any need for entry and filing.

Dietrich J.

Schedule "A" – Form of Termination Certificate

Court File No. CV-20-00646084-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

IN THE MATTER OF H WORK, LLC, RGN-GROUP HOLDINGS, LLC, RGN-NATIONAL BUSINESS CENTERS, LLC, RGN-FORT LAUDERDALE III, LLC, RGN-COLUMBUS IV, LLC, RGN-CHICAGO XVI, LLC, AND RGN-CHAPEL HILL II, LLC

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(Applicant)

TERMINATION CERTIFICATE

RECITALS:

A. Pursuant to an Order of Honourable Justice Hainey of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated August 24, 2020, KSV Restructuring Inc. (f/k/a KSV Kofman Inc.) was appointed as Information Officer (the "**Information Officer**") in the recognition proceedings (the "**Recognition Proceedings**") commenced by RGN-National Business Centers, LLC in its capacity as the foreign representative (the "**Foreign Representative**") under the CCAA.

B. Pursuant to an Order of the Court dated September 1, 2021 (the "**Termination Order**"), the Court authorized the termination and discharge of the Recognition Proceedings, among other things, upon the filing of this Termination Certificate.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Termination Order.

THE INFORMATION OFFICERS CERTIFIES the following:

1. The Foreign Representative (or its counsel) have delivered notice to the Information Officer that the conditions precedent to the effectiveness of the U.S. Plan (as defined in the Feltman Affidavit) in respect of the Foreign Representative and its affiliates have been satisfied

and/or waived, as applicable.

2. This Certificate was delivered by the Information Officer at _____ [TIME] on _____ [DATE].

**KSV Restructuring Inc., in its capacity as
Information Officer in the Recognition
Proceedings, and not in its personal or
corporate capacity**

Per: _____

Name:

Title:

IN THE MATTER OF H WORK, LLC, RGN-GROUP HOLDINGS, LLC, RGN-NATIONAL BUSINESS CENTERS, LLC, RGN-FORT LAUDERDALE III, LLC, RGN-COLUMBUS IV, LLC, RGN-CHICAGO XVI, LLC, AND RGN-CHAPEL HILL II, LLC

APPLICATION OF RGN-NATIONAL BUSINESS CENTERS, LLC UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

Court File No.: CV-20-00646084-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**ORDER
(Re: Termination of Recognition Proceedings)**

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