

Court File No. _____

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C 36, AS AMENDED**

**AND 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)

**COMPENDIUM
(Returnable August 24, 2020)**

August 22, 2020

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

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Lawyers for the Foreign Representative

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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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**COMPENDIUM
INDEX**

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1.	Certified Petitions of the Chapter 11 Debtors A. Voluntary Petition of RNC-Group Holdings, LLC B. Voluntary Petition of H Work, LLC C. Voluntary Petition of RGN-National Business Centers, LLC D. Voluntary Petition of RGN-Columbus IV, LLC E. Voluntary Petition of RGN-Chapel Hill II, LLC F. Voluntary Petition of RGN-Chicago XVI, LLC G. Voluntary Petition of RGN-Fort Lauderdale III, LLC
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TAB	DOCUMENT
3.	<p>First Day Orders Entered by the U.S. Court</p> <ul style="list-style-type: none"><li data-bbox="337 367 1430 430">A. <i>Order Approving Application Appointing Epiq Corporate Restructuring, LLC as Claims and Noticing Agent for the Debtors Pursuant to 28 U.S.C. 156(c)</i><li data-bbox="337 451 1430 514">B. <i>Order Authorizing RGN-National Business Centers, LLC to Serve as Foreign Representative on Behalf of the Debtors' Estates [Certified Version]</i><li data-bbox="337 535 1430 588">C. <i>Order (I) Directing Joint Administration and (II) Authorizing the Filing of a Consolidated Creditor Matrix</i>

TAB 1A

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing.

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.



1. Debtor's name RGN-Group Holdings, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) N/A

4. Debtor's address

Principal place of business

3000 Kellway Drive

Number Street

Suite 140

Carrollton TX 75006

City State ZIP Code

Dallas

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) https://www.regus.com/en-us

THIS IS TO CERTIFY that the foregoing is a true and correct copy of a document filed in our office.

Dated: 08/20/2020

/s/ Cheryl Hollis

Deputy Clerk of the U.S. Bankruptcy Court District of Delaware

Debtor RGN-Group Holdings, LLC
Name

Case number (if known) _____

6. **Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. **Describe debtor's business**A. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5 3 1 18. **Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- Chapter 7
- Chapter 9

 Chapter 11. *Check all that apply:*

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor RGN-Group Holdings, LLC
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? No Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** No Yes. Debtor See Rider 1. Relationship AffiliatesDistrict Delaware When See Rider 1.

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?*Check all that apply:* Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district. A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?** No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.) It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

 It needs to be physically secured or protected from the weather. It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options). Other _____**Where is the property?**

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured? No Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor RGN-Group Holdings, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/17/2020
MM / DD / YYYY

 , Responsible Officer

Signature of authorized representative of debtor

James S. Feltman

Printed name

Title Responsible Officer

Debtor RGN-Group Holdings, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Patrick A. Jackson

Date 08 /17/2020

Signature of attorney for debtor

MM / DD / YYYY

Patrick A. Jackson

Printed name

Faegre Drinker Biddle & Reath LLP

Firm name

222 Delaware Avenue, Suite 1410

Number Street

Wilmington

City

Delaware 19801

State ZIP Code

(302) 467-4200

Contact phone

Patrick.Jackson@faegredrinker.com

Email address

4976

Bar number

Delaware

State

RIDER 1

On the following dates, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

7/30/2020

- RGN-Columbus IV, LLC (Case No. 20-11894)

8/2/2020

- RGN-Chapel Hill II, LLC (Case No. 20-11910)

8/3/2020

- RGN-Chicago XVI, LLC (Case No. 20-11916)

8/8/2020

- RGN-Fort Lauderdale III, LLC (Case No. 20-11931)

8/17/2020

- H Work, LLC
- RGN-Group Holdings, LLC
- RGN-National Business Centers, LLC

The Debtors will move for joint administration of their cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the case number assigned to the chapter 11 case of RGN-Group Holdings, LLC.

WRITTEN CONSENT OF THE SOLE MEMBER
of
RGN-GROUP HOLDINGS, LLC

Regus Corporation, being the sole member (the “Member”) of RGN-Group Holdings, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions by written consent in lieu of a meeting pursuant to section 2.5 of the Limited Liability Company Agreement, and pursuant to Section 18-302 of the Delaware Limited Liability Company Act:

Creation of Responsible Officer

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company to create an officer of the Company position, appoint an individual to be such officer, and to delegate to such officer certain of the Member’s rights, powers, and duties to manage and control the business and affairs of the Company. Such officer to be hereafter designated as the “Responsible Officer;” and

WHEREAS, such delegation to the Responsible Officer is permissible under Section 18-302 of the Delaware Limited Liability Company Act.

Bankruptcy Resolutions

WHEREAS, the Company, with the assistance of its financial and legal advisors, has been conducting a review to consider and evaluate various strategic and financial alternatives, including but not limited to, the sale or divestiture of all or substantially all of the Company’s assets, a filing of petitions by the Company and certain of its affiliates to be effectuated under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), other restructuring transactions or transactions otherwise designed to address the Company’s liquidity constraints that may be available to the Company and its affiliates (each such strategic alternative, a “Transaction”); and

WHEREAS, the Member has reviewed and has had the opportunity to ask questions and receive answers about and to discuss the materials presented by senior management of the Company or its Member and the Company’s legal, financial and other advisors regarding the liabilities and liquidity of the Company, the various potential Transactions and the impact of the foregoing on the Company, its creditors, shareholders and other interested parties and its business; and

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, shareholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the filing of the petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of the Bankruptcy Code, and the seeking of further relief by the Company under the

Bankruptcy Code (such acts, effectuating the “Chapter 11 Case”), be and each hereby is, authorized and approved for all purposes and in all respects; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Responsible Officer is created for the Company and James S. Feltman shall be and hereby is appointed as the Company’s Responsible Officer, the Responsible Officer serving as the sole officer of the Company reporting to the Member on all aspects of the Chapter 11 Case, and with the direction or authorization of the Member to, among other actions that would be customary for one serving in the capacity of Responsible Officer. In particular, and as set forth in more detail in the letter agreement dated on or around the date of execution of this written consent between Duff & Phelps, LLC and the Company, the Responsible Officer is authorized to (a) evaluate and pursue any Transactions, (b) manage the process that will result in a filing in the Bankruptcy Court, (c) conduct and oversee bankruptcy preparation and filing activities; including execution of any relevant documents, including reviewing the petition and any necessary first day affidavit, (d) attend and appear on behalf of the Company at bankruptcy hearings and 341 meetings of creditors and related ancillary bankruptcy matters, including, but not limited to, foreign proceedings, (e) develop, along with restructuring professionals, a restructuring strategy and drive the process of exiting the company from bankruptcy on a timely basis, (f) manage litigation impacting the Company, (g) coordinate activities and assist in communication with outside constituents and advisors, including banks and their advisors, (h) assist the Company and its management in developing a short-term cash flow forecasting tool and related methodologies and to assist with planning for alternatives as requested, and (i) assist with such other matters as may be needed or requested that fall within Mr. Feltman’s expertise and that are mutually agreeable (collectively, the “Responsible Officer’s Duties”). Mr. Feltman shall serve as Responsible Officer until the sooner of his death, resignation, or termination by the Member; and it is

FURTHER RESOLVED, that the Responsible Officer is hereby authorized and empowered to do and perform all such acts, and to execute and deliver any and all agreements, contracts, documents, instruments, or certificates on behalf of the Company, relating to the Responsible Officer’s Duties and such agreements, contracts, documents, instruments or certificates shall be binding on the Company in accordance with the terms thereof; and it is

FURTHER RESOLVED, that the Responsible Officer, and any other person designated and so authorized to act by the Member or Responsible Officer (each such designee being an “Authorized Person”), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the

Member, and to take all such other actions deemed by such Authorized Person to be necessary, appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to engage and continue to retain the law firm of Faegre Drinker Biddle & Reath LLP as restructuring and general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Faegre Drinker Biddle & Reath LLP; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain, financial advisors, and any other individual and/or firm as professionals or consultants to the Company as are necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including (a) AlixPartners, as financial advisors to the Company, (b) Duff & Phelps, LLC, as restructuring advisors to the Company, and (c) such additional professionals, including attorneys, accountants, financial advisors, consultants, or brokers as may be necessary or desirable in connection with the Chapter 11 Case and in connection therewith, including but not limited to a claims and noticing agent and administrative advisor, each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such individuals and/or firms.

General

NOW, THEREFORE, BE IT RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to carry out the purposes of these resolutions and to complete the transactions contemplated in the agreements and instruments referred to in the foregoing resolutions, and to execute, file, and deliver all instruments and other documents as any such officer may deem necessary or desirable to carry out the purposes and intent of the agreements and instruments referred to in the foregoing resolutions; and the execution by any such officer of any such act in connection with the foregoing matters shall conclusively establish such officer's authority therefor from the Company and the approval, ratification, and adoption by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company and, subject to further approval of the Member, to enter into all other documents, agreements or instruments to effectuate the foregoing; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to undertake, execute, file, implement, and/or deliver the Chapter 11 Case and all other instruments and documents contemplated by the foregoing resolutions and to take any and all further action that such Authorized Person may deem necessary or desirable to effectuate any action authorized by these resolutions, and otherwise to carry out the purposes and intent of the foregoing resolutions, and the execution by any such officer of any such documents or the performance by any such Authorized Person of any such act in connection with the foregoing matters shall conclusively establish his or her authority therefore from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to take any and all action necessary, including the execution of any amendments, documents, instruments or waivers or to obtain any waivers or amendments of any agreements of the Company required by or under the Chapter 11 Case or any of the transactions contemplated thereby, and any such action shall be binding on the Company without further authorization; and it is

FURTHER RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.


[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this written consent as of the 17th day of August, 2020. Effectiveness requires execution by only one signatory listed below.

SOLE MEMBER OF RGN-GROUP HOLDINGS, LLC:

By: _____
Name: Michael J. Osburn
Title: Vice President, Secretary and Treasurer

By: _____
Name: Wayne Berger
Title: President and Chief Executive Officer—
Americas

By:  _____
Name: Joshua Nicossia
Title: Assistant Secretary

Fill in this information to identify the case:

Debtor name RGN-Group Holdings, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
(State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1							
2							
3							
4							
5							
6							
7							
8							

Debtor RGN-Group Holdings, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim <small>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.</small>		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

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

In re:

Chapter 11

RGN-Group Holdings, LLC,¹

Case No. 20-____ (____)

Debtor.

**COMBINED CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY
SECURITIES HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3),
AND 7007.1 AND CERTIFICATION OF NO TAX RETURN**

1. Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor (the “Debtor”) certifies that the following corporate entity (i) directly or indirectly owns 10% or more of the Debtor and (ii) directly or indirectly holds 100% of the Equity Interests of the Debtor:

Name and Address	Ownership & Interest
Regus Corporation 15950 Dallas Parkway, Suite 400 Dallas, TX 75248	100% Direct Ownership 100% of Equity Interest

2. The Debtor hereby certifies that it is a non-electing single-member limited liability corporation that is considered a “disregarded” entity under Treas. Reg. Section 301.7701-3. As such, pursuant to section 1116(1)(B) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, the Debtor hereby further certifies that no Federal tax return has been filed for the Debtor.

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

RGN-GROUP HOLDINGS, LLC

Balance Sheet

December 31, 2019

(In thousands)

Assets

Assets:

Cash and cash equivalents	\$	100
Property and equipment, net		998,798
Deferred tax asset		<u>7,058</u>
Total assets	\$	<u><u>1,005,956</u></u>

Liabilities and Member's Equity

Liabilities:

Accounts payable	\$	21,438
Accrued expenses		568
Landlord funded tenant leasehold liabilities, net		496,165
Due to affiliates, net		<u>427,845</u>
Total liabilities		946,016

Member's equity:

		<u>59,940</u>
Total liabilities and member's equity	\$	<u><u>1,005,956</u></u>

See accompanying notes to financial statements.

RGN-GROUP HOLDINGS, LLC

Statement of Income

Year ended December 31, 2019

(In thousands)

Revenue	\$	108,718
Cost of revenue:		
Depreciation		129,587
Amortization of landlord funded tenant leasehold liabilities		(76,095)
Other costs of leased property		16,707
General and administrative fees		686
		<u>70,885</u>
Operating income		37,833
Loss on disposal of property and equipment		7,009
Interest expense		23,152
Income tax expense		2,120
Net income	\$	<u><u>5,552</u></u>

See accompanying notes to financial statements.

RGN-GROUP HOLDINGS, LLC

Statement of Cash Flows

Year ended December 31, 2019

(In thousands)

Operating activities:	
Net income	\$ 5,552
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	129,587
Amortization of landlord funded tenant leasehold liabilities	(76,095)
Deferred income tax expense	2,053
Loss on disposal of property and equipment	7,009
Changes in operating assets and liabilities:	
Due to affiliates – income tax payable/other	67
Accrued expenses	79
Net cash provided by operating activities	<u>68,252</u>
Investing activities:	
Purchase of property and equipment	(137,803)
Change in due to affiliates, net	69,551
Net cash used in investing activities	<u>(68,252)</u>
Change in cash and cash equivalents	<u>—</u>
Cash and cash equivalents at beginning of year	<u>100</u>
Cash and cash equivalents at end of year	\$ <u><u>100</u></u>
Supplemental disclosure of cash flow information	
Non-cash interest expense	\$ 23,152
Non-cash income tax expense	2,120
Supplemental disclosure of noncash investing activities:	
Property and equipment additions funded by landlord	\$ 178,470
Property and equipment expenditure accrual	21,438
Supplemental disclosure of noncash financing activities:	
Contributions of cumulative tax liabilities (note 5)	\$ 67

See accompanying notes to financial statements.

Fill in this information to identify the case and this filing:

Debtor Name RGN-Group Holdings, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____ See Schedule 1 attached hereto.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/17/2020
MM / DD / YYYY

X /s/ James S. Feltman
Signature of individual signing on behalf of debtor

James S. Feltman
Printed name

Responsible Officer
Position or relationship to debtor

SCHEDULE 1 TO OFFICIAL FORM 202

The Responsible Officer of the above-captioned Debtor has examined the information in the following documents and reasonably believes the information therein is true and correct:

- Combined Corporate Ownership Statement and List of Equity Securities Holders Pursuant to Fed. R. Bankr. P. 1007(a)(1), 1007(a)(3), and 7007.1 and Certification of No Tax Return
- Balance Sheet
- Statement of Operations
- Statement of Cash Flows

TAB 1B

Dated: 08/21/2020



/s/ Violetta Blanco
Deputy Clerk of the U.S. Bankruptcy Court District of Delaware

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name H Work, LLC

2. All other names debtor used in the last 8 years HQ Global Workplaces LLC

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 20 - 0214516

4. Debtor's address

<p>Principal place of business</p> <p><u>3000 Kellway Drive</u> Number Street</p> <p><u>Suite 140</u></p> <p><u>Carrollton TX 75006</u> City State ZIP Code</p> <p><u>Dallas</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p>_____ Number Street</p> <p>_____ P.O. Box</p> <p>_____ City State ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p><u>845 3rd Ave</u> Number Street</p> <p><u>6th Floor</u></p> <p><u>Manhattan NY 10022</u> City State ZIP Code</p>
--	---

5. Debtor's website (URL) https://www.regus.com/en-us

Debtor H Work, LLC
Name

Case number (if known) _____

6. **Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. **Describe debtor's business**A. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5 3 1 18. **Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- Chapter 7
- Chapter 9

 Chapter 11. *Check all that apply:*

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor H Work, LLC
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Rider 1. Relationship Affiliates

List all cases. If more than 1, attach a separate list.

District Delaware When See Rider 1.

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor H Work, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/17/2020
MM / DD / YYYY

 , Responsible Officer

Signature of authorized representative of debtor

James S. Feltman

Printed name

Title Responsible Officer

Debtor H Work, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Patrick A. Jackson
Signature of attorney for debtor

Date 08/17/2020
MM / DD / YYYY

Patrick A. Jackson

Printed name

Faegre Drinker Biddle & Reath LLP

Firm name

222 Delaware Avenue, Suite 1410

Number Street

Wilmington

City

Delaware

State

19801

ZIP Code

(302) 467-4200

Contact phone

Patrick.Jackson@faegredrinker.com

Email address

4976

Bar number

Delaware

State

RIDER 1

On the following dates, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

7/30/2020

- RGN-Columbus IV, LLC (Case No. 20-11894)

8/2/2020

- RGN-Chapel Hill II, LLC (Case No. 20-11910)

8/3/2020

- RGN-Chicago XVI, LLC (Case No. 20-11916)

8/8/2020

- RGN-Fort Lauderdale III, LLC (Case No. 20-11931)

8/17/2020

- H Work, LLC
- RGN-Group Holdings, LLC
- RGN-National Business Centers, LLC

The Debtors will move for joint administration of their cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the case number assigned to the chapter 11 case of RGN-Group Holdings, LLC.

WRITTEN CONSENT OF THE SOLE MEMBER
of
H WORK, LLC

Regus Corporation, being the sole member (the “Member”) of H Work, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions by written consent in lieu of a meeting pursuant to section 2.5 of the Limited Liability Company Agreement, and pursuant to Section 18-302 of the Delaware Limited Liability Company Act:

Creation of Responsible Officer

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company to create an officer of the Company position, appoint an individual to be such officer, and to delegate to such officer certain of the Member’s rights, powers, and duties to manage and control the business and affairs of the Company. Such officer to be hereafter designated as the “Responsible Officer;” and

WHEREAS, such delegation to the Responsible Officer is permissible under Section 18-302 of the Delaware Limited Liability Company Act.

Bankruptcy Resolutions

WHEREAS, the Company, with the assistance of its financial and legal advisors, has been conducting a review to consider and evaluate various strategic and financial alternatives, including but not limited to, the sale or divestiture of all or substantially all of the Company’s assets, a filing of petitions by the Company and certain of its affiliates to be effectuated under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), other restructuring transactions or transactions otherwise designed to address the Company’s liquidity constraints that may be available to the Company and its affiliates (each such strategic alternative, a “Transaction”); and

WHEREAS, the Member has reviewed and has had the opportunity to ask questions and receive answers about and to discuss the materials presented by senior management of the Company or its Member and the Company’s legal, financial and other advisors regarding the liabilities and liquidity of the Company, the various potential Transactions and the impact of the foregoing on the Company, its creditors, shareholders and other interested parties and its business; and

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, shareholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the filing of the petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of the Bankruptcy Code, and the seeking of further relief by the Company under the

Bankruptcy Code (such acts, effectuating the “Chapter 11 Case”), be and each hereby is, authorized and approved for all purposes and in all respects; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Responsible Officer is created for the Company and James S. Feltman shall be and hereby is appointed as the Company’s Responsible Officer, the Responsible Officer serving as the sole officer of the Company reporting to the Member on all aspects of the Chapter 11 Case, and with the direction or authorization of the Member to, among other actions that would be customary for one serving in the capacity of Responsible Officer. In particular, and as set forth in more detail in the letter agreement dated on or around the date of execution of this written consent between Duff & Phelps, LLC and the Company, the Responsible Officer is authorized to (a) evaluate and pursue any Transactions, (b) manage the process that will result in a filing in the Bankruptcy Court, (c) conduct and oversee bankruptcy preparation and filing activities; including execution of any relevant documents, including reviewing the petition and any necessary first day affidavit, (d) attend and appear on behalf of the Company at bankruptcy hearings and 341 meetings of creditors and related ancillary bankruptcy matters, including, but not limited to, foreign proceedings, (e) develop, along with restructuring professionals, a restructuring strategy and drive the process of exiting the company from bankruptcy on a timely basis, (f) manage litigation impacting the Company, (g) coordinate activities and assist in communication with outside constituents and advisors, including banks and their advisors, (h) assist the Company and its management in developing a short-term cash flow forecasting tool and related methodologies and to assist with planning for alternatives as requested, and (i) assist with such other matters as may be needed or requested that fall within Mr. Feltman’s expertise and that are mutually agreeable (collectively, the “Responsible Officer’s Duties”). Mr. Feltman shall serve as Responsible Officer until the sooner of his death, resignation, or termination by the Member; and it is

FURTHER RESOLVED, that the Responsible Officer is hereby authorized and empowered to do and perform all such acts, and to execute and deliver any and all agreements, contracts, documents, instruments, or certificates on behalf of the Company, relating to the Responsible Officer’s Duties and such agreements, contracts, documents, instruments or certificates shall be binding on the Company in accordance with the terms thereof; and it is

FURTHER RESOLVED, that the Responsible Officer, and any other person designated and so authorized to act by the Member or Responsible Officer (each such designee being an “Authorized Person”), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the

Member, and to take all such other actions deemed by such Authorized Person to be necessary, appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to engage and continue to retain the law firm of Faegre Drinker Biddle & Reath LLP as restructuring and general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Faegre Drinker Biddle & Reath LLP; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain, financial advisors, and any other individual and/or firm as professionals or consultants to the Company as are necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including (a) AlixPartners, as financial advisors to the Company, (b) Duff & Phelps, LLC, as restructuring advisors to the Company, and (c) such additional professionals, including attorneys, accountants, financial advisors, consultants, or brokers as may be necessary or desirable in connection with the Chapter 11 Case and in connection therewith, including but not limited to a claims and noticing agent and administrative advisor, each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such individuals and/or firms.

General

NOW, THEREFORE, BE IT RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to carry out the purposes of these resolutions and to complete the transactions contemplated in the agreements and instruments referred to in the foregoing resolutions, and to execute, file, and deliver all instruments and other documents as any such officer may deem necessary or desirable to carry out the purposes and intent of the agreements and instruments referred to in the foregoing resolutions; and the execution by any such officer of any such act in connection with the foregoing matters shall conclusively establish such officer's authority therefor from the Company and the approval, ratification, and adoption by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company and, subject to further approval of the Member, to enter into all other documents, agreements or instruments to effectuate the foregoing; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to undertake, execute, file, implement, and/or deliver the Chapter 11 Case and all other instruments and documents contemplated by the foregoing resolutions and to take any and all further action that such Authorized Person may deem necessary or desirable to effectuate any action authorized by these resolutions, and otherwise to carry out the purposes and intent of the foregoing resolutions, and the execution by any such officer of any such documents or the performance by any such Authorized Person of any such act in connection with the foregoing matters shall conclusively establish his or her authority therefore from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to take any and all action necessary, including the execution of any amendments, documents, instruments or waivers or to obtain any waivers or amendments of any agreements of the Company required by or under the Chapter 11 Case or any of the transactions contemplated thereby, and any such action shall be binding on the Company without further authorization; and it is

FURTHER RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this written consent as of the 17th day of August, 2020. Effectiveness requires execution by only one signatory listed below.

SOLE MEMBER OF H WORK, LLC:

By: _____
Name: Michael J. Osburn
Title: Vice President, Secretary and Treasurer

By: _____
Name: Wayne Berger
Title: President and Chief Executive Officer—
Americas

By: _____
Name: Joshua Nicosia
Title: Assistant Secretary

DocuSigned by:
E3744F2FF3524D5...

Fill in this information to identify the case:

Debtor name H Work, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
(State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	AMERIMAR INTL PLAZA II MANAGEMENT CO LLC TWO LIBERTY PLACE 50 SOUTH 16TH PLACE SUITE 3500 PHILADELPHIA, PA, USA, 19102		Trade				\$1,072
2							
3							
4							
5							
6							
7							
8							

Debtor H Work, LLC
Name

Case number *(if known)* _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim <small>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.</small>		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

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

In re:

Chapter 11

H Work, LLC,¹

Case No. 20-____ (____)

Debtor.

**COMBINED CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY
SECURITIES HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3),
AND 7007.1 AND CERTIFICATION OF NO TAX RETURN**

1. Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor (the “Debtor”) certifies that the following corporate entity (i) directly or indirectly owns 10% or more of the Debtor and (ii) directly or indirectly holds 100% of the Equity Interests of the Debtor:

Name and Address	Ownership & Interest
Regus Corporation 15950 Dallas Parkway, Suite 400 Dallas, TX 75248	100% Direct Ownership 100% of Equity Interest

2. The Debtor hereby certifies that it is a non-electing single-member limited liability corporation that is considered a “disregarded” entity under Treas. Reg. Section 301.7701-3. As such, pursuant to section 1116(1)(B) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, the Debtor hereby further certifies that no Federal tax return has been filed for the Debtor.

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

HQ GLOBAL WORKPLACES, LLC

Balance Sheet

December 31, 2019

(In thousands)

Assets

Current assets:	
Cash and cash equivalents	\$ 542
Receivables, net of allowance for doubtful accounts of \$210	1,121
Prepaid expenses and other current assets	<u>2,508</u>
Total current assets	4,171
Security deposits	152
Due from affiliates	1,240
Goodwill	<u>14,077</u>
Total assets	<u>\$ 19,640</u>

Liabilities and Member's Equity

Current liabilities:	
Accounts payable	\$ 3,712
Accrued expenses	664
Deferred revenue	1,977
Other current liabilities	<u>1,151</u>
Total current liabilities	7,504
Other liabilities	<u>6,104</u>
Total liabilities	13,608
Member's equity	<u>6,032</u>
Total liabilities and member's equity	<u>\$ 19,640</u>

See accompanying notes to financial statements.

HQ GLOBAL WORKPLACES, LLC

Statement of Income

Year ended December 31, 2019

(In thousands)

Revenues:		
Office revenue	\$	37,260
Guaranty lease income (note 7 (a))		<u>1,950</u>
		<u>39,210</u>
Operating expenses:		
Center operating expenses		26,509
General and administrative fees		<u>9,709</u>
		<u>36,218</u>
Income before interest expense		2,992
Interest expense (note 7 (b))		<u>256</u>
Net income	\$	<u><u>2,736</u></u>

See accompanying notes to financial statements.

HQ GLOBAL WORKPLACES, LLC

Statement of Cash Flows

Year ended December 31, 2019

(In thousands)

Operating activities:	
Net income	\$ 2,736
Adjustments to reconcile net income to net cash used in operating activities:	
Changes in operating assets and liabilities:	
Receivables	(941)
Prepaid expenses and other current assets	(1,872)
Accounts payable	773
Accrued expenses	(652)
Deferred revenue	47
Other current liabilities	(189)
Deferred rent	(1,618)
Other liabilities	(876)
Net cash used by operating activities	(2,592)
Financing activity:	
Change in due from affiliates	1,488
Net cash provided by financing activity	1,488
Decrease in cash and cash equivalents	(1,104)
Cash and cash equivalents at beginning of year	1,646
Cash and cash equivalents at end of year	\$ 542
Supplemental disclosure of cash flow information:	
Non-cash interest expense (note 7 (b))	\$ 256
Excess purchase price over carrying value of transferred locations	10,338
Transfer of net liabilities to affiliate (note 1 (b))	(5,581)

See accompanying notes to financial statements.

Fill in this information to identify the case and this filing:

Debtor Name H Work, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. **Bankruptcy Rules 1008 and 9011.**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended *Schedule* _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration See Schedule 1 attached hereto.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/17/2020
 MM / DD / YYYY

X /s/ James S. Feltman
 Signature of individual signing on behalf of debtor

James S. Feltman
 Printed name

Responsible Officer
 Position or relationship to debtor

SCHEDULE 1 TO OFFICIAL FORM 202

The Responsible Officer of the above-captioned Debtor has examined the information in the following documents and reasonably believes the information therein is true and correct:

- Combined Corporate Ownership Statement and List of Equity Securities Holders Pursuant to Fed. R. Bankr. P. 1007(a)(1), 1007(a)(3), and 7007.1 and Certification of No Tax Return
- Balance Sheet
- Statement of Income
- Statement of Cash Flows

TAB 1C

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number *(if known)*: _____ Chapter 11

Check if this is an
 Check if this is an
 Check if this is an
 Check if this is an



Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

THIS IS TO CERTIFY that the foregoing is a true and correct copy of the document filed in this Office.

1. Debtor's name RGN-National Business Centers, LLC

2. All other names debtor used in the last 8 years _____
 Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) 2 0 - 3 1 4 7 7 2 3

4. Debtor's address

<p>Principal place of business</p> <p><u>3000 Kellway Drive</u> <small>Number Street</small></p> <p><u>Suite 140</u></p> <p><u>Carrollton TX 75006</u> <small>City State ZIP Code</small></p> <p><u>Dallas</u> <small>County</small></p>	<p>Mailing address, if different from principal place of business</p> <p>_____ <small>Number Street</small></p> <p>_____ <small>P.O. Box</small></p> <p>_____ <small>City State ZIP Code</small></p> <p>Location of principal assets, if different from principal place of business</p> <p><u>1140 3rd Street NE</u> <small>Number Street</small></p> <p><u>Washington DC 20002</u> <small>City State ZIP Code</small></p>
--	---

5. Debtor's website (URL) https://www.regus.com/en-us

Deputy Clerk of the U.S. Bankruptcy Court District of Delaware

Debtor RGN-National Business Centers, LLC
Name

Case number (if known) _____

6. **Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. **Describe debtor's business**A. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5 3 1 18. **Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- Chapter 7
- Chapter 9

 Chapter 11. *Check all that apply:*

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor RGN-National Business Centers, LLC
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Rider 1. Relationship Affiliates

District Delaware When See Rider 1.

List all cases. If more than 1, attach a separate list.

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor RGN-National Business Centers, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/17/2020
MM / DD / YYYY

x  , Responsible Officer

James S. Feltman

Signature of authorized representative of debtor

Printed name

Title Responsible Officer

Debtor RGN-National Business Centers, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Patrick A. Jackson

Date 08 /17/2020
MM / DD / YYYY

Signature of attorney for debtor

Patrick A. Jackson

Printed name

Faegre Drinker Biddle & Reath LLP

Firm name

222 Delaware Avenue, Suite 1410

Number Street

Wilmington

City

Delaware

State

19801

ZIP Code

(302) 467-4200

Contact phone

Patrick.Jackson@faegredrinker.com

Email address

4976

Bar number

Delaware

State

RIDER 1

On the following dates, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

7/30/2020

- RGN-Columbus IV, LLC (Case No. 20-11894)

8/2/2020

- RGN-Chapel Hill II, LLC (Case No. 20-11910)

8/3/2020

- RGN-Chicago XVI, LLC (Case No. 20-11916)

8/8/2020

- RGN-Fort Lauderdale III, LLC (Case No. 20-11931)

8/17/2020

- H Work, LLC
- RGN-Group Holdings, LLC
- RGN-National Business Centers, LLC

The Debtors will move for joint administration of their cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the case number assigned to the chapter 11 case of RGN-Group Holdings, LLC.

**WRITTEN CONSENT OF THE SOLE MEMBER
of
RGN-NATIONAL BUSINESS CENTERS, LLC**

Regus Corporation, being the sole member of RGN-Holdings, LLC, being the sole member (the “Member”) of RGN-National Business Centers, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions by written consent in lieu of a meeting pursuant to section 2.5 of the Limited Liability Company Agreement, and pursuant to Section 18-302 of the Delaware Limited Liability Company Act:

Creation of Responsible Officer

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company to create an officer of the Company position, appoint an individual to be such officer, and to delegate to such officer certain of the Member’s rights, powers, and duties to manage and control the business and affairs of the Company. Such officer to be hereafter designated as the “Responsible Officer;” and

WHEREAS, such delegation to the Responsible Officer is permissible under Section 18-302 of the Delaware Limited Liability Company Act.

Bankruptcy Resolutions

WHEREAS, the Company, with the assistance of its financial and legal advisors, has been conducting a review to consider and evaluate various strategic and financial alternatives, including but not limited to, the sale or divestiture of all or substantially all of the Company’s assets, a filing of petitions by the Company and certain of its affiliates to be effectuated under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), other restructuring transactions or transactions otherwise designed to address the Company’s liquidity constraints that may be available to the Company and its affiliates (each such strategic alternative, a “Transaction”); and

WHEREAS, the Member has reviewed and has had the opportunity to ask questions and receive answers about and to discuss the materials presented by senior management of the Company or its Member and the Company’s legal, financial and other advisors regarding the liabilities and liquidity of the Company, the various potential Transactions and the impact of the foregoing on the Company, its creditors, shareholders and other interested parties and its business; and

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, shareholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the filing of the petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of the Bankruptcy Code, and the seeking of further relief by the Company under the

Bankruptcy Code (such acts, effectuating the “Chapter 11 Case”), be and each hereby is, authorized and approved for all purposes and in all respects; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Responsible Officer is created for the Company and James S. Feltman shall be and hereby is appointed as the Company’s Responsible Officer, the Responsible Officer serving as the sole officer of the Company reporting to the Member on all aspects of the Chapter 11 Case, and with the direction or authorization of the Member to, among other actions that would be customary for one serving in the capacity of Responsible Officer. In particular, and as set forth in more detail in the letter agreement dated on or around the date of execution of this written consent between Duff & Phelps, LLC and the Company, the Responsible Officer is authorized to (a) evaluate and pursue any Transactions, (b) manage the process that will result in a filing in the Bankruptcy Court, (c) conduct and oversee bankruptcy preparation and filing activities; including execution of any relevant documents, including reviewing the petition and any necessary first day affidavit, (d) attend and appear on behalf of the Company at bankruptcy hearings and 341 meetings of creditors and related ancillary bankruptcy matters, including, but not limited to, foreign proceedings, (e) develop, along with restructuring professionals, a restructuring strategy and drive the process of exiting the company from bankruptcy on a timely basis, (f) manage litigation impacting the Company, (g) coordinate activities and assist in communication with outside constituents and advisors, including banks and their advisors, (h) assist the Company and its management in developing a short-term cash flow forecasting tool and related methodologies and to assist with planning for alternatives as requested, and (i) assist with such other matters as may be needed or requested that fall within Mr. Feltman’s expertise and that are mutually agreeable (collectively, the “Responsible Officer’s Duties”). Mr. Feltman shall serve as Responsible Officer until the sooner of his death, resignation, or termination by the Member; and it is

FURTHER RESOLVED, that the Responsible Officer is hereby authorized and empowered to do and perform all such acts, and to execute and deliver any and all agreements, contracts, documents, instruments, or certificates on behalf of the Company, relating to the Responsible Officer’s Duties and such agreements, contracts, documents, instruments or certificates shall be binding on the Company in accordance with the terms thereof; and it is

FURTHER RESOLVED, that the Responsible Officer, and any other person designated and so authorized to act by the Member or Responsible Officer (each such designee being an “Authorized Person”), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the

Member, and to take all such other actions deemed by such Authorized Person to be necessary, appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to engage and continue to retain the law firm of Faegre Drinker Biddle & Reath LLP as restructuring and general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Faegre Drinker Biddle & Reath LLP; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain, financial advisors, and any other individual and/or firm as professionals or consultants to the Company as are necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including (a) AlixPartners, as financial advisors to the Company, (b) Duff & Phelps, LLC, as restructuring advisors to the Company, and (c) such additional professionals, including attorneys, accountants, financial advisors, consultants, or brokers as may be necessary or desirable in connection with the Chapter 11 Case and in connection therewith, including but not limited to a claims and noticing agent and administrative advisor, each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such individuals and/or firms.

General

NOW, THEREFORE, BE IT RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to carry out the purposes of these resolutions and to complete the transactions contemplated in the agreements and instruments referred to in the foregoing resolutions, and to execute, file, and deliver all instruments and other documents as any such officer may deem necessary or desirable to carry out the purposes and intent of the agreements and instruments referred to in the foregoing resolutions; and the execution by any such officer of any such act in connection with the foregoing matters shall conclusively establish such officer's authority therefor from the Company and the approval, ratification, and adoption by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company and, subject to further approval of the Member, to enter into all other documents, agreements or instruments to effectuate the foregoing; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to undertake, execute, file, implement, and/or deliver the Chapter 11 Case and all other instruments and documents contemplated by the foregoing resolutions and to take any and all further action that such Authorized Person may deem necessary or desirable to effectuate any action authorized by these resolutions, and otherwise to carry out the purposes and intent of the foregoing resolutions, and the execution by any such officer of any such documents or the performance by any such Authorized Person of any such act in connection with the foregoing matters shall conclusively establish his or her authority therefore from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to take any and all action necessary, including the execution of any amendments, documents, instruments or waivers or to obtain any waivers or amendments of any agreements of the Company required by or under the Chapter 11 Case or any of the transactions contemplated thereby, and any such action shall be binding on the Company without further authorization; and it is

FURTHER RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

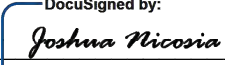
[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this written consent as of the 17th day of August, 2020. Effectiveness requires execution by only one signatory listed below.

**SOLE MEMBER OF RGN-HOLDINGS, LLC,
AS SOLE MEMBER OF RGN-NATIONAL
BUSINESS CENTERS, LLC:**

By: _____
Name: Michael J. Osburn
Title: Vice President, Secretary and Treasurer

By: _____
Name: Wayne Berger
Title: President and Chief Executive Officer—
Americas

By:  _____
Name: Joshua Nicosia
Title: Assistant Secretary

Fill in this information to identify the case:

Debtor name RGN-National Business Centers, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
(State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	JEMALS ULINE LLC PO BOX 823973 PHILADELPHIA, PA, USA, 19182-3973		Leasehold				\$203,164
2	THOITS BROS., INC. 629 Emerson St. PO Box 21 Palo Alto, CA, USA, 94302		Leasehold				\$59,577
3	BRE HH PROPERTY OWNER LLC BLDG ID: 26392 PO BOX 209259 AUSTIN, TX, USA, 78720-9259	andrew.lahr@cbre.com; losangeles.howardhughes@regus.com	Trade				\$4,807
4							
5							
6							
7							
8							

Debtor RGN-National Business Centers, LLC
Name

Case number *(if known)* _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim <small>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.</small>		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

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

In re:

Chapter 11

RGN-National Business Centers, LLC,¹

Case No. 20-____ (____)

Debtor.

**COMBINED CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY
SECURITIES HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3),
AND 7007.1 AND CERTIFICATION OF NO TAX RETURN**

1. Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor (the “Debtor”) certifies that the following corporate entity (i) directly or indirectly owns 10% or more of the Debtor and (ii) directly or indirectly holds 100% of the Equity Interests of the Debtor:

Name and Address	Ownership & Interest
RGN-Holdings, LLC 15950 Dallas Parkway, Suite 400 Dallas, TX 75248	100% of Equity Interest
Regus Corporation 15950 Dallas Parkway, Suite 400 Dallas, TX 75248	100% Indirect Ownership

2. The Debtor hereby certifies that it is a non-electing single-member limited liability corporation that is considered a “disregarded” entity under Treas. Reg. Section 301.7701-3. As such, pursuant to section 1116(1)(B) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, the Debtor hereby further certifies that no Federal tax return has been filed for the Debtor.

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

RGN-NATIONAL BUSINESS CENTERS, LLC

Balance Sheet

December 31, 2019

(In thousands)

Assets

Current assets:		
Cash and cash equivalents	\$	196
Receivables, net of allowance for doubtful accounts of \$182		1,154
Prepaid expenses and other current assets		1,941
		<hr/>
Total current assets		3,291
Security deposits		316
Due from affiliates, net		22,362
Goodwill		7,728
		<hr/>
Total assets	\$	<u>33,697</u>

Liabilities and Member's Equity

Current liabilities:		
Accounts payable	\$	221
Accrued expenses		321
Deferred revenue		1,320
Other current liabilities		454
		<hr/>
Total current liabilities		2,316
Other liabilities		8,707
		<hr/>
Total liabilities		11,023
Member's equity:		22,674
		<hr/>
Total liabilities and member's equity	\$	<u>33,697</u>

See accompanying notes to financial statements.

RGN-NATIONAL BUSINESS CENTERS, LLC

Statement of Income

Year ended December 31, 2019

(In thousands)

Revenues:		
Office revenue		\$ 25,193
Guaranty lease income (note 7 (a))		9,164
		<u>34,357</u>
Operating expenses:		
Center operating expenses		18,414
General and administrative fees		7,009
		<u>25,423</u>
Income before interest expense		8,934
Interest expense (note 7 (b))		244
Net income		<u>\$ 8,690</u>

See accompanying notes to financial statements.

RGN-NATIONAL BUSINESS CENTERS, LLC

Statement of Cash Flows

Year ended December 31, 2019

(In thousands)

Operating activities:		
Net income	\$	8,690
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for losses on receivables		(52)
Changes in operating assets and liabilities:		
Receivables		(285)
Prepaid expenses and other current assets		(2,356)
Accounts payable		256
Accrued expenses		(96)
Deferred revenue		(57)
Other current liabilities		(69)
Deferred rent		1,459
Other liabilities		<u>(222)</u>
Net cash provided by operating activities		<u>7,268</u>
Investing activity:		
Change in due from affiliates		<u>(7,835)</u>
Net cash used in investing activity		<u>(7,835)</u>
Decrease in cash and cash equivalents		(567)
Cash and cash equivalents at beginning of year		<u>763</u>
Cash and cash equivalents at end of year	\$	<u><u>196</u></u>
Supplemental disclosure of cash flow information:		
Non-cash interest expense (note 7 (b))	\$	244
Dividend distribution (note 7 (e))		(35,907)
Excess purchase price over carrying value of transferred locations (note 1 (b))		19,365
Transfer of net liabilities to affiliate (note 1 (b))		(1,472)

See accompanying notes to financial statements.

Fill in this information to identify the case and this filing:

Debtor Name RGN-National Business Centers, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration See Schedule 1 attached hereto.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/17/2020
MM / DD / YYYY

X /s/ James S. Feltman
Signature of individual signing on behalf of debtor

James S. Feltman
Printed name

Responsible Officer
Position or relationship to debtor

SCHEDULE 1 TO OFFICIAL FORM 202

The Responsible Officer of the above-captioned Debtor has examined the information in the following documents and reasonably believes the information therein is true and correct:

- Combined Corporate Ownership Statement and List of Equity Securities Holders Pursuant to Fed. R. Bankr. P. 1007(a)(1), 1007(a)(3), and 7007.1 and Certification of No Tax Return
- Balance Sheet
- Statement of Operations
- Statement of Cash Flows

TAB 1D

Dated: 08/21/2020



/s/ Violetta Blanco
Deputy Clerk of the U.S. Bankruptcy Court District of Delaware

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name RGN-Columbus IV, LLC

2. All other names debtor used in the last 8 years _____
 Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) N/A

4. Debtor's address

<p>Principal place of business</p> <p><u>3000 Kellway Drive</u> <small>Number Street</small></p> <p><u>Suite 140</u></p> <hr/> <p><u>Carrollton TX 75006</u> <small>City State ZIP Code</small></p> <hr/> <p><u>Dallas</u> <small>County</small></p>	<p>Mailing address, if different from principal place of business</p> <p>_____ <small>Number Street</small></p> <hr/> <p>_____ <small>P.O. Box</small></p> <hr/> <p>_____ <small>City State ZIP Code</small></p> <hr/> <p>Location of principal assets, if different from principal place of business</p> <p><u>711 North High Street</u> <small>Number Street</small></p> <p><u>Floors 4, 5, & 6</u></p> <hr/> <p><u>Columbus OH 43215</u> <small>City State ZIP Code</small></p>
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5. Debtor's website (URL) https://www.spacesworks.com/columbus/short-north/

Debtor RGN-Columbus IV, LLC
Name

Case number (if known) _____

6. **Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. **Describe debtor's business**A. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5 3 1 18. **Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- Chapter 7
- Chapter 9

 Chapter 11. *Check all that apply:*

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

 Chapter 12

Debtor RGN-Columbus IV, LLC
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? No Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** No Yes. Debtor _____ Relationship _____

List all cases. If more than 1, attach a separate list.

District _____ When _____
MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?*Check all that apply:* Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district. A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?** No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*) It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

 It needs to be physically secured or protected from the weather. It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options). Other _____**Where is the property?**

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured? No Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor RGN-Columbus IV, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input checked="" type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 7/30/2020
MM / DD / YYYY

x _____, Responsible Officer
Signature of authorized representative of debtor

James S. Feltman

Printed name

Title Responsible Officer

Debtor RGN-Columbus IV, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Patrick A. Jackson

Date 7/30/2020

Signature of attorney for debtor

MM / DD / YYYY

Patrick A. Jackson

Printed name

Faegre Drinker Biddle & Reath LLP

Firm name

222 Delaware Avenue, Suite 1410

Number Street

Wilmington

City

Delaware

State

19801

ZIP Code

(302) 467-4200

Contact phone

Patrick.Jackson@faegredrinker.com

Email address

4976

Bar number

Delaware

State

**WRITTEN CONSENT OF THE SOLE MEMBER
of
RGN-COLUMBUS IV, LLC**

The undersigned, being the sole member (the “Member”) of RGN-Columbus IV, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions by written consent in lieu of a meeting pursuant to section 2.5 of the Limited Liability Company Agreement, and pursuant to Section 18-302 of the Delaware Limited Liability Company Act:

Creation of Responsible Officer

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company to create an officer of the Company position, appoint an individual to be such officer, and to delegate to such officer certain of the Member’s rights, powers, and duties to manage and control the business and affairs of the Company. Such officer to be hereafter designated as the “Responsible Officer;” and

WHEREAS, such delegation to the Responsible Officer is permissible under Section 18-302 of the Delaware Limited Liability Company Act.

Bankruptcy Resolutions

WHEREAS, the Company, with the assistance of its financial and legal advisors, has been conducting a review to consider and evaluate various strategic and financial alternatives, including but not limited to, the sale or divestiture of all or substantially all of the Company’s assets, a filing of petitions by the Company and certain of its affiliates to be effectuated under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), other restructuring transactions or transactions otherwise designed to address the Company’s liquidity constraints that may be available to the Company and its affiliates (each such strategic alternative, a “Transaction”); and

WHEREAS, the Member has reviewed and has had the opportunity to ask questions and receive answers about and to discuss the materials presented by senior management of the Company or its Member and the Company’s legal, financial and other advisors regarding the liabilities and liquidity of the Company, the various potential Transactions and the impact of the foregoing on the Company, its creditors, shareholders and other interested parties and its business; and

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, shareholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the filing of the petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of the Bankruptcy Code, and the seeking of further relief by the Company under the

Bankruptcy Code (such acts, effectuating the “Chapter 11 Case”), be and each hereby is, authorized and approved for all purposes and in all respects; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Responsible Officer is created for the Company and James S. Feltman shall be and hereby is appointed as the Company’s Responsible Officer, the Responsible Officer serving as the sole officer of the Company reporting to the Member on all aspects of the Chapter 11 Case, and with the direction or authorization of the Member to, among other actions that would be customary for one serving in the capacity of Responsible Officer. In particular, and as set forth in more detail in the July 27, 2020 letter agreement between Duff & Phelps, LLC and the Company, the Responsible Officer is authorized to (a) evaluate and pursue any Transactions, (b) manage the process that will result in a filing in the Bankruptcy Court, (c) conduct and oversee bankruptcy preparation and filing activities; including execution of any relevant documents, including reviewing the petition and any necessary first day affidavit, (d) attend and appear on behalf of the Company at bankruptcy hearings and 341 meetings of creditors and related ancillary bankruptcy matters, (e) develop, along with restructuring professionals, a restructuring strategy and drive the process of exiting the company from bankruptcy on a timely basis, (f) manage litigation impacting the Company, (g) coordinate activities and assist in communication with outside constituents and advisors, including banks and their advisors, (h) assist the Company and its management in developing a short-term cash flow forecasting tool and related methodologies and to assist with planning for alternatives as requested, and (i) assist with such other matters as may be needed or requested that fall within Mr. Feltman’s expertise and that are mutually agreeable (collectively, the “Responsible Officer’s Duties”). Mr. Feltman shall serve as Responsible Officer until the sooner of his death, resignation, or termination by the Member; and it is

FURTHER RESOLVED, that the Responsible Officer is hereby authorized and empowered to do and perform all such acts, and to execute and deliver any and all agreements, contracts, documents, instruments, or certificates on behalf of the Company, relating to the Responsible Officer’s Duties and such agreements, contracts, documents, instruments or certificates shall be binding on the Company in accordance with the terms thereof; and it is

FURTHER RESOLVED, that the Responsible Officer, and any other person designated and so authorized to act by the Member or Responsible Officer (each such designee being an “Authorized Person”), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to take all such other actions deemed by such Authorized Person to be necessary,

appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to engage and continue to retain the law firm of Faegre Drinker Biddle & Reath LLP as restructuring and general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Faegre Drinker Biddle & Reath LLP; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain, financial advisors, and any other individual and/or firm as professionals or consultants to the Company as are necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including (a) AlixPartners, as financial advisors to the Company, (b) Duff & Phelps, LLC, as restructuring advisors to the Company, and (c) such additional professionals, including attorneys, accountants, financial advisors, consultants, or brokers as may be necessary or desirable in connection with the Chapter 11 Case and in connection therewith, including but not limited to a claims and noticing agent and administrative advisor, each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such individuals and/or firms.

General

NOW, THEREFORE, BE IT RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to carry out the purposes of these resolutions and to complete the transactions contemplated in the agreements and instruments referred to in the foregoing resolutions, and to execute, file, and deliver all instruments and other documents as any such officer may deem necessary or desirable to carry out the purposes and intent of the agreements and instruments referred to in the foregoing resolutions; and the execution by any such officer of any such act in connection with the foregoing matters shall conclusively establish such officer's authority therefor from the Company and the approval, ratification, and adoption by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company and, subject to further approval of the Member, to enter into all other documents, agreements or instruments to effectuate the foregoing; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to undertake, execute, file, implement, and/or deliver the Chapter 11 Case and all other instruments and documents contemplated by the foregoing resolutions and to take any and all further action that such Authorized Person may deem necessary or desirable to effectuate any action authorized by these resolutions, and otherwise to carry out the purposes and intent of the foregoing resolutions, and the execution by any such officer of any such documents or the performance by any such Authorized Person of any such act in connection with the foregoing matters shall conclusively establish his or her authority therefore from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to take any and all action necessary, including the execution of any amendments, documents, instruments or waivers or to obtain any waivers or amendments of any agreements of the Company required by or under the Chapter 11 Case or any of the transactions contemplated thereby, and any such action shall be binding on the Company without further authorization; and it is

FURTHER RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this written consent as of the 30th day of July 2020. Effectiveness requires execution by only one signatory listed below.

**SOLE MEMBER OF RGN-COLUMBUS IV,
LLC:**

Regus Corporation, a Delaware Corporation

By: 

Name: Michael J. Osburn

Title: Vice President, Secretary, and Treasurer

By: _____

Name: Wayne Berger

Title: President and Chief Executive Officer

Fill in this information to identify the case:

Debtor name RGN-Columbus IV, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	711, LLC 939 N HIGH STREET, UNIT 206 COLUMBUS, OH 43201	711, LLC 939 N HIGH STREET, UNIT 206 COLUMBUS, OH 43201 sandy.cramblett@colliers.com patricia.glasgow@colliers.com	Leasehold			\$372,384.00	
2	ONBRAND BV, HERENGRACHT 178, AMSTERDAM, 1016 BR	ONBRAND BV, HERENGRACHT 178, AMSTERDAM, 1016 BR Attn: Rolf Dröge finance@kollekt.fm +31202615268	Trade			\$266.00	
3							
4							
5							
6							
7							
8							

RGN-Columbus IV, LLC

Debtor

Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

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

In re:

RGN-Columbus IV, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (____)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “Debtor”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name and Address of Corporate Entities Directly or Indirectly Owning 10% or More of the Debtor	Interest
Regus Corporation	100% Direct Ownership

¹ The mailing address for the Debtor is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006.

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

In re:

RGN-Columbus IV, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (____)

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor (the “Debtor”) submits the following information:

The following entity directly owns 10% or more of any class of equity interests of the Debtor:

Name and Address of Corporate Equity Holder	Interest
Regus Corporation	100%

¹ The mailing address for the Debtor is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006.

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

In re:

RGN-Columbus IV, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (____)

CERTIFICATION OF NO TAX RETURN

The above-captioned debtor (the “Debtor”) hereby certifies that it is a non-electing single-member limited liability corporation that is considered a “disregarded” entity under Treas. Reg. Section 301.7701-3. As such, pursuant to section 1116(1)(B) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, the Debtor hereby further certifies that no Federal tax return has been filed for the Debtor.

¹ The mailing address for the Debtor is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006.

RGN-Columbus IV, LLC

Balance Sheets

June 30, 2020

	06/30/2020
Current Assets:	
Accounts receivable net of allowance for doubtful accounts	4,605
Prepaid expenses and other current assets	4,120
Total current assets	8,725
Property and equipment, net	474,243
Total Assets	482,969
Current liabilities:	
Accounts Payable	167,330
Accrued Expenses	62,132
Total Current Liabilities	229,462
Other liabilities	688,792
Due to affiliates	1,200,367
Total liabilities	2,118,621
Stockholders Equity:	
Retained earnings	(1,635,652)
Total stockholder's equity	(1,635,652)
Total liabilities and stockholder's equity	482,969

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

RGN-Columbus IV, LLC

Statements of Operations

YTD - Period ended June 30, 2020

	06/30/2020
Revenues	356,064
Operating Expenses	
Cost of services rendered and products sold	750,657
General and Administrative	474,179
	1,224,836
Income from Operations before provision for income taxes	(868,772)
Income taxes	-
Net Income	(868,772)

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

RGN-Columbus IV, LLC

Statements of Cash Flows

YTD - Period ended June 30, 2020

	06/30/2020
Operating Activities:	
Net Income	(868,772)
Adjustments to reconcile net income to net cash provided by operating activities:	
Other operating	(52,846)
Changes in Operating Assets and Liabilities	
Accounts receivable	11,862
Accounts payable	433,345
Net Cash Provided by operating activities	(476,410)
Investing Activities:	
Other investing	26,050
Net Cash Provided by (used) in investing activities	26,050
Financing Activities:	
Advances to Affiliates, net	397,514
Net Cash Provided by (used) in financing activities	397,514
Increase (decrease) in cash and cash equivalents⁴	(52,846)
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	(0)

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group
- 4) Includes the impact related to certain intercompany transactions which have not been settled in cash as of the reporting date

Fill in this information to identify the case and this filing:

Debtor Name RGN-Columbus IV, LLC

United States Bankruptcy Court for the: _____ District of _____
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. **Bankruptcy Rules 1008 and 9011.**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended *Schedule* _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration RGN-Columbus IV, LLC

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 7/30/2020
MM / DD / YYYY

X /s/ James S. Feltman
Signature of individual signing on behalf of debtor

James S. Feltman
Printed name

Responsible Officer
Position or relationship to debtor

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

In re:

RGN-Columbus IV, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (____)

SCHEDULE 1 TO OFFICIAL FORM 202

The Responsible Officer of the above-captioned Debtor has examined the information in the following documents and reasonably believes the information therein is true and correct:

- Corporate Ownership Statement
- List of Equity Security Holders
- Certification of No Tax Return
- RGN-Columbus IV, LLC Balance Sheets
- RGN-Columbus IV, LLC Statement of Operations
- RGN-Columbus IV, LLC Statements of Cash Flows

¹ The mailing address for the Debtor is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006.

TAB 1E

Dated: 08/21/2020



Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

/s/ Violetta Blanco
 Deputy Clerk of the U.S. Bankruptcy Court District of Delaware

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name RGN-Chapel Hill II, LLC

2. All other names debtor used in the last 8 years _____

 Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) N/A

4. Debtor's address

<p>Principal place of business</p> <p><u>3000 Kellway Drive</u> <small>Number Street</small></p> <p><u>Suite 140</u></p> <p><u>Carrollton TX 75006</u> <small>City State ZIP Code</small></p> <p><u>Dallas</u> <small>County</small></p>	<p>Mailing address, if different from principal place of business</p> <p>_____ <small>Number Street</small></p> <p>_____ <small>P.O. Box</small></p> <p>_____ <small>City State ZIP Code</small></p> <p>Location of principal assets, if different from principal place of business</p> <p><u>1011 South Hamilton Road</u> <small>Number Street</small></p> <p>_____ <small>City State ZIP Code</small></p> <p><u>Chapel Hill NC 27517</u> <small>City State ZIP Code</small></p>
--	---

5. Debtor's website (URL) https://www.spacesworks.com/chapel-hill/station-at-east-54/

Debtor RGN-Chapel Hill II, LLC
Name

Case number (if known) _____

6. **Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. **Describe debtor's business**A. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5 3 1 18. **Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- Chapter 7
- Chapter 9

 Chapter 11. *Check all that apply:*

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor RGN-Chapel Hill II, LLC
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Rider 1. Relationship Affiliates

List all cases. If more than 1, attach a separate list.

District Delaware When See Rider 1.

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number Street _____

City State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor RGN-Chapel Hill II, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input checked="" type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/2/2020
MM / DD / YYYY

 , Responsible Officer

James S. Feltman

Signature of authorized representative of debtor

Printed name

Title Responsible Officer

Debtor RGN-Chapel Hill II, LLC
Name

Case number (if known) _____

18. Signature of attorney

x /s/ Ian J. Bambrick
Signature of attorney for debtor

Date 8/2/2020
MM / DD / YYYY

Ian J. Bambrick

Printed name

Faegre Drinker Biddle & Reath LLP

Firm name

222 Delaware Avenue, Suite 1410

Number Street

Wilmington

City

Delaware

State

19801

ZIP Code

(302) 467-4200

Contact phone

Ian.Bambrick@faegredrinker.com

Email address

5455

Bar number

Delaware

State

RIDER 1

On the following dates, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

7/30/2020

- RGN-Columbus IV, LLC (Case No. 20-11894)

8/2/2020

- RGN-Chapel Hill II, LLC

The Debtors will move for joint administration of their cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the case number assigned to the chapter 11 case of RGN-Columbus IV, LLC.

**WRITTEN CONSENT OF THE SOLE MEMBER
of
RGN-CHAPEL HILL II, LLC**

The undersigned, being the sole member (the “Member”) of RGN-Chapel Hill II, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions by written consent in lieu of a meeting pursuant to section 2.5 of the Limited Liability Company Agreement, and pursuant to Section 18-302 of the Delaware Limited Liability Company Act:

Creation of Responsible Officers

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company to create two officer of the Company positions, appoint individuals to such officer positions, and to delegate to such officers certain of the Member’s rights, powers, and duties to manage and control the business and affairs of the Company. Such officers to be hereafter designated as the “Responsible Officer” and the “Assistant Responsible Officer;” and

WHEREAS, such delegation to the Responsible Officer and the Assistant Responsible Officer is permissible under Section 18-302 of the Delaware Limited Liability Company Act.

Bankruptcy Resolutions

WHEREAS, the Company, with the assistance of its financial and legal advisors, has been conducting a review to consider and evaluate various strategic and financial alternatives, including but not limited to, the sale or divestiture of all or substantially all of the Company’s assets, a filing of petitions by the Company and certain of its affiliates to be effectuated under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), other restructuring transactions or transactions otherwise designed to address the Company’s liquidity constraints that may be available to the Company and its affiliates (each such strategic alternative, a “Transaction”); and

WHEREAS, the Member has reviewed and has had the opportunity to ask questions and receive answers about and to discuss the materials presented by senior management of the Company or its Member and the Company’s legal, financial and other advisors regarding the liabilities and liquidity of the Company, the various potential Transactions and the impact of the foregoing on the Company, its creditors, shareholders and other interested parties and its business; and

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, shareholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the filing of the petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of the Bankruptcy Code, and the seeking of further relief by the Company under the

Bankruptcy Code (such acts, effectuating the “Chapter 11 Case”), be and each hereby is, authorized and approved for all purposes and in all respects; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Responsible Officer is created for the Company and James S. Feltman shall be and hereby is appointed as the Company’s Responsible Officer, the Responsible Officer serving as the sole officer of the Company reporting to the Member on all aspects of the Chapter 11 Case, and with the direction or authorization of the Member to, among other actions that would be customary for one serving in the capacity of Responsible Officer. In particular, and as set forth in more detail in the July 27, 2020 letter agreement between Duff & Phelps, LLC and the Company, the Responsible Officer is authorized to (a) evaluate and pursue any Transactions, (b) manage the process that will result in a filing in the Bankruptcy Court, (c) conduct and oversee bankruptcy preparation and filing activities; including execution of any relevant documents, including reviewing the petition and any necessary first day affidavit, (d) attend and appear on behalf of the Company at bankruptcy hearings and 341 meetings of creditors and related ancillary bankruptcy matters, (e) develop, along with restructuring professionals, a restructuring strategy and drive the process of exiting the company from bankruptcy on a timely basis, (f) manage litigation impacting the Company, (g) coordinate activities and assist in communication with outside constituents and advisors, including banks and their advisors, (h) assist the Company and its management in developing a short-term cash flow forecasting tool and related methodologies and to assist with planning for alternatives as requested, and (i) assist with such other matters as may be needed or requested that fall within Mr. Feltman’s expertise and that are mutually agreeable (collectively, the “Responsible Officer’s Duties”). Mr. Feltman shall serve as Responsible Officer until the sooner of his death, resignation, or termination by the Member; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Assistant Responsible Officer is created for the Company and Ryan Beckwith shall be and hereby is appointed as the Company’s Assistant Responsible Officer, the Assistant Responsible Officer shall assist the Responsible Officer and shall perform such duties as may be assigned to him or her by the Responsible Officer or by the Member; and it is

FURTHER RESOLVED, that the Responsible Officer is hereby authorized and empowered to do and perform all such acts, and to execute and deliver any and all agreements, contracts, documents, instruments, or certificates on behalf of the Company, relating to the Responsible Officer’s Duties and such agreements, contracts, documents, instruments or certificates shall be binding on the Company in accordance with the terms thereof; and it is

FURTHER RESOLVED, that the Responsible Officer, and any other person designated and so authorized to act by the Member or Responsible Officer (each such designee being an “Authorized Person”), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to take all such other actions deemed by such Authorized Person to be necessary, appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to engage and continue to retain the law firm of Faegre Drinker Biddle & Reath LLP as restructuring and general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Faegre Drinker Biddle & Reath LLP; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain, financial advisors, and any other individual and/or firm as professionals or consultants to the Company as are necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including (a) AlixPartners, as financial advisors to the Company, (b) Duff & Phelps, LLC, as restructuring advisors to the Company, and (c) such additional professionals, including attorneys, accountants, financial advisors, consultants, or brokers as may be necessary or desirable in connection with the Chapter 11 Case and in connection therewith, including but not limited to a claims and noticing agent and administrative advisor, each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such individuals and/or firms.

General

NOW, THEREFORE, BE IT RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to carry out the purposes of these resolutions and to complete the transactions contemplated in the agreements and instruments referred to in the foregoing resolutions, and to execute, file, and deliver all instruments and other documents as any such officer may deem necessary or desirable to carry out the purposes and intent of the agreements and instruments referred to in the foregoing resolutions; and the execution by any such officer of any such act in connection with the foregoing matters shall conclusively establish such officer's authority therefor from the Company and the approval, ratification, and adoption by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company and, subject to further approval of the Member, to enter into all other documents, agreements or instruments to effectuate the foregoing; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to undertake, execute, file, implement, and/or deliver the Chapter 11 Case and all other instruments and documents contemplated by the foregoing resolutions and to take any and all further action that such Authorized Person may deem necessary or desirable to effectuate any action authorized by these resolutions, and otherwise to carry out the purposes and intent of the foregoing resolutions, and the execution by any such officer of any such documents or the performance by any such Authorized Person of any such act in connection with the foregoing matters shall conclusively establish his or her authority therefore from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to take any and all action necessary, including the execution of any amendments, documents, instruments or waivers or to obtain any waivers or amendments of any agreements of the Company required by or under the Chapter 11 Case or any of the transactions contemplated thereby, and any such action shall be binding on the Company without further authorization; and it is

FURTHER RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this written consent as of the 2nd day of August, 2020. Effectiveness requires execution by only one signatory listed below.

SOLE MEMBER OF RGN-CHAPEL HILL II, LLC:

Regus Corporation, a Delaware Corporation

By: _____

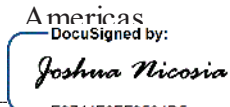
Name: Michael J. Osburn

Title: Vice President, Secretary and Treasurer

By: _____

Name: Wayne Berger

Title: President and Chief Executive Officer

By:  _____

Name: JOSHUA NICOSIA

Title: Assistant Secretary

Fill in this information to identify the case:

Debtor name RGN-Chapel Hill II, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
(State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	MATTIE EQUITY LLC, C/O EAST WEST PARTNERS CLUB MANAGEMENT, 1107 ENVIRON WAY CHAPEL HILL, NC, USA, 27517	e54@ewclubs.com	Leasehold				\$117,759
2							
3							
4							
5							
6							
7							
8							

Debtor RGN-Chapel Hill II, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim <small>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.</small>		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

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

In re:

RGN-Chapel Hill II, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (____)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “Debtor”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor:

Name and Address of Corporate Entities Directly or Indirectly Owning 10% or More of the Debtor	Interest
Regus Corporation	100% Direct Ownership

¹ The above-captioned Debtor and its affiliate Debtors are each disregarded entities for tax purposes and therefore do not have Federal Employer Identification Numbers. The mailing address for the Debtor and its affiliate Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006. A complete list of the Debtors in these chapter 11 cases can be found on Rider 1 of the Debtor’s Voluntary Petition.

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

In re:

RGN-Chapel Hill II, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (____)

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor (the “Debtor”) submits the following information:

The following entity directly owns 10% or more of any class of equity interests of the Debtor:

Name and Address of Corporate Equity Holder	Interest
Regus Corporation	100%

¹ The above-captioned Debtor and its affiliate Debtors are each disregarded entities for tax purposes and therefore do not have Federal Employer Identification Numbers. The mailing address for the Debtor and its affiliate Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006. A complete list of the Debtors in these chapter 11 cases can be found on Rider 1 of the Debtor’s Voluntary Petition.

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

In re:

RGN-Chapel Hill II, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (____)

CERTIFICATION OF NO TAX RETURN

The above-captioned debtor (the “Debtor”) hereby certifies that it is a non-electing single-member limited liability corporation that is considered a “disregarded” entity under Treas. Reg. Section 301.7701-3. As such, pursuant to section 1116(1)(B) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, the Debtor hereby further certifies that no Federal tax return has been filed for the Debtor.

¹ The above-captioned Debtor and its affiliate Debtors are each disregarded entities for tax purposes and therefore do not have Federal Employer Identification Numbers. The mailing address for the Debtor and its affiliate Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006. A complete list of the Debtors in these chapter 11 cases can be found on Rider 1 of the Debtor’s Voluntary Petition.

RGN-Chapel Hill II, LLC

Balance Sheets

June 30, 2020

	06/30/2020
Current Assets:	
Accounts receivable net of allowance for doubtful accounts	8,521
Prepaid expenses and other current assets	6,739
Total current assets	15,259
Property and equipment, net	497,132
Total Assets	512,392
Current liabilities:	
Accounts Payable	1,294
Accrued Expenses	155,140
Total Current Liabilities	156,434
Other liabilities	1,142,026
Due to affiliates	1,623,085
Total liabilities	2,921,544
Stockholders Equity:	
Retained earnings	(2,409,153)
Total stockholder's equity	(2,409,153)
Total liabilities and stockholder's equity	512,392

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

RGN-Chapel Hill II, LLC

Statements of Operations

YTD - Period ended June 30, 2020

	06/30/2020
Revenues	664,673
Operating Expenses	
Cost of services rendered and products sold	703,611
General and Administrative	576,789
	1,280,400
 Income from Operations before provision for income taxes	 (615,727)
Income taxes	-
Net Income	(615,727)

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

RGN-Chapel Hill II, LLC

Statements of Operations

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	1,280,400
 Income from Operations before provision for income taxes	 (615,727)
Income taxes	-
Net Income	(615,727)

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

Fill in this information to identify the case and this filing:

Debtor Name RGN-Chapel Hill II, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. **Bankruptcy Rules 1008 and 9011.**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended *Schedule* _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration See Schedule 1 attached hereto.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/2/2020
MM / DD / YYYY

X /s/ James S. Feltman
Signature of individual signing on behalf of debtor

James S. Feltman
Printed name

Responsible Officer
Position or relationship to debtor

SCHEDULE 1 TO OFFICIAL FORM 202

The Responsible Officer of the above-captioned Debtor has examined the information in the following documents and reasonably believes the information therein is true and correct:

- Corporate Ownership Statement
- List of Equity Security Holders
- Certification of No Tax Return
- Balance Sheet
- Statement of Operations
- Statement of Cash Flows

TAB 1F

Dated: 08/21/2020



/s/ Violetta Blanco
Deputy Clerk of the U.S. Bankruptcy Court District of Delaware

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name RGN-Chicago XVI, LLC

2. All other names debtor used in the last 8 years _____
 Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) N/A

4. Debtor's address

<p>Principal place of business</p> <p><u>3000 Kellway Drive</u> Number Street</p> <p><u>Suite 140</u></p> <p><u>Carrollton TX 75006</u> City State ZIP Code</p> <p><u>Dallas</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p>_____ Number Street</p> <p>_____ P.O. Box</p> <p>_____ City State ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p><u>222 Merchandise Mart Plaza</u> Number Street</p> <p><u>Suite 1225</u></p> <p><u>Chicago IL 60654</u> City State ZIP Code</p>
--	---

5. Debtor's website (URL) https://www.regus.com/en-us/united-states/illinois/chicago/merchandise-mart-2726

Debtor RGN-Chicago XVI, LLC
Name

Case number (if known) _____

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

7. Describe debtor's businessA. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5 3 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- Chapter 7
 Chapter 9

 Chapter 11. *Check all that apply:*

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor RGN-Chicago XVI, LLC
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Rider 1. Relationship Affiliates

District Delaware When See Rider 1.

List all cases. If more than 1, attach a separate list.

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor RGN-Chicago XVI, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input checked="" type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/3/2020
MM / DD / YYYY

 , Responsible Officer

James S. Feltman

Signature of authorized representative of debtor

Printed name

Title Responsible Officer

Debtor RGN-Chicago XVI, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Patrick A. Jackson
Signature of attorney for debtor

Date 8/3/2020
MM / DD / YYYY

Patrick A. Jackson
Printed name

Faegre Drinker Biddle & Reath LLP
Firm name

222 Delaware Avenue, Suite 1410
Number Street

Wilmington Delaware 19801
City State ZIP Code

(302) 467-4200
Contact phone

Patrick.Jackson@faegredrinker.com
Email address

4976 Delaware
Bar number State

RIDER 1

On the following dates, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

7/30/2020

- RGN-Columbus IV, LLC (Case No. 20-11894)

8/2/2020

- RGN-Chapel Hill II, LLC (Case No. 20-11910)

8/3/2020

- RGN-Chicago XVI, LLC

The Debtors will move for joint administration of their cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the case number assigned to the chapter 11 case of RGN-Columbus IV, LLC.

**WRITTEN CONSENT OF THE SOLE MEMBER
of
RGN-CHICAGO XVI, LLC**

The undersigned, being the sole member (the “Member”) of RGN-Chicago XVI, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions by written consent in lieu of a meeting pursuant to section 2.5 of the Limited Liability Company Agreement, and pursuant to Section 18-302 of the Delaware Limited Liability Company Act:

Creation of Responsible Officers

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company to create two officer of the Company positions, appoint individuals to such officer positions, and to delegate to such officers certain of the Member’s rights, powers, and duties to manage and control the business and affairs of the Company. Such officers to be hereafter designated as the “Responsible Officer” and the “Assistant Responsible Officer;” and

WHEREAS, such delegation to the Responsible Officer and the Assistant Responsible Officer is permissible under Section 18-302 of the Delaware Limited Liability Company Act.

Bankruptcy Resolutions

WHEREAS, the Company, with the assistance of its financial and legal advisors, has been conducting a review to consider and evaluate various strategic and financial alternatives, including but not limited to, the sale or divestiture of all or substantially all of the Company’s assets, a filing of petitions by the Company and certain of its affiliates to be effectuated under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), other restructuring transactions or transactions otherwise designed to address the Company’s liquidity constraints that may be available to the Company and its affiliates (each such strategic alternative, a “Transaction”); and

WHEREAS, the Member has reviewed and has had the opportunity to ask questions and receive answers about and to discuss the materials presented by senior management of the Company or its Member and the Company’s legal, financial and other advisors regarding the liabilities and liquidity of the Company, the various potential Transactions and the impact of the foregoing on the Company, its creditors, shareholders and other interested parties and its business; and

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, shareholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the filing of the petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of the Bankruptcy Code, and the seeking of further relief by the Company under the

Bankruptcy Code (such acts, effectuating the “Chapter 11 Case”), be and each hereby is, authorized and approved for all purposes and in all respects; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Responsible Officer is created for the Company and James S. Feltman shall be and hereby is appointed as the Company’s Responsible Officer, the Responsible Officer serving as the sole officer of the Company reporting to the Member on all aspects of the Chapter 11 Case, and with the direction or authorization of the Member to, among other actions that would be customary for one serving in the capacity of Responsible Officer. In particular, and as set forth in more detail in the July 27, 2020 letter agreement between Duff & Phelps, LLC and the Company, the Responsible Officer is authorized to (a) evaluate and pursue any Transactions, (b) manage the process that will result in a filing in the Bankruptcy Court, (c) conduct and oversee bankruptcy preparation and filing activities; including execution of any relevant documents, including reviewing the petition and any necessary first day affidavit, (d) attend and appear on behalf of the Company at bankruptcy hearings and 341 meetings of creditors and related ancillary bankruptcy matters, (e) develop, along with restructuring professionals, a restructuring strategy and drive the process of exiting the company from bankruptcy on a timely basis, (f) manage litigation impacting the Company, (g) coordinate activities and assist in communication with outside constituents and advisors, including banks and their advisors, (h) assist the Company and its management in developing a short-term cash flow forecasting tool and related methodologies and to assist with planning for alternatives as requested, and (i) assist with such other matters as may be needed or requested that fall within Mr. Feltman’s expertise and that are mutually agreeable (collectively, the “Responsible Officer’s Duties”). Mr. Feltman shall serve as Responsible Officer until the sooner of his death, resignation, or termination by the Member; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Assistant Responsible Officer is created for the Company and Ryan Beckwith shall be and hereby is appointed as the Company’s Assistant Responsible Officer, the Assistant Responsible Officer shall assist the Responsible Officer and shall perform such duties as may be assigned to him or her by the Responsible Officer or by the Member; and it is

FURTHER RESOLVED, that the Responsible Officer is hereby authorized and empowered to do and perform all such acts, and to execute and deliver any and all agreements, contracts, documents, instruments, or certificates on behalf of the Company, relating to the Responsible Officer’s Duties and such agreements, contracts, documents, instruments or certificates shall be binding on the Company in accordance with the terms thereof; and it is

FURTHER RESOLVED, that the Responsible Officer, and any other person designated and so authorized to act by the Member or Responsible Officer (each such designee being an “Authorized Person”), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to take all such other actions deemed by such Authorized Person to be necessary, appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to engage and continue to retain the law firm of Faegre Drinker Biddle & Reath LLP as restructuring and general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Faegre Drinker Biddle & Reath LLP; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain, financial advisors, and any other individual and/or firm as professionals or consultants to the Company as are necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including (a) AlixPartners, as financial advisors to the Company, (b) Duff & Phelps, LLC, as restructuring advisors to the Company, and (c) such additional professionals, including attorneys, accountants, financial advisors, consultants, or brokers as may be necessary or desirable in connection with the Chapter 11 Case and in connection therewith, including but not limited to a claims and noticing agent and administrative advisor, each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such individuals and/or firms.

General

NOW, THEREFORE, BE IT RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to carry out the purposes of these resolutions and to complete the transactions contemplated in the agreements and instruments referred to in the foregoing resolutions, and to execute, file, and deliver all instruments and other documents as any such officer may deem necessary or desirable to carry out the purposes and intent of the agreements and instruments referred to in the foregoing resolutions; and the execution by any such officer of any such act in connection with the foregoing matters shall conclusively establish such officer's authority therefor from the Company and the approval, ratification, and adoption by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company and, subject to further approval of the Member, to enter into all other documents, agreements or instruments to effectuate the foregoing; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to undertake, execute, file, implement, and/or deliver the Chapter 11 Case and all other instruments and documents contemplated by the foregoing resolutions and to take any and all further action that such Authorized Person may deem necessary or desirable to effectuate any action authorized by these resolutions, and otherwise to carry out the purposes and intent of the foregoing resolutions, and the execution by any such officer of any such documents or the performance by any such Authorized Person of any such act in connection with the foregoing matters shall conclusively establish his or her authority therefore from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to take any and all action necessary, including the execution of any amendments, documents, instruments or waivers or to obtain any waivers or amendments of any agreements of the Company required by or under the Chapter 11 Case or any of the transactions contemplated thereby, and any such action shall be binding on the Company without further authorization; and it is

FURTHER RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this written consent as of the 3rd day of August, 2020. Effectiveness requires execution by only one signatory listed below.

**SOLE MEMBER OF RGN-CHICAGO XVI,
LLC:**

By: _____
Name: Michael J. Osburn
Title: Vice President, Secretary and Treasurer

By: _____
Name: Wayne Berger
Title: President and Chief Executive Officer—

By: _____
Name: *Joshua Nicosia*
Title: Assistant Secretary

Americas
DocuSigned by:
E3744F2FF3524D5...

Fill in this information to identify the case:

Debtor name RGN-Chicago XVI, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	MERCHANDISE MART LLC 1728 PAYSHERE CIRCLE CHICAGO, IL, USA, 60674		Leasehold				\$82,277
2							
3							
4							
5							
6							
7							
8							

Debtor RGN-Chicago XVI, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim <small>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.</small>		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

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

In re:

RGN-Chicago XVI, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (___)

**COMBINED CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY
SECURITIES HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3),
AND 7007.1 AND CERTIFICATION OF NO TAX RETURN**

1. Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor (the “Debtor”) certifies that the following corporate entity (i) directly or indirectly owns 10% or more of the Debtor and (ii) directly or indirectly holds 100% of the Equity Interests of the Debtor:

Name and Address	Ownership & Interest
Regus Corporation 15950 Dallas Parkway, Suite 400 Dallas, TX 75248	100% Direct Ownership 100% of Equity Interest

2. The Debtor hereby certifies that it is a non-electing single-member limited liability corporation that is considered a “disregarded” entity under Treas. Reg. Section 301.7701-3. As such, pursuant to section 1116(1)(B) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, the Debtor hereby further certifies that no Federal tax return has been filed for the Debtor.

¹ The above-captioned Debtor and its affiliate Debtors are each disregarded entities for tax purposes and therefore do not have Federal Employer Identification Numbers. The mailing address for the Debtor and its affiliate Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006. A complete list of the Debtors in these chapter 11 cases can be found on Rider 1 of the Debtor’s Voluntary Petition.

RGN - Chicago XVI, LLC

Balance Sheets

June 30, 2020

	06/30/2020
Current Assets:	
Accounts receivable net of allowance for doubtful accounts	74,157
Prepaid expenses and other current assets	10,937
Total current assets	85,094
Property and equipment, net	151,921
Total Assets	237,015
Current liabilities:	
Accounts Payable	9,233
Accrued Expenses	181,734
Total Current Liabilities	190,967
Other liabilities	435,657
Due to affiliates	1,834,811
Total liabilities	2,461,435
Stockholders Equity:	
Retained earnings	(2,224,420)
Total stockholder's equity	(2,224,420)
Total liabilities and stockholder's equity	237,015

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

RGN - Chicago XVI, LLC

Statements of Operations

YTD - Period ended June 30, 2020

	06/30/2020
Revenues	379,987
Operating Expenses	
Cost of services rendered and products sold	378,042
General and Administrative	315,676
	693,718
Income from Operations before provision for income taxes	(313,731)
Income taxes	-
Net Income	(313,731)

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

RGN - Chicago XVI, LLC

Statements of Cash Flows

YTD - Period ended June 30, 2020

	06/30/2020
Operating Activities:	
Net Income	(313,731)
Adjustments to reconcile net income to net cash provided by operating activities:	
Other operating	(38,137)
Changes in Operating Assets and Liabilities	
Accounts receivable	(25,980)
Accounts payable	(47,714)
Net Cash Provided by operating activities	(425,562)
Investing Activities:	
Other investing	18,990
Net Cash Provided by (used) in investing activities	18,990
Financing Activities:	
Advances to Affiliates, net	368,435
Net Cash Provided by (used) in financing activities	368,435
Increase (decrease) in cash and cash equivalents	(38,137)
Cash and cash equivalents at beginning of period	.00
Cash and cash equivalents at end of period	0

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group
- 4) Includes the impact related to certain intercompany transactions which have not been settled in cash as of the reporting date

Fill in this information to identify the case and this filing:

Debtor Name RGN-Chicago XVI, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. **Bankruptcy Rules 1008 and 9011.**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended *Schedule* _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration See Schedule 1 attached hereto.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/3/2020
MM / DD / YYYY

X /s/ James S. Feltman
Signature of individual signing on behalf of debtor

James S. Feltman
Printed name

Responsible Officer
Position or relationship to debtor

SCHEDULE 1 TO OFFICIAL FORM 202

The Responsible Officer of the above-captioned Debtor has examined the information in the following documents and reasonably believes the information therein is true and correct:

- Combined Corporate Ownership Statement and List of Equity Securities Holders Pursuant to Fed. R. Bankr. P. 1007(a)(1), 1007(a)(3), and 7007.1 and Certification of No Tax Return
- Balance Sheet
- Statement of Operations
- Statement of Cash Flows

TAB 1G

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware (State)

Case number (If known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.



1. Debtor's name RGN-Fort Lauderdale III, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) N/A

4. Debtor's address

Principal place of business

3000 Kellway Drive

Number Street

Suite 140

Carrollton TX 75006

City State ZIP Code

Dallas

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

501 East Las Olas Boulevard

Number Street

Suites 200 and 300

Fort Lauderdale FL 33301

City State ZIP Code

5. Debtor's website (URL) https://www.regus.com/en-us

THIS IS TO CERTIFY that the foregoing is a true and correct copy of a document filed in our office.

Dated: 08/20/2020 /s/ Cheryl Hollis

Deputy Clerk of the U.S. Bankruptcy Court District of Delaware

Debtor RGN-Fort Lauderdale III, LLC
Name

Case number (if known) _____

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

7. Describe debtor's businessA. *Check one:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5 3 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- Chapter 7
 Chapter 9

 Chapter 11. *Check all that apply:*

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor RGN-Fort Lauderdale III, LLC
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Rider 1. Relationship Affiliates

District Delaware When See Rider 1.

List all cases. If more than 1, attach a separate list.

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor RGN-Fort Lauderdale III, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor


The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/8/2020
MM / DD / YYYY

x  , Responsible Officer James S. Feltman

Signature of authorized representative of debtor

Printed name

Title Responsible Officer

Debtor RGN-Fort Lauderdale III, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Patrick A. Jackson Date 8/8/2020
Signature of attorney for debtor MM / DD / YYYY

Patrick A. Jackson
Printed name

Faegre Drinker Biddle & Reath LLP
Firm name

222 Delaware Avenue, Suite 1410
Number Street

Wilmington Delaware 19801
City State ZIP Code

(302) 467-4200 Patrick.Jackson@faegredrinker.com
Contact phone Email address

4976 Delaware
Bar number State

RIDER 1

On the following dates, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

7/30/2020

- RGN-Columbus IV, LLC (Case No. 20-11894)

8/2/2020

- RGN-Chapel Hill II, LLC (Case No. 20-11910)

8/3/2020

- RGN-Chicago XVI, LLC (Case No. 20-11916)

8/8/2020

- RGN-Fort Lauderdale III, LLC

The Debtors will move for joint administration of their cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the case number assigned to the chapter 11 case of RGN-Columbus IV, LLC.

WRITTEN CONSENT OF THE SOLE MEMBER
of
RGN-FORT LAUDERDALE III, LLC

Regus Corporation, being the sole member (the “Member”) of RGN-Fort Lauderdale III, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions by written consent in lieu of a meeting pursuant to section 2.5 of the Limited Liability Company Agreement, and pursuant to Section 18-302 of the Delaware Limited Liability Company Act:

Creation of Responsible Officer

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company to create an officer of the Company position, appoint an individual to be such officer, and to delegate to such officer certain of the Member’s rights, powers, and duties to manage and control the business and affairs of the Company. Such officer to be hereafter designated as the “Responsible Officer;” and

WHEREAS, such delegation to the Responsible Officer is permissible under Section 18-302 of the Delaware Limited Liability Company Act.

Bankruptcy Resolutions

WHEREAS, the Company, with the assistance of its financial and legal advisors, has been conducting a review to consider and evaluate various strategic and financial alternatives, including but not limited to, the sale or divestiture of all or substantially all of the Company’s assets, a filing of petitions by the Company and certain of its affiliates to be effectuated under the provisions of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), other restructuring transactions or transactions otherwise designed to address the Company’s liquidity constraints that may be available to the Company and its affiliates (each such strategic alternative, a “Transaction”); and

WHEREAS, the Member has reviewed and has had the opportunity to ask questions and receive answers about and to discuss the materials presented by senior management of the Company or its Member and the Company’s legal, financial and other advisors regarding the liabilities and liquidity of the Company, the various potential Transactions and the impact of the foregoing on the Company, its creditors, shareholders and other interested parties and its business; and

WHEREAS, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, shareholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the filing of the petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of the Bankruptcy Code, and the seeking of further relief by the Company under the

Bankruptcy Code (such acts, effectuating the “Chapter 11 Case”), be and each hereby is, authorized and approved for all purposes and in all respects; and it is

FURTHER RESOLVED, that, effective as of the date of execution of this written consent, the position of Responsible Officer is created for the Company and James S. Feltman shall be and hereby is appointed as the Company’s Responsible Officer, the Responsible Officer serving as the sole officer of the Company reporting to the Member on all aspects of the Chapter 11 Case, and with the direction or authorization of the Member to, among other actions that would be customary for one serving in the capacity of Responsible Officer. In particular, and as set forth in more detail in the July 27, 2020 letter agreement between Duff & Phelps, LLC and the Company, the Responsible Officer is authorized to (a) evaluate and pursue any Transactions, (b) manage the process that will result in a filing in the Bankruptcy Court, (c) conduct and oversee bankruptcy preparation and filing activities; including execution of any relevant documents, including reviewing the petition and any necessary first day affidavit, (d) attend and appear on behalf of the Company at bankruptcy hearings and 341 meetings of creditors and related ancillary bankruptcy matters, (e) develop, along with restructuring professionals, a restructuring strategy and drive the process of exiting the company from bankruptcy on a timely basis, (f) manage litigation impacting the Company, (g) coordinate activities and assist in communication with outside constituents and advisors, including banks and their advisors, (h) assist the Company and its management in developing a short-term cash flow forecasting tool and related methodologies and to assist with planning for alternatives as requested, and (i) assist with such other matters as may be needed or requested that fall within Mr. Feltman’s expertise and that are mutually agreeable (collectively, the “Responsible Officer’s Duties”). Mr. Feltman shall serve as Responsible Officer until the sooner of his death, resignation, or termination by the Member; and it is

FURTHER RESOLVED, that the Responsible Officer is hereby authorized and empowered to do and perform all such acts, and to execute and deliver any and all agreements, contracts, documents, instruments, or certificates on behalf of the Company, relating to the Responsible Officer’s Duties and such agreements, contracts, documents, instruments or certificates shall be binding on the Company in accordance with the terms thereof; and it is

FURTHER RESOLVED, that the Responsible Officer, and any other person designated and so authorized to act by the Member or Responsible Officer (each such designee being an “Authorized Person”), be, and each hereby is, authorized and empowered to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code in the name and on behalf of the Company, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to file or cause the same to be filed in the Bankruptcy Court at such time as such Authorized Person executing the same shall determine; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to execute, verify and file or cause to be filed on behalf of and in the name of the Company any and all petitions, schedules, motions, lists, applications, pleadings and other papers, in such forms as the Authorized Person executing the same shall approve, his, her or their execution to be conclusive evidence of the approval thereof by such Authorized Person and the Member, and to take all such other actions deemed by such Authorized Person to be necessary,

appropriate or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to engage and continue to retain the law firm of Faegre Drinker Biddle & Reath LLP as restructuring and general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 Case, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Faegre Drinker Biddle & Reath LLP; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company, to retain, financial advisors, and any other individual and/or firm as professionals or consultants to the Company as are necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including (a) AlixPartners, as financial advisors to the Company, (b) Duff & Phelps, LLC, as restructuring advisors to the Company, and (c) such additional professionals, including attorneys, accountants, financial advisors, consultants, or brokers as may be necessary or desirable in connection with the Chapter 11 Case and in connection therewith, including but not limited to a claims and noticing agent and administrative advisor, each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such individuals and/or firms.

General

NOW, THEREFORE, BE IT RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to carry out the purposes of these resolutions and to complete the transactions contemplated in the agreements and instruments referred to in the foregoing resolutions, and to execute, file, and deliver all instruments and other documents as any such officer may deem necessary or desirable to carry out the purposes and intent of the agreements and instruments referred to in the foregoing resolutions; and the execution by any such officer of any such act in connection with the foregoing matters shall conclusively establish such officer's authority therefor from the Company and the approval, ratification, and adoption by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered to take any and all actions necessary or appropriate for the Company to negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company and, subject to further approval of the Member, to enter into all other documents, agreements or instruments to effectuate the foregoing; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to perform any and all acts as may be necessary or desirable to undertake, execute, file, implement, and/or deliver the Chapter 11 Case and all other instruments and documents contemplated by the foregoing resolutions and to take any and all further action that such Authorized Person may deem necessary or desirable to effectuate any action authorized by these resolutions, and otherwise to carry out the purposes and intent of the foregoing resolutions, and the execution by any such officer of any such documents or the performance by any such Authorized Person of any such act in connection with the foregoing matters shall conclusively establish his or her authority therefore from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that any Authorized Person be, and each hereby is, authorized and empowered on behalf of the Company to take any and all action necessary, including the execution of any amendments, documents, instruments or waivers or to obtain any waivers or amendments of any agreements of the Company required by or under the Chapter 11 Case or any of the transactions contemplated thereby, and any such action shall be binding on the Company without further authorization; and it is

FURTHER RESOLVED, that all authority conferred by these resolutions shall be deemed retroactive and any and all acts authorized under these resolutions performed prior to the adoption of this resolution are hereby ratified, affirmed and approved; and that, without limitation of the foregoing, all actions heretofore taken for or on behalf of the Company by any Authorized Person in connection with the transactions contemplated by the preceding resolutions be, and hereby are, ratified, adopted and confirmed in all respects.

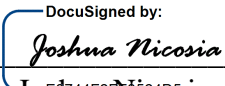
[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this written consent as of the 8th day of August, 2020. Effectiveness requires execution by only one signatory listed below.

**SOLE MEMBER OF RGN-FORT
LAUDERDALE III, LLC:**

By: _____
Name: Michael J. Osburn
Title: Vice President, Secretary and Treasurer

By: _____
Name: Wayne Berger
Title: President and Chief Executive Officer—
Americas

By:  _____
Name: Joshua Nicosia
Title: Assistant Secretary

Fill in this information to identify the case:

Debtor name RGN-Fort Lauderdale III, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	STEELBRIDGE LAS OLAS WEST LLC PO BOX 865439 ORLANDO, FL 32886-5439	Gavin Campbell, 773-267-9200	Leasehold				\$318,205
2							
3							
4							
5							
6							
7							
8							

Debtor RGN-Fort Lauderdale III, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim <small>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.</small>		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

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

In re:

RGN-Fort Lauderdale III, LLC,¹

Debtor.

Chapter 11

Case No. 20-____ (____)

**COMBINED CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY
SECURITIES HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3),
AND 7007.1 AND CERTIFICATION OF NO TAX RETURN**

1. Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor (the “Debtor”) certifies that the following corporate entity (i) directly or indirectly owns 10% or more of the Debtor and (ii) directly or indirectly holds 100% of the Equity Interests of the Debtor:

Name and Address	Ownership & Interest
Regus Corporation 15950 Dallas Parkway, Suite 400 Dallas, TX 75248	100% Direct Ownership 100% of Equity Interest

2. The Debtor hereby certifies that it is a non-electing single-member limited liability corporation that is considered a “disregarded” entity under Treas. Reg. Section 301.7701-3. As such, pursuant to section 1116(1)(B) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, the Debtor hereby further certifies that no Federal tax return has been filed for the Debtor.

¹ The above-captioned Debtor and its affiliate Debtors are each disregarded entities for tax purposes and therefore do not have Federal Employer Identification Numbers. The mailing address for the Debtor and its affiliate Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006. A complete list of the Debtors in these chapter 11 cases can be found on Rider 1 of the Debtor’s Voluntary Petition.

RGN-Fort Lauderdale III, LLC

Balance Sheets

June 30, 2020

	06/30/2020
Current Assets:	
Accounts receivable net of allowance for doubtful accounts	423,372
Prepaid expenses and other current assets	10,014
Total current assets	433,386
Property and equipment, net	625,757
Total Assets	1,059,143
Current liabilities:	
Accounts Payable	8,759
Accrued Expenses	281,644
Total Current Liabilities	290,404
Other liabilities	1,695,593
Due to affiliates	476,419
Total liabilities	2,462,416
Stockholders Equity:	
Retained earnings	(1,403,273)
Total stockholder's equity	(1,403,273)
Total liabilities and stockholder's equity	1,059,143

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

RGN-Fort Lauderdale III, LLC

Statements of Operations

YTD - Period ended June 30, 2020

	06/30/2020
Revenues	1,059,309
Operating Expenses	
Cost of services rendered and products sold	998,189
General and Administrative	654,746
	1,652,936
 Income from Operations before provision for income taxes	 (593,627)
 Income taxes	 -
 Net Income	 (593,627)

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals (“GAAP”) in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group

RGN - Fort Lauderdale III, LLC

Statements of Cash Flows

YTD - Period ended June 30, 2020

	06/30/2020
Operating Activities:	
Net Income	(593,627)
Adjustments to reconcile net income to net cash provided by operating activities:	
Other operating	(71,407)
Changes in Operating Assets and Liabilities	
Accounts receivable	(113,994)
Accounts payable	51,687
Net Cash Provided by operating activities	(727,341)
Investing Activities:	
Net Cash Provided by (used) in investing activities	36,101
Financing Activities:	
Advances to Affiliates, net	619,833
Net Cash Provided by (used) in financing activities	619,833
Increase (decrease) in cash and cash equivalents	(71,407)
Cash and cash equivalents at beginning of period	0
Cash and cash equivalents at end of period	(0)

Notes

- 1) Financial statements are unaudited and as such are subject to material change and revision
- 2) The financials were not prepared with a view toward compliance with generally accepted accounting principals ("GAAP") in the United States
- 3) Income taxes have not been individually recorded for this entity as it is part of a consolidating income tax filing group
- 4) Includes the impact related to certain intercompany transactions which have not been settled in cash as of the reporting date

Fill in this information to identify the case and this filing:

Debtor Name RGN-Fort Lauderdale III, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. **Bankruptcy Rules 1008 and 9011.**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended *Schedule* _____
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration See Schedule 1 attached hereto.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/8/2020
MM / DD / YYYY

X

/s/ James S. Feltman

Signature of individual signing on behalf of debtor

James S. Feltman

Printed name

Responsible Officer

Position or relationship to debtor

SCHEDULE 1 TO OFFICIAL FORM 202

The Responsible Officer of the above-captioned Debtor has examined the information in the following documents and reasonably believes the information therein is true and correct:

- Combined Corporate Ownership Statement and List of Equity Securities Holders Pursuant to Fed. R. Bankr. P. 1007(a)(1), 1007(a)(3), and 7007.1 and Certification of No Tax Return
- Balance Sheet
- Statement of Operations
- Statement of Cash Flows

TAB 2A

**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)
(Joint Administration Requested)

**DEBTORS' MOTION FOR AN ORDER AUTHORIZING
RGN-NATIONAL BUSINESS CENTERS, LLC TO SERVE AS
FOREIGN REPRESENTATIVE ON BEHALF OF THE DEBTORS' ESTATES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby move for entry of an order substantially in the form of the attached hereto as Exhibit B (the “Proposed Order”) (i) authorizing RGN-National Business Centers, LLC (“RGN-National”) to serve as foreign representative on behalf of the Debtors, as defined below, in Canada (the “Foreign Representative”) (ii) authorizing RGN-National to seek recognition by the Canadian Court, as defined below, of these chapter 11 cases and the orders made by the Court in these chapter 11 cases; (iii) requesting that the Canadian Court lend assistance to this Court in relation to the protection of the Debtors’ estates in Canada, including by giving effect to the automatic stay under section 362(a) of the Bankruptcy Code in Canada; (iv) authorizing RGN-National to seek any other appropriate relief from the Canadian Court that RGN-National deems just and proper in the furtherance of the protection of the Debtors’ estates; and (v) granting related relief. In support of

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

this Motion, the Debtors rely upon the *Declaration of James S. Feltman in Support of Chapter 11 Petitions and First-Day Relief* (the “First-Day Declaration”), which was filed concurrently herewith. In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION; VENUE

1. The Court has jurisdiction over these chapter 11 cases and this Motion under 28 U.S.C. §§ 1334(b), 1334(e)(1), and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012 (the “Order of Reference”). The Motion is a core matter under 28 U.S.C. § 157(b), and the Court may enter a final order consistent with Article III of the United States Constitution.²

2. Venue of these chapter 11 cases and this Motion is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

3. The statutory basis for the relief requested herein is sections 1182(2), 1184, and 1505 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

GENERAL BACKGROUND

4. The Debtors are direct or indirect subsidiaries of Regus Corporation, a Delaware corporation, that, together with its affiliates (collectively, “IWG” or the “Company”), 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.

5. IWG’s business model begins with entry into long-term non-residential real property leases (each, a “Lease”) with property owners that provide the Company unoccupied

² The Debtors consent to entry of a final order by this Court if it is determined that the Court, absent consent of the parties, cannot enter a final order consistent with Article III of the United States Constitution.

office space (the “Centers”). Based on significant market research on potential client needs in local markets and the unique requirements of their existing clients, IWG engineers each of the Centers to meet the architectural style, service, space, and amenity needs of those individuals, companies, and organizations who will contract for use of subportions of the Centers. IWG markets its Centers under an umbrella of different brand names, each tailored to appeal to different types of clients and those clients’ specialized needs. These clients (the “Occupants”) enter into short-term licenses to use portions of the Centers, which are customizable as to duration, configuration, services, and amenities. When operating successfully, a Center’s Occupants’ license payments will exceed the combined cost of the underlying long-term lease, management cost, and operating expenses of the Center.

6. The lessee on each Lease (each, a “Lease Holder”) is typically a special-purpose entity (SPE) formed for this specific purpose—including, for example, RGN-Columbus IV, LLC (“Columbus IV”), RGN-Chapel Hill II, LLC (“Chapel Hill II”), RGN-Chicago XVI, LLC (“Chicago XVI”), and RGN-Fort Lauderdale III, LLC (“Fort Lauderdale III” and, together with Columbus IV, Chapel Hill II, and Chicago XVI, the “SPE Debtors”). However, certain IWG entities act as Lease Holder for multiple Leases—including, for example, Debtors RGN-National Business Centers, LLC (“RGN-National”) and H Work, LLC (“H Work”). Certain Lease Holders’ obligations under their respective Leases are partially or fully guaranteed by another IWG entity, including in some cases Debtors RGN-Group Holdings, LLC (“Holdings”), H Work, and RGN-National (collectively, the “Guarantor Debtors”).³

³ Non-debtor Regus Plc S.A., a Bailiwick of Jersey entity headquartered in Luxembourg, is also guarantor of certain of the Leases.

7. Debtor Holdings differs from the other Debtors in that it is not a Lease Holder, but rather owns all of the furniture, fixtures, equipment, and other personal property (collectively, the “FF&E”) located in the respective Centers in United States. Holdings leases this FF&E to the applicable Lease Holder—including the SPE Debtors, RGN-National, and H Work, as well as hundreds of non-debtor entities—pursuant to individual equipment lease agreements.

8. On July 30, August 2, August 3, and August 8 of this year, Columbus IV, Chapel Hill II, Chicago XVI, and Fort Lauderdale III, respectively, each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code.

9. On August 17, 2020, the Guarantor Debtors filed their voluntary chapter 11 petitions with this Court.⁴

10. Each of the Debtors is a “small business debtor” as defined by section 101(51D) of the Bankruptcy Code. The Debtors have elected for Subchapter V of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 1181-1195 (“Subchapter V”), to apply to their chapter 11 cases (the “Chapter 11 Cases”). Further, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1182(2) and 1184 of the Bankruptcy Code. As of the date hereof, no request for appointment of an official committee of unsecured creditors, a chapter 11 trustee, or an examiner has been made.

11. On July 31, 2020, the U.S. Trustee appointed Natasha Songonuga to serve as the trustee under section 1183(a) of the Bankruptcy Code (the “Subchapter V Trustee”) for Columbus IV. The U.S. Trustee subsequently appointed Ms. Songonuga as the Subchapter V

⁴ As used herein, the term “Petition Date” refers to the date of commencement of the applicable Debtor’s (or Debtors’) chapter 11 proceedings.

Trustee for Chapel Hill II and Chicago XVI on August 10, 2020, and for Fort Lauderdale III on August 13, 2020.⁵

12. Additional 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 the First Day Declaration.

RELEVANT BACKGROUND

13. RGN-National, as the proposed Foreign Representative, will shortly commence an ancillary proceeding in Canada (the "Canadian Proceedings") on behalf of certain of the Debtors' estates under Part IV of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C 36, as amended, (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court"). The purpose of the Canadian Proceedings is to request that the Canadian Court recognize these chapter 11 cases as "foreign main proceedings" under the applicable provisions of the CCAA. Of particular concern, the Guarantor Debtors guarantee eighty-six Leases in Centers of affiliates of the Debtors. The Debtors intend to seek from the Canadian Court recognition of any relief granted by this Court related to termination of Leases by a Landlord.

14. To commence the Canadian Proceedings, the Debtors require authority for a Debtor entity to act as the Foreign Representative on behalf of the Debtors' estates. Therefore, the Debtors request authority to appoint RGN-National as such Foreign Representative.⁶

⁵ Although Ms. Songonuga has not yet been officially designated as Subchapter V Trustee in all of the Chapter 11 Cases, the Debtors anticipate that she will similarly be designated for this role in any other Debtors' cases prior to or after the Debtors move for joint administration of the Chapter 11 Cases.

⁶ The Debtors intend to propose that KSV Kofman Inc. be appointed by the Canadian Court as information officer in the Canadian Proceedings (the "Information Officer"). The Information Officer will serve as an officer of the Canadian Court and report to the Canadian Court from time

15. Section 46 of the CCAA provides:

a. Application for recognition of a foreign proceeding. — A foreign representative may apply to the court for recognition of the foreign proceeding in respect of which he or she is a foreign representative.

b. Documents that must accompany application. — . . . the application must be accompanied by . . . (b) a certified copy of the instrument, however designated, authorizing the foreign representative to act in that capacity or a certificate from the foreign court affirming the foreign representative's authority to act in that capacity[.]

CCAA, R.S.C., Ch. C-36, § 46 (1985) (Can.). Absent a court order, the Debtors may find it difficult to satisfy the requirements set out in the CCAA for an application for recognition of these chapter 11 cases. Accordingly, in order for RGN-National to be recognized as the Foreign Representative⁷ in the Canadian Proceedings, and thereby apply to have these chapter 11 cases recognized by the Canadian Court, the Debtors need the Court to enter the Proposed Order authorizing RGN-National to act as the Foreign Representative in the Canadian Proceedings. After the Proposed Order is entered, RGN-National will be able to file the Proposed Order with the Canadian Court as the instrument authorizing RGN-National to act as the Foreign Representative pursuant to section 46 of the CCAA.

RELIEF REQUESTED

16. By this Motion, the Debtors seek entry of the Proposed Order (i) authorizing RGN-National to act as a Foreign Representative on behalf of the Debtors' estates in the

to time on the status of these chapter 11 cases, the Debtors' restructuring efforts, and any other information that may be material to the Canadian Court.

⁷ A "foreign representative" is defined in section 45(1) of the CCAA to mean "a person or body, including one appointed on an interim basis, who is authorized, in a foreign proceeding respect of a debtor company, to: (a) monitor the debtor company's business and financial affairs for the purpose of reorganization; or (b) act as a representative in respect of the foreign proceeding."

Canadian Proceedings; (ii) authorizing RGN-National to seek recognition by the Canadian Court of these chapter 11 cases and the orders made by the Court in these chapter 11 cases; (iii) requesting that the Canadian Court lend assistance to this Court in relation to the protection of the Debtors' estates in Canada, including by giving effect to the automatic stay under section 362(a) of the Bankruptcy Code in Canada; (iv) authorizing RGN-National to seek any other appropriate relief from the Canadian Court that RGN-National deems just and proper in the furtherance of the protection of the Debtors' estates; and (v) granting related relief.

BASIS FOR RELIEF

17. Section 1182(2) of the Bankruptcy Code provides, "The term 'debtor in possession' means the debtor, unless removed as debtor in possession under section 1185(a) of this title." 11 U.S.C. 1182(2). In turn, section 1184 of the Bankruptcy Code provides that a "a debtor in possession [proceeding under Subchapter V] shall have all the rights . . . and powers, and shall perform all functions and duties, except the duties specified in paragraphs (2), (3), and (4) of section 1106(a) of this title, of a trustee serving in a case under this chapter, including operating the business of the debtor." 11 U.S.C. § 1184; *see also In re OAS S.A.*, 533 B.R. 83, 98 (Bankr. S.D.N.Y. 2015) (observing that ". . . a trustee appointed under section 1106(a) is vested with most of the powers and duties conferred on a chapter 7 trustee, other than the mandate to liquidate the debtor's assets[.]").⁸

⁸ Section 1184 of the Bankruptcy Code largely mirrors section 1107(a), which provides the rights, powers, and duties of a debtor in possession in a chapter 11 case outside of Subchapter V, in particular providing:

18. Section 1505 of the Bankruptcy Code permits a debtor in possession to obtain a court order recognizing the debtor in possession as the foreign representative of the debtor's estate to allow a debtor to submit a petition to a foreign court requesting recognition of the debtor's chapter 11 case. Specifically, section 1505 of the Bankruptcy Code provides that:

A trustee or another entity (including an examiner) may be authorized by the court to act in a foreign country on behalf of an estate created under section 541. An entity authorized to act under this section may act in any way permitted by the applicable foreign law.

11 U.S.C. § 1505. Section 1502 of the Bankruptcy Code defines “trustee,” as used in section 1505, as “a trustee, a debtor in possession in a case *under any chapter of this title*, or debtor under chapter 9 of this title[.]” 11 U.S.C. 1502(6) (emphasis added); *see also* H.R. Rep. No. 109–31, at 107 (2005) (noting that “[t]he definition of ‘trustee’ for [chapter 15 of the Bankruptcy Code] ensures that debtors in possession and debtors, as well as trustees, are included in the term.”).

19. According to the legislative history, acting pursuant to section 1505 is “an additional power of a trustee or debtor in possession.” H.R. Rep. No. 109–31, at 108 (2005). And thus Congress intended that debtors in possession “obtain court approval before acting abroad” and contemplated that “. . . first-day orders in reorganization cases should include authorization to act under [section 1505] where appropriate.” *Id.*

Subject to any limitations on a trustee serving in a case under this chapter, and to such limitations or conditions as the court prescribes, **a debtor in possession shall have all the rights, other than the right to compensation under section 330 of this title, and powers, and shall perform all the functions and duties, except the duties specified in sections 1106(a)(2), (3), and (4) of this title, of a trustee serving in a case under this chapter.**⁸

11 U.S.C. §1107(a) (emphasis added). For ease of reference, a redline of section 1184 marked against 1107(a) is attached hereto as Exhibit A.

20. The Debtors respectfully submit that sections 1505, 1182, and 1184 of the Bankruptcy Code confer upon RGN-National, as a debtor in possession, sufficient rights, powers, and duties to act as a Foreign Representative of the Debtors' estates. However, to avoid any possible confusion or doubt regarding this authority and to comply with the requirements of section 46 of the CCAA, the Debtors seek entry of the Proposed Order, pursuant to section 1505 of the Bankruptcy Code, explicitly authorizing RGN-National to act as the Foreign Representative of the Debtors' estates in the Canadian Proceedings.

21. Authorizing RGN-National to act as the Foreign Representative on behalf of the Debtors' estates in the Canadian Proceedings will allow coordination of these chapter 11 cases and the "Canadian Proceedings, and provide an effective mechanism to protect and maximize the value of the Debtors' assets and estates. *See* 11 U.S.C. § 1501(a) (stating that the "objectives" of chapter 15 include "protection and maximization of the value of the debtor's assets" and "cooperation between . . . the courts and other competent authorities of foreign countries involved in cross-border insolvency cases" and, *inter alia*, "courts of the United States" and United States "debtors in possession").

22. Based on the foregoing, the Debtors submit that there is sufficient statutory basis and ample justification for this Court to grant the relief requested.

NOTICE

23. The Debtors will provide notice of this Motion to: (i) the Office of the United States Trustee; (ii) the Subchapter V Trustee; (iii) the Debtors' thirty (30) largest unsecured creditors on a consolidated basis; (iv) counsel for the Debtors' prepetition secured lender; (v) the Securities & Exchange Commission; (vi) the Internal Revenue Service; (vii) the Delaware State Treasury; (viii) the Delaware Secretary of State; and (ix) those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002.

Notice of this Motion and any order with respect hereto will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary under the circumstances.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: Wilmington, Delaware
August 17, 2020

**FAEGRE DRINKER BIDDLE & REATH
LLP**

James F. Conlan (admitted *pro hac vice*)
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*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

**Redline of Section 1184 Against
Section 1107(a) of the Bankruptcy Code**

§~~1107~~1184. Rights, ~~and~~ powers, ~~and~~ duties of a debtor in possession

~~(a)~~ Subject to ~~any limitations on a trustee serving in a case under this chapter, and to~~ such limitations or conditions as the court may prescribe, a debtor in possession shall have all the rights, other than the right to compensation under section 330 of this title, and powers, and shall perform all ~~the~~ functions and duties, except the duties specified in ~~sections 1106(a)~~ paragraphs (2), (3), and (4) of section 1106(a) of this title, of a trustee serving in a case under this chapter, including operating the business of the debtor.

EXHIBIT B
Proposed Order

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

In re:

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

Debtors.

Chapter 11

Case No. 20-11961 (BLS)
(Jointly Administered)

Ref. Dkt. No. ____

**ORDER AUTHORIZING RGN-NATIONAL BUSINESS
CENTERS, LLC TO SERVE AS FOREIGN REPRESENTATIVE
ON BEHALF OF THE DEBTORS' ESTATES**

Upon the motion (the "Motion")² of the Debtors for entry of an order: (i) authorizing RGN-National to act as a Foreign Representative on behalf of the Debtors' estates in the Canadian Proceedings; (ii) authorizing RGN-National to seek recognition by the Canadian Court of these chapter 11 cases and the orders made by the Court in these chapter 11 cases; (iii) requesting that the Canadian Court lend assistance to this Court in relation to the protection of the Debtors' estates in Canada, including by giving effect to the automatic stay under section 362(a) of the Bankruptcy Code in Canada; (iv) authorizing RGN-National to seek any other appropriate relief from the Canadian Court that RGN-National deems just and proper in the furtherance of the protection of the Debtors' estates; and (v) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Numbers ("FEIN"), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms used herein, but not otherwise defined, have the meanings given to them in the Motion.

28 U.S.C. §§ 157 and 1334 and the Order of Reference; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. All objections to the Motion or the relief requested therein, if any, that have not been made, withdrawn, waived, or settled, and all reservations of rights included therein, hereby are overruled on the merits.
3. RGN-National is hereby authorized to (i) act as the Foreign Representative of the Debtors; (ii) seek recognition of these chapter 11 cases in the Canadian Proceeding; (iii) request that the Canadian Court lend assistance to this Court in protecting the property of the estates; and (iv) seek any other appropriate relief from the Canadian Court that RGN-National deems just and proper in the furtherance of the protection of the Debtors' estates.

4. This Court requests the aid and assistance of the Canadian Court to recognize these chapter 11 cases as a “foreign main proceeding” and RGN-National as a “foreign representative” pursuant to the CCAA, and to recognize and give full force and effect in all provinces and territories of Canada to this Order.

5. This Court requests the assistance of the Canadian Court to act in aid of and be auxiliary to this Court in relation to the protection of the Debtors’ estates in Canada, including by giving effect to the automatic stay under section 362(a) of the Bankruptcy Code in Canada.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

TAB 2B

**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)
(Joint Administration Requested)

**APPLICATION OF THE DEBTORS FOR ENTRY OF AN
ORDER APPOINTING EPIQ CORPORATE RESTRUCTURING, LLC
AS CLAIMS AND NOTICING AGENT EFFECTIVE AS OF THE
GUARANTOR DEBTORS' PETITION DATE**

The above captioned debtors and debtors in possession in the above-captioned chapter 11 cases (the “Debtors”), hereby submit this application (this “Section 156(c) Application”),² pursuant to section 156(c) of title 28 of the United States Code, section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2002-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), seeking entry of an order, substantially in the form

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² The facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration (as defined below), filed contemporaneously herewith and incorporated herein by reference. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

attached hereto as Exhibit A (the "Order"), appointing Epiq Corporate Restructuring, LLC ("Epiq") as the claims and noticing agent in the Debtors' chapter 11 cases effective as of the Guarantor Debtors' Petition Date (as defined below). In support of this Section 156(c) Application, the Debtors rely upon the *Declaration of Emily Young in Support of Application of Debtors for Entry of Order Appointing Epiq Corporate Restructuring, LLC as Claims and Noticing Agent Effective as of the Guarantor Debtors' Petition Date* (the "Young Declaration"), a copy of which is attached hereto as Exhibit B. In further support of this Section 156(c) Application, the Debtors respectfully state as follows:

JURISDICTION

1. The Court has jurisdiction over these chapter 11 cases and this Motion under 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012 (the "Order of Reference"). The Motion is a core proceeding under 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.³
2. Venue of these chapter 11 cases and this Motion is proper in this Court under 28 U.S.C. §§ 1408 and 1409.
3. The statutory and legal predicates for the relief requested herein are 28 U.S.C. § 156(c), section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2002, Local Rule 2002-1(f), and the Court's *Protocol for the Employment of Claims and Noticing Agents under 28 U.S.C. § 156(c)*, instituted by the Office of the Clerk of the Bankruptcy Court (the "Clerk") on February 1, 2012 (the "Claims Agent Protocol").

³ The Debtors consent to entry of a final order by this Court if it is determined that the Court, absent consent of the parties, cannot enter a final order consistent with Article III of the United States Constitution.

BACKGROUND

4. The Debtors are direct or indirect subsidiaries of Regus Corporation, a Delaware corporation, that, together with its affiliates (collectively, “IWG” or the “Company”), 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.

5. IWG’s business model begins with entry into long-term non-residential real property leases (each, a “Lease”) with property owners that provide the Company unoccupied office space (the “Centers”). Based on significant market research on potential client needs in local markets and the unique requirements of their existing clients, IWG engineers each of the Centers to meet the architectural style, service, space, and amenity needs of those individuals, companies, and organizations who will contract for use of subportions of the Centers. IWG markets its Centers under an umbrella of different brand names, each tailored to appeal to different types of clients and those clients’ specialized needs. These clients (the “Occupants”) enter into short-term licenses to use portions of the Centers, which are customizable as to duration, configuration, services, and amenities. When operating successfully, a Center’s Occupants’ license payments will exceed the combined cost of the underlying long-term lease, management cost, and operating expenses of the Center.

6. The lessee on each Lease (each, a “Lease Holder”) is typically a special-purpose entity (SPE) formed for this specific purpose—including, for example, RGN-Columbus IV, LLC (“Columbus IV”), RGN-Chapel Hill II, LLC (“Chapel Hill II”), RGN-Chicago XVI, LLC (“Chicago XVI”), and RGN-Fort Lauderdale III, LLC (“Fort Lauderdale III” and, together with Columbus IV, Chapel Hill II, and Chicago XVI, the “SPE Debtors”). However, certain IWG entities act as Lease Holder for multiple Leases—including, for example, Debtors RGN-

National Business Centers, LLC (“RGN-National”) and H Work, LLC (“H Work”). Certain Lease Holders’ obligations under their respective Leases are partially or fully guaranteed by another IWG entity, including in some cases Debtors RGN-Group Holdings, LLC (“Holdings”), H Work, and RGN-National (collectively, the “Guarantor Debtors”).⁴

7. Debtor Holdings differs from the other Debtors in that it is not a Lease Holder, but rather owns all of the furniture, fixtures, equipment, and other personal property (collectively, the “FF&E”) located in the respective Centers in United States. Holdings leases this FF&E to the applicable Lease Holder—including the SPE Debtors, RGN-National, and H Work, as well as hundreds of non-debtor entities—pursuant to individual equipment lease agreements.

8. On July 30, August 2, August 3, and August 8 of this year, Columbus IV, Chapel Hill II, Chicago XVI, and Fort Lauderdale III, respectively, each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code.

9. On August 17, 2020, the Guarantor Debtors filed their voluntary chapter 11 petitions with this Court.⁵

10. Each of the Debtors is a “small business debtor” as defined by section 101(51D) of the Bankruptcy Code. The Debtors have elected for subchapter V of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 1181-1195, to apply to their chapter 11 cases (the “Chapter 11 Cases”). Further, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1182(2) and 1184 of the

⁴ Non-debtor Regus Plc S.A., a Bailiwick of Jersey entity headquartered in Luxembourg, is also guarantor of certain of the Leases.

⁵ As used herein, the term “Petition Date” refers to the date of commencement of the applicable Debtor’s (or Debtors’) chapter 11 proceedings.

Bankruptcy Code. As of the date hereof, no request for appointment of an official committee of unsecured creditors, a chapter 11 trustee, or an examiner has been made.

11. On July 31, 2020, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed Natasha Songonuga to serve as the trustee under section 1183(a) of the Bankruptcy Code (the “Subchapter V Trustee”) for Columbus IV. The U.S. Trustee subsequently appointed Ms. Songonuga as the Subchapter V Trustee for Chapel Hill II and Chicago XVI on August 10, 2020, and for Fort Lauderdale III on August 13, 2020.⁶

12. Additional 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 the *Declaration of James S. Feltman in Support of Debtors’ Chapter 11 Petitions and First Day Relief*, filed contemporaneously herewith (the “First Day Declaration”), filed contemporaneously herewith and incorporated herein by reference.

RELIEF REQUESTED

13. By this Section 156(c) Application, the Debtors seek entry of the Order appointing Epiq to act as the claims and noticing agent in the Debtors’ Chapter 11 Cases (the “Claims and Noticing Agent”) effective as of the Guarantor Debtors’ Petition Date to assume full responsibility for the distribution of notices and the maintenance, processing, and docketing of proofs of claim filed in the Debtors’ Chapter 11 Cases. The terms of Epiq’s proposed retention are set forth in that certain Standard Services Agreement between Epiq and the Debtors, dated as

⁶ Although Ms. Songonuga has not yet been officially designated as Subchapter V Trustee in all of the Chapter 11 Cases, the Debtors anticipate that she will similarly be designated for this role in any other Debtors’ cases prior to or after the Debtors move for joint administration of the Chapter 11 Cases.

of August 6, 2020 (the “Retention Agreement”),⁷ a copy of which is attached hereto as Exhibit C.

14. Notwithstanding the terms of the Retention Agreement, the Debtors are seeking pursuant to this Application to retain Epiq solely on the terms set forth in this Section 156(c) Application and the Order. By separate application, the Debtors may seek authorization to retain and employ Epiq as administrative advisor in these Chapter 11 Cases, pursuant to section 327(a) of the Bankruptcy Code, as the administration of these Chapter 11 Cases may require Epiq to perform duties outside the scope of 28 U.S.C. § 156(c).

EPIQ’S QUALIFICATIONS AND NEED FOR EPIQ’S SERVICES

15. Epiq is one of the country’s leading chapter 11 administrators, with significant expertise in noticing, claims administration, soliciting, balloting, and facilitating other administrative aspects of chapter 11 cases. Epiq has acted as the claims and noticing agent in numerous recent cases of varying size and complexity, including a number of recent cases filed in this District.⁸

⁷ Epiq has agreed to provide claims and noticing services to the Debtors at the rates stated on the pricing schedule attached to the Retention Agreement. Epiq may provide such services at the same rates to counsel for any official committee appointed in the Chapter 11 Cases, and any other party in interest upon request.

⁸ See, e.g., *In re RUI Holding Corp.*, Case No. 19-11509, (JTD) (Bankr. D. Del. Jul. 7, 2019); *In re THG Holdings LLC*, Case No. 19-11689 (JTD) (Bankr. D. Del. Jul 30, 2019); *In re HDR Holding, Inc.*, Case No. 19-11396 (MFW) (Bankr. D. Del. Jun. 24, 2019); *In re Joerns WoundCo Holdings, Inc.*, Case No. 19-11401 (JTD) (Bankr. D. Del. June 24, 2019); *In re Insys Therapeutics, Inc.*, Case No. 19-11292 (KG) (Bankr. D. Del. Jun 10, 2019); *In re Kona Grill, Inc.*, Case No. 19-10953 (CSS) (Bankr. D. Del. Apr. 30, 2019); *In re WMC Mortg., LLC*, Case No. 19-10879 (CSS) (Bankr. D. Del. Apr. 23, 2019); *In re F+W Media, Inc.*, Case No. 19-10479 (KG) (Bankr. D. Del. Mar. 10, 2019); *In re Avadel Specialty Pharms., LLC*, Case No. 19-10248 (CSS) (Bankr. D. Del. Feb 06, 2019); *In re HCR ManorCare, Inc.*, Case No. 18-10467 (KG) (Bankr. D. Del. Mar. 6, 2018); *In re Herald Media Holdings, Inc.*, Case No. 17-12881 (LSS) (Bankr. D. Del. Dec. 8, 2017); and *In re Maurice Sporting Goods, Inc.*, Case No. 17-12481 (CSS) (Bankr. D. Del. Nov. 20, 2017).

16. The appointment of Epiq as the Claims and Noticing Agent in these Chapter 11 Cases will expedite the distribution of notices and the processing of claims, facilitate other administrative aspects of this chapter 11 case, and relieve the Clerk of these administrative burdens. The appointment of Epiq as the Claims and Noticing Agent will thus serve to maximize the value of the Debtors' estates for all stakeholders.

SCOPE OF SERVICES

17. This Section 156(c) Application pertains only to the services to be performed by Epiq under the Clerk's delegation of duties permitted by 28 U.S.C. § 156(c) and Local Rule 2002-1(f). Any services to be performed by Epiq that are set forth in the Retention Agreement but outside of the scope of 28 U.S.C. § 156(c) are not covered by this Section 156(c) Application or by the Order. Specifically, Epiq will perform the following tasks in its role as the Claims and Noticing Agent, as well as all quality control relating thereto (collectively, the "Claims and Noticing Services"), to the extent requested by the Debtors:

- a. Prepare and serve required notices and documents in these Chapter 11 Cases in accordance with the Bankruptcy Code and the Bankruptcy Rules in the form and manner directed by the Debtors and/or the Court, including, if applicable, (i) notice of the commencement of these Chapter 11 Cases and the initial meeting of creditors under section 341(a) of the Bankruptcy Code (as applicable), (ii) notice of any claims bar date (as applicable), (iii) notices of transfers of claims, (iv) notices of objections to claims and objections to transfers of claims, (v) notices of any hearings on a disclosure statement and confirmation of a plan or plans of reorganization, including under Bankruptcy Rule 3017(d), (vi) notice of the effective date of any plan or plans, and (vii) all other notices, orders, pleadings, publications, and other documents as the Debtors or the Court may deem necessary or appropriate for an orderly administration of these Chapter 11 Cases;
- b. If applicable, maintain an official copy of the Debtors' schedules of assets and liabilities and statement of financial affairs listing the Debtors' known creditors and the amounts owed thereto;
- c. Maintain (i) a list of all potential creditors, equity holders, and other parties in interest and (ii) a "core" mailing list consisting of all parties

- described in Bankruptcy Rules 2002(i), (j), and (k) and those parties that have filed a notice of appearance pursuant to Bankruptcy Rule 9010; update said lists and make said lists available upon request by a party in interest or the Clerk;
- d. Furnish a notice to all potential creditors of the last date for the filing of proofs of claim and a form for the filing of a proof of claim;
 - e. Maintain a post office box or address for the purpose of receiving claims and returned mail, and process all mail received;
 - f. For *all* notices, motions, orders, and other pleadings or documents served, prepare and file or caused to be filed with the Clerk an affidavit or certificate of service within seven (7) business days of service, which includes (i) either a copy of the notice served or the docket number(s) and title(s) of the pleading(s) served, (ii) a list of persons to whom it was mailed (in alphabetical order) with their addresses (subject to any orders that may be entered by the Court with respect to confidentiality), (iii) the manner of service, and (iv) the date served;
 - g. Process all proofs of claim received, including those received by the Clerk, check said processing for accuracy, and maintain the original proofs of claim in a secure area;
 - h. Maintain an electronic platform for purposes of filing proofs of claim;
 - i. Maintain the official claims register for the Debtors (the “Claims Register”) on behalf of the Clerk; upon the Clerk’s request, provide the Clerk with a certified, duplicate unofficial Claims Register; and specify in the Claims Register the following information for each claim docketed: (i) the claim number assigned, (ii) the date received, (iii) the name and address of the claimant and agent, if applicable, who filed the claim, (iv) the amount asserted, (v) the asserted classification(s) of the claim (e.g., secured, unsecured, priority, etc.), and (vi) any disposition of the claim;
 - j. Provide public access to the Claims Register, including complete proofs of claim with attachments, if any, without charge;
 - k. Implement necessary security measures to ensure the completeness and integrity of the Claims Register and the safekeeping of the original proofs of claim;
 - l. Record all transfers of claims and provide any notices of such transfers as required by Bankruptcy Rule 3001(e);
 - m. Relocate, by messenger or overnight delivery, all of the court-filed proofs of claim to Epiq’s offices, not less than weekly;

- n. Upon completion of the docketing process for all claims received to date for each case, turn over to the Clerk copies of the Claims Register for the Clerk's review (upon the Clerk's request);
 - o. Monitor the Court's docket for all notices of appearance, address changes, and claims-related pleadings and orders filed and make necessary notations on and/or changes to the Claims Register and any service or mailing lists, including to identify and eliminate duplicate names and addresses from such lists;
 - p. Identify and correct any incomplete or incorrect addresses in any mailing or service lists;
 - q. Assist in the dissemination of information to the public and respond to requests for administrative information regarding the Chapter 11 Cases as directed by the Debtors or the Court, including through the use of a case website and/or call center;
 - r. Monitor the Court's docket in these Chapter 11 Cases and, when filings are made in error or containing errors, alert the filing party of such error and work with them to correct any such error;
 - s. If this chapter 11 case is converted to a case under chapter 7 of the Bankruptcy Code, contact the Clerk's office within three (3) days of the notice to Epiq of entry of the order converting the case;
 - t. Thirty (30) days prior to the close of these Chapter 11 Cases, to the extent practicable, request that the Debtors submit to the Court a proposed order dismissing Epiq as Claims and Noticing Agent and terminating its services in such capacity upon completion of its duties and responsibilities and upon the closing of these Chapter 11 Cases;
 - u. Within seven (7) days of notice to Epiq of entry of an order closing these Chapter 11 Cases, provide to the Court the final version of the Claims Register as of the date immediately before the close of the case; and
 - v. At the close of these Chapter 11 Cases, (i) box and transport all original documents, in proper format, as provided by the Clerk's office, to (A) the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, PA 19154-1096 or (B) any other location requested by the Clerk's office; and (ii) docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.
18. The Claims Register shall be open to the public for examination without

charge during regular business hours and on a case-specific website maintained by Epiq.

COMPENSATION

19. The Debtors are proposing to compensate Epiq for the Claims and Noticing Services set forth above in accordance with the pricing schedule attached to the Retention Agreement. The Debtors respectfully request that the undisputed fees and expenses incurred by Epiq in the performance of the Claims and Noticing Services be treated as administrative expenses of the Debtors' chapter 11 estates pursuant to 28 U.S.C. § 156(c) and 11 U.S.C. § 503(b)(1)(A) and be paid in the ordinary course of business without further application to or order of the Court.

20. Epiq agrees to maintain records of all Claims and Noticing Services, including dates, categories of Claims and Noticing Services, fees charged, and expenses incurred, and to serve monthly invoices on the Debtors, the U.S. Trustee, the Subchapter V Trustee, counsel for the Debtors, counsel for any statutory committee, and any party in interest that specifically requests service of the monthly invoices. If any dispute arises relating to the Retention Agreement or monthly invoices, the parties shall meet and confer in an attempt to resolve the dispute. If resolution is not achieved, the parties may seek resolution of the matter from the Court.

21. The Debtors have provided to Epiq a retainer in the amount of \$25,000. Epiq seeks to first apply the retainer to all prepetition invoices, which retainer shall be replenished to the original retainer amount of \$25,000 and, thereafter, to hold the retainer as security for payment of Epiq's final invoice for services rendered and expenses incurred in performing the Claims and Noticing Services.

22. Epiq shall have absolute or qualified immunity, as applicable, to the maximum extent permitted by law, for all services provided herein. Additionally, no action shall commence against Epiq or its Agents by any party for any claim relating to Epiq's provision of

services provided herein or any act or omission of Epiq without first obtaining leave of the Court to proceed with such an action.

EPIQ'S DISINTERESTEDNESS

23. Although the Debtors do not propose to employ Epiq under section 327 of the Bankruptcy Code pursuant to this Section 156(c) Application (such retention may be sought by separate application), Epiq has nonetheless reviewed its electronic database to determine whether it has any relationships with the creditors and parties in interest provided by the Debtors, and, to the best of the Debtors' knowledge, information, and belief, and except as disclosed in the Young Declaration, Epiq has represented that it neither holds nor represents any interest materially adverse to the Debtors' estates in connection with any matter on which it would be employed.

24. Moreover, in connection with its retention as Claims and Noticing Agent, Epiq represents in the Young Declaration, among other things, that:

- a. Epiq is not a creditor of the Debtors;
- b. Epiq will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the Claims and Noticing Agent in these Chapter 11 Cases;
- c. By accepting employment in these Chapter 11 Cases, Epiq waives any rights to receive compensation from the United States government in connection with these Chapter 11 Cases;
- d. In its capacity as the Claims and Noticing Agent in these Chapter 11 Cases, Epiq will not be an agent of the United States and will not act on behalf of the United States;
- e. Epiq will not employ any past or present employees of the Debtors in connection with its work as the Claims and Noticing Agent in these Chapter 11 Cases;
- f. Epiq is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code with respect to the matters upon which it is engaged;

- g. In its capacity as Claims and Noticing Agent in these Chapter 11 Cases, Epiq will not intentionally misrepresent any fact to any person;
 - h. Epiq shall be under the supervision and control of the Clerk's office with respect to the receipt and recordation of claims and claim transfers;
 - i. Epiq will comply with all requests of the Clerk's office and the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c); and
 - j. None of the services provided by Epiq as Claims and Noticing Agent in these Chapter 11 Cases shall be at the expense of the Clerk's office.
25. Epiq will supplement its disclosure to the Court if any facts or

circumstances are discovered that would require such additional disclosure.

BASIS FOR RELIEF REQUESTED

26. The Court is permitted to appoint Epiq as Claims and Noticing Agent in these Chapter 11 Cases. Pursuant to 28 U.S.C. § 156(c), the Court is authorized to utilize agents and facilities other than the Clerk for the administration of bankruptcy cases. Specifically, 28 U.S.C. § 156(c) provides, in relevant part, as follows:

Any court may utilize facilities or services, either on or off the court's premises, which pertain to the provision of notices, dockets, calendars, and other administrative information to parties in cases filed under the provisions of title 11, United States Code, where the costs of such facilities or services are paid for out of the assets of the estate and are not charged to the United States.

11 U.S.C. § 156(c). Moreover, Bankruptcy Rule 2002, which regulates the notices that must be provided to creditors and other parties in interest in a bankruptcy case, provides that the Court may direct that a person other than the Clerk give notice of the various matters described therein. *See* Fed. R. Bankr. P. 2002. In addition, Local Bankruptcy Rule 2002-1(f) provides that “[u]pon motion of the debtors or trustee, at any time without notice or hearing, the Court may authorize the retention of a notice and/or claims clerk under 28 U.S.C. § 156(c).” Del. Bankr. L.R. 2002-1(f).

27. The appointment of Epiq as Claims and Noticing Agent will help to expedite and more efficiently facilitate the administration of these Chapter 11 Cases, and will relieve the Clerk's office of administrative burdens. For these reasons, the Debtors' respectfully submit that Epiq's appointment as Claims and Noticing Agent is necessary and in the best interests of the Debtors and their estates and will serve to maximize the value of the Debtors' estates for all stakeholders.

COMPLIANCE WITH CLAIMS AGENT PROTOCOL

28. The Debtors' selection of Epiq to act as the Claims and Noticing Agent has satisfied the Claims Agent Protocol, in that the Debtors have obtained and reviewed engagement proposals from at least two other court-approved claims and noticing agents to ensure selection through a competitive process. Moreover, the Debtors submit, based on all engagement proposals obtained and reviewed, that Epiq's rates are competitive and reasonable given Epiq's quality of services and expertise.

RELIEF AS OF THE GUARANTOR DEBTORS' PETITION DATE IS APPROPRIATE

29. In accordance with the Debtors' request, Epiq agreed to serve as Claims and Noticing Agent on and after the Guarantor Debtors' Petition Date with assurances that the Debtors would seek approval of its employment and retention, effective as of the Guarantor Debtors' Petition Date, so that Epiq can be compensated for services rendered before approval of this Section 156(c) Application. No party in interest will be prejudiced by the granting of relief as of the Guarantor Debtors' Petition Date as proposed in this Section 156(c) Application, because Epiq has provided and continues to provide valuable services to the Debtors' estates during the interim period.

30. Accordingly, the Debtors respectfully request entry of the Order authorizing the Debtors to retain and employ Epiq as Claims and Noticing Agent effective as of the Guarantor Debtors' Petition Date.

NOTICE

31. The Debtors will provide notice of this Motion to: (i) the Office of the United States Trustee; (ii) the Subchapter V Trustee; (iii) the Debtors' thirty (30) largest unsecured creditors on a consolidated basis; (iv) counsel for the Debtors' prepetition secured lender; (v) the Securities & Exchange Commission; (vi) the Internal Revenue Service; (vii) the Delaware State Treasury; (viii) the Delaware Secretary of State; and (ix) those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order with respect hereto will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary under the circumstances.

WHEREFORE the Debtors respectfully request entry of the Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: August 17, 2020

/s/ James S. Feltman

James S. Feltman
Responsible Officer

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)

Ref. Dkt. No. ____

**ORDER APPOINTING EPIQ CORPORATE
RESTRUCTURING, LLC AS CLAIMS AND NOTICING AGENT
EFFECTIVE AS OF THE GUARANTOR DEBTORS' PETITION DATE**

Upon the application (the "Section 156(c) Application")² of the Debtors for entry of an order, pursuant to 28 U.S.C. § 156(c), section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2002 and Local Rule 2002-1(f), appointing Epiq as the Claims and Noticing Agent in the Chapter 11 Cases effective as of the Guarantor Debtors' Petition Date, to, among other things, (i) distribute required notices to parties in interest, (ii) receive, maintain, docket, and otherwise administer the proofs of claim filed in the Debtors' Chapter 11 Cases, and (iii) provide such other administrative services as required by the Debtors that would fall within the purview of services to be provided by the Clerk's office, all as more fully set forth in the Section 156(c) Application; and this Court having jurisdiction to consider the Section 156(c) Application and

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Numbers ("FEIN"), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Order of Reference; and consideration of the Section 156(c) Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having held a hearing to consider the relief requested in the Section 156(c) Application (the "Hearing"); and upon the First Day Declaration and the Young Declaration, the record of the Hearing, and all proceedings had before this Court; and this Court having determined that the legal and factual bases set forth in the Section 156(c) Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Section 156(c) Application is granted as set forth herein.
2. Notwithstanding the terms of the Retention Agreement attached to the Section 156(c) Application, the Section 156(c) Application is granted solely as set forth in this Order and solely with respect to the Claims and Noticing services set forth in the Services Schedule attached to the Retention Agreement.
3. Pursuant to 28 U.S.C. § 156(c), section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2002, and Local Rule 2002-1(f), the Debtors are authorized to retain Epiq as Claims and Noticing Agent in these Chapter 11 Cases, effective as of the Guarantor Debtors' Petition Date, under the terms of the Retention Agreement, and Epiq is authorized and directed to perform the Claims and Noticing Services and to receive, maintain, record, and otherwise

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed

administer the proofs of claim filed in these Chapter 11 Cases, and perform all related tasks as set forth in the Section 156(c) Application.

4. Epiq shall serve as the custodian of court records and shall be designated as the authorized repository for all proofs of claim filed in these Chapter 11 Cases, and is authorized and directed to maintain the official Claims Register for the Debtors, to provide public access to every proof of claim unless otherwise ordered by the Court, and to provide the Clerk with a certified duplicate thereof upon request of the Clerk.

5. Epiq is authorized and directed to obtain a post office box or address for the receipt of proofs of claim.

6. Epiq is authorized to take such other actions as required to comply with all duties set forth in the Section 156(c) Application and this Order.

7. Epiq shall comply with all requests of the Clerk and the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c).

8. Without further order of this Court, the Debtors are authorized to compensate Epiq in accordance with the terms and conditions of the Retention Agreement upon receipt of reasonably detailed monthly invoices setting forth the services provided by Epiq and the rates charged for each, and to reimburse Epiq for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for Epiq to file fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses.

to such terms in the Section 156(c) Application.

9. Epiq shall maintain records of all services showing dates, categories of services, fees charged, and expenses incurred, and shall serve monthly invoices on the Debtors, the U.S. Trustee, the Subchapter V Trustee, counsel for the Debtors, counsel for any statutory committee, and any party in interest that specifically requests service of the monthly invoices.

10. The parties shall meet and confer in an attempt to resolve any dispute that may arise relating to the Retention Agreement or monthly invoices, and the parties may seek resolution of the matter from this Court if resolution is not achieved.

11. Pursuant to section 503(b)(1)(A) of the Bankruptcy Code, Epiq's fees and expenses incurred in connection with the Claims and Noticing Services shall be an administrative expense of the Debtors' chapter 11 estates.

12. Epiq may apply its retainer to all prepetition invoices, which retainer shall be replenished to the original retainer amount of \$25,000 and thereafter Epiq may hold the retainer during these Chapter 11 Cases as security for payment of Epiq's final invoice for services rendered and expenses incurred under the Retention Agreement.

13. The Debtors are authorized to indemnify Epiq under the terms of the Retention Agreement, subject to the following modifications:

- a. Epiq shall not be entitled to indemnification, contribution, or reimbursement pursuant to the Retention Agreement for services other than the Claims and Noticing Services provided under the Retention Agreement, unless such services and the indemnification, contribution, or reimbursement therefor are approved by the Court;
- b. Notwithstanding anything to the contrary in the Retention Agreement, the Debtors shall have no obligation to indemnify Epiq, or provide contribution or reimbursement to Epiq, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from Epiq's gross negligence, willful misconduct, or fraud; (ii) for a contractual dispute in which the Debtors allege the breach of Epiq's contractual obligations if the Court determines that indemnification, contribution, or reimbursement would not be permissible pursuant to *In re United Artists Theatre Co.*, 315 F.3d 217 (3d Cir. 2003),

or (iii) settled prior to a judicial determination under (i) or (ii), but determined by this Court, after notice and a hearing, to be a claim or expense for which Claims and Noticing Agent should not receive indemnity, contribution, or reimbursement under the terms of the Retention Agreement as modified by this Order;

- c. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these Chapter 11 Cases (that order having become a final order no longer subject to appeal), or (ii) the entry of an order closing the Chapter 11 Cases, Epiq believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Retention Agreement (as modified by this Order), including without limitation the advancement of defense costs, Epiq must file an application therefor in this Court, and the Debtors may not pay any such amounts to Epiq before the entry of an order by this Court approving the payment. This paragraph is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by Epiq for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify Epiq. All parties in interest shall retain the right to object to any demand by Epiq for indemnification, contribution, or reimbursement.

14. In the event Epiq is unable to provide the Claims and Noticing Services, Epiq shall immediately notify the Clerk and the Debtors' counsel and cause all original proofs of claim and computer information to be turned over to another claims and noticing agent with the advice and consent of the Clerk and the Debtors' counsel.

15. The Debtors may submit a separate retention application, pursuant to section 327 of the Bankruptcy Code and/or any applicable law, for services that are to be performed by Epiq but are not specifically authorized by this Order.

16. Epiq shall not cease providing Claims and Noticing Services during these Chapter 11 Cases for any reason, including nonpayment, without an order of the Court.

17. In the event of any inconsistency between the Retention Agreement, the Section 156(c) Application, and this Order, this Order shall govern.

18. The Debtors and Epiq are authorized to take all actions necessary to effectuate the relief granted in this Order.

19. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

EXHIBIT B

Young 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)
(Joint Administration Requested)

**DECLARATION OF EMILY YOUNG IN SUPPORT OF
APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER APPOINTING
EPIQ CORPORATE RESTRUCTURING, LLC AS CLAIMS AND NOTICING AGENT
EFFECTIVE AS OF GUARANTOR DEBTORS' PETITION DATE**

I, Emily Young, being duly sworn, state the following under penalty of perjury and that the following is true to the best of my knowledge, information and belief:

1. I am a Senior Consultant with Epiq Corporate Restructuring, LLC (“Epiq”), with offices located at 777 3rd Ave., 12th Floor, New York, NY 10017. I am authorized to submit this declaration (this “Declaration”) in support of the *Application of the Debtors for Entry of an Order Appointing Epiq Corporate Restructuring, LLC as Claims and Noticing Agent Effective as of Guarantor Debtors' Petition Date* (the “Section 156(c)”

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

2. Epiq is one of the country’s leading chapter 11 administrators, with significant expertise in noticing, claims administration, soliciting, balloting, and facilitating other administrative aspects of chapter 11 cases. Epiq has acted as the claims and noticing agent in numerous recent cases of varying size and complexity, including the following recent cases filed in this District: *See, e.g., In re Tonopah Solar Energy, LLC*, Case No. 20-11884 (KBO) (Bankr. D. Del. Jul 30, 2020); *In re Permian Holdco I, Inc.*, Case No. 20-11822 (MFW) (Bankr. D. Del. Jul 19, 2020); *In re Lucky Brand Dungarees, LLC*, Case No. 20-11768 (CSS) (Bankr. D. Del. Jul 3, 2020); *In re Advantage Holdco, Inc.*, Case No. 20-11259 (JTD) (Bankr. D. Del. May 26, 2020); *In re TP RemainCo, LLC*, Case No. 20-11049 (LSS); (Bankr. D. Del. May 6, 2020); *In re Quorum Health Corp.*, Case No. 20-10766 (KBO) (Bankr. D. Del. Apr. 7, 2020); *In re Southland Royalty Co., LLC*, Case No. 20-10158 (KBO) (Bankr. D. Del. Jan 27, 2020); *In re Fred’s, Inc.*, Case No. 19-11984 (CSS) (Bankr. D. Del. Sep. 09, 2019); *In re THG Holdings LLC*, Case No. 19-11689 (JTD) (Bankr. D. Del. Jul 30, 2019); *In re RUI Holding Corp.*, Case No. 19-11509, (JTD) (Bankr. D. Del. Jul. 7, 2019); *In re HDR Holding, Inc.*, Case No. 19-11396 (MFW) (Bankr. D. Del. Jun. 24, 2019); *In re Joerns WoundCo Holdings, Inc.*, Case No. 19-11401 (JTD) (Bankr. D. Del. June 26, 2019); *In re The Weinstein Co. Holdings LLC*, Case No. 18-10601 (MFW) (Bankr. D. Del. Apr. 18, 2018).

3. As agent and custodian of the Court records pursuant to 28 U.S.C. § 156(c), Epiq will perform, at the request of the Clerk’s office, the noticing and claims services specified in the Section 156(c) Application and Retention Agreement. In addition, at the

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed

Debtors' request, Epiq will perform the other claims and noticing services specified in the Section 156(c) Application. For the avoidance of doubt, pursuant to the Retention Agreement, Epiq will perform the Claims and Noticing Services for the Debtors in these Chapter 11 Cases.

4. Subject to Court approval, the Debtors have agreed to compensate Epiq for professional services rendered pursuant to 28 U.S.C. §156(c) in connection with these Chapter 11 Cases according to the terms and conditions of the Retention Agreement. Payments are to be based upon the submission of a billing statement by Epiq to the Debtors after the end of each calendar month that includes a detailed listing of services and expenses. Epiq has received a \$25,000 retainer from the Debtors and will first apply the retainer to all prepetition invoices, which retainer shall be replenished to the original retainer amount of \$25,000 and, thereafter, to hold the retainer as security of payment of Epiq's final invoice for services rendered and expenses incurred in performing the Claims and Noticing Services.

5. Epiq represents, among other things, the following:
 - a. Epiq is not a creditor of the Debtors;
 - b. Epiq will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the Claims and Noticing Agent in these Chapter 11 Cases;
 - c. By accepting employment in these Chapter 11 Cases, Epiq waives any rights to receive compensation from the United States government in connection with these Chapter 11 Cases;
 - d. In its capacity as the Claims and Noticing Agent in these Chapter 11 Cases, Epiq will not be an agent of the United States and will not act on behalf of the United States;
 - e. Epiq will not employ any past or present employees of the Debtors in connection with its work as the Claims and Noticing Agent in these Chapter 11 Cases;

to such terms in the Section 156(c) Application.

- f. Epiq is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code with respect to the matters upon which it is engaged;
 - g. In its capacity as Claims and Noticing Agent in these Chapter 11 Cases, Epiq will not intentionally misrepresent any fact to any person;
 - h. Epiq shall be under the supervision and control of the Clerk’s office with respect to the receipt and recordation of claims and claim transfers;
 - i. Epiq will comply with all requests of the Clerk’s office and the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c); and
 - j. None of the services provided by Epiq as Claims and Noticing Agent in these Chapter 11 Cases shall be at the expense of the Clerk’s office.
6. Although the Debtors do not propose to retain Epiq under section 327 of

the Bankruptcy Code pursuant to the Section 156(c) Application (such retention may be sought by separate application), I caused to be submitted for review by our conflicts system the names of identified potential parties in interest (the “Potential Parties in Interest”) in these Chapter 11 Cases. The list of Potential Parties in Interest was provided by the Debtors and is attached hereto as Schedule 1. Epiq is not aware of any relationship that would present a disqualifying conflict of interest. To the extent that Epiq’s conflicts check has revealed that certain Potential Parties in Interest were current or former clients of Epiq within the past three years, these parties have been identified on a list annexed hereto as Schedule 2 (the “Client Match List”). However, given Epiq’s neutral position as claims and noticing agent or administrative advisor for any parties listed on the Client Match List, Epiq does not view such relationships as real or potential conflicts. Further, to the best of my knowledge, any such relationship between Epiq and any parties on the Client Match List is completely unrelated to this chapter 11 case.

7. In addition, to the best of my knowledge, none of Epiq’s employees are related to bankruptcy judges in the District of Delaware, the United States Trustee for Region 3,

or any attorney known by Epiq to be employed in the Office of the United States Trustee serving the District of Delaware, or are equity security holders of the Debtors.

8. To the best of my knowledge, and based solely upon information provided to me by the Debtors, and except as provided herein, neither Epiq, nor any of its professionals, has any materially adverse connection to the Debtors, their creditors, or other relevant parties. Epiq may have relationships with certain of the Debtors' creditors as vendors or in connection with cases in which Epiq serves or has served in a neutral capacity as claims and noticing agent and/or administrative advisor for other chapter 11 debtors.

9. Epiq is a wholly owned subsidiary of Epiq Systems, Inc., which is corporate parent to certain companies that provide integrated technology products and services to the legal profession for electronic discovery, class action settlements, financial transactions, chapter 7 and 13 bankruptcy, litigation, and regulatory compliance. Given the legal and operational separateness of Epiq from its affiliates and the administrative nature of the services performed by such companies, Epiq does not believe that a conflict would arise solely from any relationship or claim of an Epiq affiliate or its corporate parent.

10. Epiq Systems, Inc., is a wholly owned subsidiary of Document Technologies, LLC ("DTI"), a global legal process outsourcing company, which is an ultimate wholly owned subsidiary of DTI Topco, Inc. ("DTI Topco"). DTI Topco is a privately-held entity with majority ownership held by OMERS Administration Corporation ("OAC"), the administrator of the OMERS pension funds, and managed by OMERS Private Equity Inc. (which together with OAC are referred to as "OMERS"), and funds managed by Harvest Partners, LP, ("Harvest") a leading private equity investment firm.

11. Neither DTI, DTI Topco, OMERS, nor Harvest are currently identified on the Potential Parties in Interest list. However, the following disclosure is made out of an abundance of caution and in an effort to comply with the Bankruptcy Code and Bankruptcy Rules.

12. Designees of OMERS and Harvest are members of the Board of Directors of DTI Topco (“Parent Board Designees”). No designees of OMERS or Harvest are members of the Board of Directors of DTI or Epiq, or any other subsidiaries of DTI. Further, Epiq has the following restrictions in place (collectively, the “Barrier”): (i) prior to the Debtors commencing these cases, Epiq did not share the names or any other information identifying the Debtors with DTI, DTI Topco, OMERS, Harvest, or the Parent Board Designees; (ii) Epiq has not and will not furnish any material nonpublic information about the Debtors to DTI, DTI Topco, OMERS, Harvest, or the Parent Board Designees; (iii) no DTI, DTI Topco, OMERS, or Harvest personnel, including the Parent Board Designees, work on Epiq client matters or have access to Epiq client information, client files, or client personnel; (iv) no DTI, DTI Topco, OMERS, or Harvest personnel, including the Parent Board Designees, work in Epiq’s offices; (v) other than the Parent Board Designees, Epiq operates independently from DTI, DTI Topco, OMERS, and Harvest, including that it does not share any employees, officers, or other management with OMERS or Harvest, has separate offices in separate buildings, and has separate IT systems; and (vi) no Epiq executive or employee is a director, officer, or employee of OMERS or Harvest (or vice versa other than the Parent Board Designees).

13. Epiq has searched the names of DTI, DTI Topco, OMERS, and Harvest against the Debtors and the Potential Parties in Interest list provided by the Debtors. Based solely on the foregoing search, Epiq has determined, to the best of its knowledge, that there are

no connections. Because of any applicable securities laws and the fact that Epiq operates independently from DTI, DTI Topco, OMERS, and Harvest, prior to the Guarantor Debtors' Petition Date, Epiq was unable to further investigate with either OMERS or Harvest, to the extent necessary, any potential or actual connection between either OMERS or Harvest and the Debtors and the potential parties in interest.

14. Epiq has working relationships with certain of the professionals retained by the Debtors and other parties herein but such relationships are completely unrelated to these Chapter 11 Cases. Epiq has represented, and will continue to represent, clients in matters unrelated to these Chapter 11 Cases, and has had, and will continue to have, relationships in the ordinary course of its business with certain professionals in connection with matters unrelated to these Chapter 11 Cases.

15. Epiq has not been retained to assist any entity or person other than the Debtors on matters relating to, or in connection with, these Chapter 11 Cases. If Epiq's proposed retention is approved by this Court, Epiq will not accept any engagement or perform any service for any entity or person other than the Debtors in these Chapter 11 Cases.

16. Based on the foregoing, I believe Epiq is a "disinterested person" as that term is referenced in section 327(a) of the Bankruptcy Code and as defined in section 101(14) of the Bankruptcy Code. Moreover, to the best of my knowledge, neither Epiq nor any of its partners or employees hold or represent any interest materially adverse to the Debtors' estates with respect to any matter upon which Epiq is to be engaged.

[Remainder of page intentionally left blank.]

Pursuant to 28. U.S.C. § 1746, I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: August 17, 2020
New York, New York

Emily Young

Emily Young
Senior Consultant
Epiq Corporate Restructuring, LLC

SCHEDULE 1

Potential Parties in Interest

Category	Parties In Interest List
Affiliates / Non Debtor Entities	Regus Corporation
Affiliates / Non Debtor Entities	Regus Management Group, LLC
Affiliates / Non Debtor Entities	RGN - Group Holdings, LLC
Affiliates / Non Debtor Entities	RGN - Holdings, LLC (guarantor)
Affiliates / Non Debtor Entities	HQ Global Workplaces LLC (guarantor)
Affiliates / Non Debtor Entities	RGN - Holdings, LLC (parent)
Bank	Wells Fargo
Creditor Professionals	Young Conaway Stargatt & Taylor, LLP
Customers	3TP Ventures, Inc.
Customers	86 STREET
Customers	ACI
Customers	Acquisio / Web.com
Customers	ACSI DBA Interior Design Group
Customers	ACTIVIDENTITY
Customers	ACUE
Customers	Adam Greer
Customers	ADARA SG OF VIRGINIA LLC
Customers	ADELLEN
Customers	Adina Associates
Customers	Adrian's Garden LLC
Customers	Advance Stores Company, Incorporated
Customers	AF EXPRESS
Customers	Agape Lawn Company
Customers	Alaska Active Tours
Customers	ALEX FROST
Customers	ALEXA CORPORATE SELFIE PHOTO BOOTH RENTA
Customers	Alexander Law PLLC
Customers	Alice6 LLC
Customers	Alleva Home Care
Customers	ALLIE WOLF BRAND WG MANAGEMENT CO.
Customers	AllWorldU
Customers	Almendra Americas LLC
Customers	Alovar Carnelli Forged Inc.
Customers	ALPHA GUARDIAN
Customers	Alpine Law Group / Attorney Arin Khodaverdian
Customers	Amáli
Customers	AMEERAH BETHEA
Customers	American Diverse Security
Customers	Ameriprise Financial Services, Inc.
Customers	Ancor Professional Upholstery Inc.
Customers	AND-Media
Customers	ANOTHER OPTION
Customers	Apex Companies, LLC
Customers	APTUS COURT REPORTING
Customers	Arc Technology Group
Customers	ARCADIA SETTLEMENTS GROUP, INC
Customers	Area International
Customers	Ariel & Belle Inc.
Customers	ARLOID AUTOMATION, INC
Customers	Artizan Biosciences, Inc.
Customers	Aruka SAS Inc.
Customers	Asiacom Americas Inc
Customers	ASK.COM
Customers	Astute Review, LLC
Customers	Auration Biotech, Inc
Customers	Awaken Church
Customers	Axis Construction Consulting, Inc.
Customers	Axisum LLC

Category	Parties In Interest List
Customers	Axponential Inc.
Customers	BAMEROO PRODUCTIONS
Customers	BARAKA MARKETING SOLUTIONS
Customers	Becca Harris
Customers	Behavioral Services Center
Customers	BeLuxe LLC
Customers	BEST WESTERN PEPPERTREE INNS
Customers	Big Frontier
Customers	BINFER
Customers	Biwa EmergentEquity
Customers	BLUE BEGINNING HEALTH, INC.
Customers	BLUE CURSEUR
Customers	Blue Line Protection Group, Inc
Customers	Bluesky Telepsych
Customers	BLX Group
Customers	BMS Heavy Cranes, Inc.
Customers	Bob Baziuk
Customers	BOND INVESTIGATIONS INC.
Customers	Borde Law PLLC
Customers	Boston Agrex Inc
Customers	Boundless Network/KREO
Customers	BRANDON FUNK
Customers	Brandon Rohrig Productions
Customers	Brendon Pacheco
Customers	BRIDGE CONNECTOR
Customers	Brief Therapy Works PLLC
Customers	Brixton Capital Group
Customers	BROKERRX
Customers	Building Five
Customers	Bullock & Associates, Inc
Customers	CAPITAL CENTER FOR CREDIBILITY ASSESSMEN
Customers	CAREER RECRUITERS LLC
Customers	Carranza Cleaning Service, LLC
Customers	Cash Bouy, LLC
Customers	Catbird Design
Customers	Central Garden & Pet
Customers	Champion Hill Ventures
Customers	Charles Street
Customers	Checkpay Technologies LTD DBA Checkpay Technologies LLC
Customers	Cheiron
Customers	Chela Tu
Customers	CHESS CONSULTING
Customers	Chicago Premier Limousine inc
Customers	CI&T
Customers	CitySpade Realty Inc
Customers	Clearwater Construction Group
Customers	CODING CORNER
Customers	Collaborative Family Healthcare Association
Customers	CollectiveSync
Customers	COLUMBIA TECHNOLOGY CORPORATION
Customers	COMPUCITY CENTER LLC
Customers	Concertex
Customers	Conferences.io
Customers	Confi Global Enterprises
Customers	CONMED
Customers	CONNECTING THE DOTS LOCATION CHAPEL HILL
Customers	Connecting the Dots Location Chapel Hill, NC
Customers	Continuum Solutions, Inc.

Category	Parties In Interest List
Customers	CORELLE BRANDS LLC
Customers	Corina Girleanu
Customers	CORP HOUSING GROUP
Customers	CORPORATE COUNSEL ON CALL LLC
Customers	CRAFTEY
Customers	Croatian Essentials
Customers	CUCKOO FOREST
Customers	Cult Marketing LLC
Customers	CYBER SENTINEL CONSULTING
Customers	CYGAN LAW OFFICES
Customers	Danny Nicolopoulos
Customers	DARDEN GROUP
Customers	DEALERSLINK
Customers	Dedrick L. Gordon Law Group
Customers	Deja Vu HQ
Customers	DELTA GLOBAL SERVICES
Customers	Deploy Inc.
Customers	Depo International
Customers	DESILVA GLOBAL, INC.
Customers	DGR Capital LLC
Customers	DH Glabe & Associates
Customers	DIAL4MD
Customers	DidJos
Customers	DigitalOcean
Customers	DigitalRoute
Customers	Direct Investment Capital Enterprise dba DICE LCTX
Customers	DIRECT INVESTMENT CAPITAL ENTERPRISE, IN
Customers	Domaine Real Estate ,LLC dba LISTINGS.COM
Customers	DONYA MANAGEMENT GROUP INC.
Customers	D-Polaris, Inc.
Customers	Dr. Nick Wise
Customers	Dream Team Enterprises
Customers	DREW REMOVAL SERVICES
Customers	DRUG REHAB & ALCOHOL DETOX HELPLINE
Customers	Drummond Twins Entertainment
Customers	DRY ICE GEAR LLC
Customers	eCloudvalley Technology Inc.
Customers	e-Con Solutions
Customers	Elint Consutling
Customers	Elite Apparel Promo
Customers	Elle Hearn
Customers	EMMERSON
Customers	End2End Systems
Customers	Endeavor Business Media
Customers	ERIC W. LANTZ_DONOTUSE
Customers	ERIK BRUCKNER
Customers	Esquel Apparel Inc.
Customers	Fadi Abdin
Customers	FayreField
Customers	FBC Mortgage LLC
Customers	Fellowship of Christian Athletes
Customers	Finance Solution Corp
Customers	Financial Award Services
Customers	FM GROUP USA
Customers	FORTUNA VENTURES LLC
Customers	Found Model Management
Customers	Fox Networks Group, LLC
Customers	Freedom Financial

Category	Parties In Interest List
Customers	Freedom Mortgage Corporation
Customers	FULLER PEREZ LLC
Customers	Fung Law, P.C.
Customers	FUSION ACADEMY
Customers	FYVE Marketing
Customers	Gallerie One
Customers	GenScript
Customers	Gerald Connor
Customers	GKN AEROSPACE
Customers	GLOBROCK GROUP
Customers	Great Neck Realty Company of North Carolina, LLC
Customers	GREAT WOLF LODGE
Customers	Greater Chicago Chapter of the Assoc of Legal Administrators
Customers	Greyson Tax & Consulting
Customers	Grip Properties
Customers	Groaco Inc.
Customers	Guatemala Tour Company, LLC
Customers	GUY VITI INSURANCE
Customers	Hannah's Home Health & Care Consulting
Customers	Hansom Wealth Management
Customers	Hearful Technologies Inc
Customers	Hess International LLC
Customers	Highline Tack (Fineline Tack) dba 3beats
Customers	HOMELY DESIGN STUDIOS
Customers	Hope and Healing Reentry Center Corp.
Customers	HOUSE & LAND KEEPERS, LLC
Customers	Howard Fischer & Associates
Customers	Hucu.ai
Customers	Humanitarian International Cultural Services Inc
Customers	Hybrid Studios
Customers	ICONNECT SERVICES
Customers	Illinois Special Enforcement Unit & Security LLC
Customers	Inc-Query
Customers	INC-QUERY_DONOTUSE
Customers	Innovation Complete Construction
Customers	Insight Global
Customers	Insights for Sharing
Customers	Institute for the Advancement of Service
Customers	Insuraty of Virginia Inc.
Customers	INTERNATIONAL CATHOLIC LEGISLATORS NETWO
Customers	Invengo Technology Corp.
Customers	IP SIMPLIFIED TECHNOLOGIES LLP
Customers	i-Qu & Co.
Customers	IS DESIGN, LLC / SEBANA, LLC
Customers	ISLaw
Customers	ITCONNECTUS INC
Customers	IVAR JACOBSON COSNSULTING, LLC
Customers	IVISION Technology
Customers	IYARE CLEANING LLC
Customers	JANIMAIDS
Customers	JCO-ELECTRIC
Customers	JEROME BURGE
Customers	JMR Law Group PLLC
Customers	JobBridge Network
Customers	JOHN COESTER
Customers	Johnson McKay Talent
Customers	JSM Venture Inc
Customers	JUSTLEAP LLC

Category	Parties In Interest List
Customers	KANNATRAK
Customers	Kayne Anderson Rudnick
Customers	KCAP Holdings Inc.
Customers	KemPharm, Inc.
Customers	KENSHOTREE
Customers	Kevin Nations
Customers	Kintor Pharmaceuticals Inc.
Customers	Kristina Draper
Customers	Kuzas Neu, PLLC
Customers	LabVoice
Customers	LANTRY AND ASSOCIATES, LLC
Customers	Lav Label
Customers	Law Office of Kristina C. Udall, PLLC
Customers	LCW
Customers	Lee PG
Customers	Lender Consulting Services, Inc.
Customers	LEON MECHELLE
Customers	Lesley A. Wallerstein, LLC
Customers	Leslie Wainwright
Customers	LET MYLES HANDLE A COMMERCIAL CLEANING
Customers	LevCo Technologies, Inc.
Customers	LIBERTY CONSTRUCTION
Customers	Liberty Legal Group, LC
Customers	Liberty Legal Group, LLC
Customers	LICENTIAM INC
Customers	Lighthouse Law Group, PLLC
Customers	LINCOLN DERR PLLC
Customers	LINCOLN IP, INC.
Customers	LINDA JACKSON & ASSOCIATES
Customers	Lingua Robotica
Customers	LINKBYNET, LLC
Customers	Listen Acoustics
Customers	LOL Columbus, LLC
Customers	Long Roofing
Customers	Long Shadows Asset Management, Inc
Customers	Loop Studio
Customers	LSC COMMUNICATIONS
Customers	MACH INFINITI PROPERTIES, LLC
Customers	Mackin Talent
Customers	Madiba Communications Inc
Customers	MAGUIRE INSURANCE AGENCY, INC. D/B/A PHI
Customers	Maguire Insurance Agency, Inc. d/b/a Philadelphia Insurance
Customers	MAHANDRU ASSOCIATES
Customers	Make A Day Foundation
Customers	Make Our Move
Customers	MAKE UP IN THE CITY
Customers	Mariah Technolgy, INC
Customers	MARIANNE TRACY PHD
Customers	MARTIN KELLER PATENT RESEARCHER
Customers	MARTIN LAW FIRM
Customers	Matter Family Office
Customers	Matthew M. Hanley Attorney at Law
Customers	Maureen Shinnors
Customers	May Chicago Real Estate
Customers	Mayra Castillo
Customers	Mazor Test Prep Company
Customers	MCKEON DOOR OF D.C. INC
Customers	MED-CALL HEALTHCARE

Category	Parties In Interest List
Customers	Medco Insurance
Customers	Medi USA
Customers	Medix Staffing Solutions
Customers	MERCURY CAPITAL ADVISORS
Customers	Meridian Real Estate
Customers	Michael Graham
Customers	Michael Hendrie
Customers	Michael Snyder
Customers	Middle Branch Partners
Customers	Midland HR
Customers	MidPoint Management Group, LLC
Customers	Mike Duffy
Customers	Millennium Planning Group
Customers	mintropy
Customers	Miranda property Investment LLC
Customers	MIR'ARI - STUDIO
Customers	MONARCH IP GROUP
Customers	MONEY CHASING ENTERTAINMENT
Customers	MONEYSHARP CREDIT COUNSELING INC.
Customers	Monroe Advisors LLC
Customers	Monse-Heart Healthcare & Safety Tutoring Institute LLC
Customers	MOORE CREEK WELLNESS
Customers	Moore Realty Group
Customers	MORI & WARD, LLP
Customers	Motiion
Customers	MOZART INVESTIGATIVE SERVICES.
Customers	MUTUAL OF AMERICA
Customers	MVP Restoration dba Midamericaexteriors
Customers	My NC Homes
Customers	My Plumber Heating & Cooling
Customers	My-Singuy
Customers	Name Arquitectos US
Customers	NAPERVILLE.COM, TODAY'S MORTGAGE RATES
Customers	National Assoc. for the Advancement of Animal Science
Customers	National Association of Agriculture and Food Policy
Customers	National Business Innovations
Customers	Nation's Home Infusion, LLC
Customers	NCP Inc / Capital Compete
Customers	Neal Marcus, Patent Attorney
Customers	Net Bank Audit
Customers	NetApp Inc
Customers	NO COMPANY NAME
Customers	NorthStar Consultants LLC
Customers	NOVA Health Foundation
Customers	Nutrigenomix Inc
Customers	OASIS REPORTING (CC)
Customers	OBANKS UNKNOWN
Customers	Objective Group Inc.
Customers	O'Brien Insurance Agency
Customers	ODC Business Solutions Inc.
Customers	Office of Alice and Palmer
Customers	Office of Caroline Barlow
Customers	Office of Eric Bradford
Customers	Office of Hira Ansari
Customers	Office of John Linger
Customers	Office of Katelyn Kingsley
Customers	Office of Mike Greto
Customers	Office of Scott Silvester

Category	Parties In Interest List
Customers	OFFICE OF SCOTT WINSTANLEY
Customers	Office of Tom Ederer
Customers	Olympic Pallet
Customers	Olympus Marketing US Inc
Customers	On Site Dermatology of Washington, PLLC
Customers	OneStop Enterprise Inc.
Customers	OnlineStoreBiz LLC
Customers	OnRanker
Customers	Onset Capital Partners
Customers	Oppenheimer
Customers	Orcha Software LLC
Customers	Ortiz & Gosalia LLC
Customers	OSTER MCBRIDE, PLLC
Customers	OUTLAND MEDIA COLUMBUS
Customers	Ovonyx Memory Technology, LLC
Customers	PAC Leaders LLC
Customers	PACE CONSTRUCTION
Customers	Pacific Cargo Network
Customers	Paige Huffaker Therapy
Customers	Paraclete Realty, LLC
Customers	Parallel Works
Customers	Paratusec
Customers	Parker Ostovich && Associates
Customers	PARTNERSHIP FOR INNER CITY EDUCATION
Customers	PATENT 360 LLC
Customers	PATENT PATRON
Customers	PATRICIA SHIVAS
Customers	Patriot Enterprises, LLC
Customers	Pebblerock Capital LLC
Customers	Peer Assist LLC
Customers	PEGGY JOHNSON
Customers	Permanent Placements LLC
Customers	Phan Law Group, PLLC
Customers	PHICOMM COMMUNICATIONS USA, INC.
Customers	Phoenix Masonry Inc
Customers	PHOTOMETICS INC.
Customers	PHP AGENCY
Customers	Physicians Realty Trust
Customers	PILLOFF & PASSINO LLP
Customers	PLANET DEPOS, LLC
Customers	Plat4orm
Customers	PMEC
Customers	PNC Bank
Customers	Point Health
Customers	Polyconcept
Customers	POP-A-LOCK OF ALEXANDRIA
Customers	Poppy Properties LLC
Customers	Positive Behavior Supports Corporation
Customers	POSM Software
Customers	Praella
Customers	Preferred Realty Service
Customers	PRIMECHIME, LLC
Customers	Pro Resume Experts
Customers	Professional PUNCH
Customers	PROFESSIONAL REALTY SERVICES INTERNATION
Customers	ProperTConnect LLC
Customers	PROPERTY EXPERTS
Customers	PROTOTYPE SOLUTIONS GROUP

Category	Parties In Interest List
Customers	PRR Biz
Customers	PSI
Customers	PTI Solutions Group
Customers	Punch Realty Group LLC
Customers	Pure Moving Company
Customers	PURE STORAGE
Customers	Quad Graphics
Customers	Quade IT Consulting
Customers	R and R Construction LLC
Customers	R. A. Yancey & Associates, Inc.
Customers	R2 Message & Media, Inc
Customers	R3 Lending, LLC
Customers	Ratowitz Law Group
Customers	Ravel Companies
Customers	RB-WW SEATTLE LLC
Customers	Realtech Associates
Customers	RECHES PATENTS
Customers	Redjack
Customers	Redwood Software
Customers	RES GUESS
Customers	Revolution IP
Customers	Ride in Bliss Inc.
Customers	RipplePop
Customers	RITALO TECHNOLOGY LIMITED
Customers	RIVERLAUNCH, LLC
Customers	RK2 Advisory LLC
Customers	Rob Williams
Customers	Roberson Consulting
Customers	Robotify, Inc.
Customers	ROGER ABI-ZEID, ESQ.
Customers	Rose Leasing
Customers	Round Table Group
Customers	Royal Media
Customers	RPT Realty
Customers	SALES DEMO ACCOUNT
Customers	Sam Cockerill
Customers	Samek, Werther & Mills, LLC
Customers	Scenario Home
Customers	SHELLIN & ASSOCIATES
Customers	SCREENCAST O-MATIC
Customers	SeA Aluminum
Customers	SEALEVEL PLLC
Customers	SEAR EMERGENCY ASSISTANCE ROADSIDE SERVI
Customers	Sear Emergency Assistance Roadside Service
Customers	Search Excellence Partners
Customers	Seattle Holiday Tours, LLC
Customers	SECOND ACT FINANCIAL SERVICES LLC
Customers	Sentero, LLC
Customers	Serrot Fine Art LLC
Customers	Service Restoration Inc.
Customers	SETH GOODMAN COUNSELING AND PSYCHOTHERAP
Customers	SEVER SFRENGEU
Customers	SEVON GROUP
Customers	Shapes at Work
Customers	Sharon Blackford PLLC
Customers	SHARON SILWICK
Customers	Shelby Forsythia, LLC
Customers	Shilan Accessories LTD

Category	Parties In Interest List
Customers	Shuffle Tech International, LLC
Customers	SIEMENS INDUSTRY INCORPORATED
Customers	SILVERLIGHT TECHNOLOGIES LLC
Customers	Simida Design Inc
Customers	Simple Cremation of Seattle
Customers	Skis Painting
Customers	Skoczen Construction Inc
Customers	Sky Construction Group, Inc.
Customers	SLM Solutions
Customers	Smart Learning Center LLC
Customers	SMASH Debt Inc.
Customers	Soga Ventures LLC
Customers	Soloma Realty
Customers	Sound Property Management
Customers	Space Age
Customers	Space Systems Research Corporation
Customers	Spartan, Ltd
Customers	Speedwell Law PLLC
Customers	Spoken Balance LLC
Customers	SPRING TRUST HEALTHCARE SERVICES, INC.
Customers	SPRUCE TECHNOLOGY
Customers	SPS - BROKER ACCT. (EMAIL-INV)
Customers	SSH Realty Services
Customers	Star Performance Marketing
Customers	Starwho International Education Corp.
Customers	Steady Holdings LLC
Customers	Stellium Management Group, LLC
Customers	Stinger Studios
Customers	Strata Consulting Services
Customers	Strategic Wealth Partners
Customers	Strategy Chain
Customers	Stratus TMS
Customers	Studio Perrine
Customers	SubZero Group Inc.
Customers	Superfine LLC
Customers	SUPREME OPTIMIZATION, LLC
Customers	Swale House Partners, Inc.
Customers	T Jenese Thompson
Customers	Technical Systems Integration
Customers	Telergy LLC
Customers	Telstra Incorporated
Customers	TEN31 REGISTRATION SYSTEMS
Customers	TenaCity Psychological Services, LLC
Customers	TerraBridge
Customers	Terrestia
Customers	THE ALVAREZ GROUP
Customers	The Black Rising Collective, Inc.
Customers	The Carolina Collection Real Estate Group
Customers	The Downsizers
Customers	The Foundry
Customers	The Ipsa Group
Customers	THE KNOWLEDGE ACADEMY (MR CORP ACCT-CONS
Customers	THE LAW OFFICE OF PATRICK V. FOLTZ
Customers	The Law Offices of Karin Tolgu, PLLC
Customers	The LEXI Group LLC
Customers	The Loop Marketing, Inc.
Customers	THE LOOP MARKETING, INC. DO NOT USE
Customers	The Marathon Cleaning Services

Category	Parties In Interest List
Customers	THE MARTIN LAW FIRM
Customers	THE MYOSITIS ASSOCIATION
Customers	The National Industrial Hemp Council
Customers	The Randel Group, LLC
Customers	THE rAve Agency
Customers	The Yerba Mate Co.
Customers	TheraVida, Inc.
Customers	Thornton Tax & Business Services, LLC
Customers	Thorpe Abbotts Capital
Customers	Thrive Realty
Customers	Tim Wagner - Prudential
Customers	Tinkeractive LLC
Customers	TLA Law, Attorneys at Law PLLC
Customers	TMOE Limousine Inc.
Customers	TOLSE 7, LLC
Customers	Tombras
Customers	Top Floor Marketing
Customers	Touchdown International
Customers	TranSystems Corporation
Customers	TREVOR KNIGHT
Customers	Tri Chemicals
Customers	Triangle Associates
Customers	TRITONE INC
Customers	TSNE MissionWorks fiscal sponsor to Healthy Places by Design
Customers	U.S.Tech Solutions, Inc.
Customers	UBD Affiliates Inc./ Ricabi
Customers	UltraViolet
Customers	Unique painting Services LLC
Customers	United Global Buildings Inc
Customers	Urbity
Customers	US LEGAL SUPPORT INC. - MIDWEST
Customers	US LEGAL SUPPORT INC. - SOUTHEAST
Customers	VA GLASS FOR LESS
Customers	Veeam
Customers	Velas Investments, LLC DBA/Velas Commerce/DBA Rayo Commerce
Customers	Venue Kings
Customers	Verboso, LLC
Customers	VERITEXT (CORP. MTG CONSO)
Customers	Vibration Investments LLC
Customers	Virtu Financial c/o Justin Waldie
Customers	Visionary Financial Strategies
Customers	Voice Automation, Inc.
Customers	Voyage Advisory LLC
Customers	Wall & Associates
Customers	WAREPHASE SOLUTIONS
Customers	Water For Your Garden LCSW
Customers	WEBCON
Customers	White Knight Resources, LLC
Customers	Wholecrowd
Customers	WHYTE & ASSOCIATES
Customers	Widler Architectural
Customers	William Marketing
Customers	WILLIAM WRIGHT
Customers	Wong Bauman Law Firm
Customers	WOODLAWN ASSOCIATES
Customers	WorkCare, Inc
Customers	www.kristynbockinteriors.com
Customers	XEROX CORPORATION - 9617390

Category	Parties In Interest List
Customers	Xperiential Media network, LLC
Customers	Yellow Brick Offers
Customers	YER EXECUTIVE SEARCH
Customers	Zac Gordon
Customers	Zeropoint Dynamics
Debtor Professionals	AlixPartners
Debtor Professionals	Duff & Phelps
Debtor Professionals	Faegre Drinker Biddle & Reath LLP
Governmental / Regulatory Authorities	State of Ohio
Governmental / Regulatory Authorities	State of North Carolina
Governmental / Regulatory Authorities	State of Illinois
Governmental / Regulatory Authorities	State of Washington
Governmental / Regulatory Authorities	State of Virginia
Landlords	711, LLC
Landlords	MATTIE EQUITY LLC
Landlords	BGO PLAZA 600 JV LLC
Landlords	MERCHANDISE MART LLC
Landlords	2000 DUKE LLC
Vendors	2000 DUKE LLC
Vendors	711, LLC
Vendors	8X8 INC
Vendors	ADCOM
Vendors	ALLIE WOLF BRAND WG MANAGEMENT CO.
Vendors	AMBIUS
Vendors	ASK.COM
Vendors	BEACON GROUP, LLC
Vendors	BENCHMARK BIODIESEL INC.
Vendors	BEST WESTERN PEPPERTREE INNS
Vendors	BGO PLAZA 600 JV LLC
Vendors	BIOGEEK
Vendors	BIOPHARMA LAW GROUP, PLLC
Vendors	BLEND
Vendors	BRANDON FUNK
Vendors	BRIEF THERAPY WORKS PLLC
Vendors	BRIGHT MACHINES, INC.
Vendors	BYTE SIZED SOLUTIONS
Vendors	CALLSTREAM COMMUNICATIONS INC
Vendors	CCSI CONSTRUCTION
Vendors	CENTURY DISTRIBUTION SYSTEMS, INC.
Vendors	CHAPEL HILL-CARRBORO CHAMBER OF COMMERCE
Vendors	CHEIRON
Vendors	CHICAGO METROPOLITAN FIRE PREVENTN CORP
Vendors	COLLIERS INTERNATIONAL WA LLC
Vendors	COLORFUL DECOR LLC
Vendors	COMCAST CABLE
Vendors	COMPUGAIN
Vendors	CONNECT INTEGRATED SERVICES, LLC
Vendors	COUPANG
Vendors	CREATIVE EVENT STRATEGIES
Vendors	CURVATURE LLC
Vendors	CUSHMAN & WAKEFIELD OF OREGON INC
Vendors	CUSHMAN AND WAKEFIELD
Vendors	CUSHMAN AND WAKEFIELD SOLUTIONS LLC
Vendors	DATAWATCH SYSTEMS INC
Vendors	DEACON CONSTRUCTION LLC
Vendors	DIAMOND PARKING SERVICES LLC
Vendors	DR. RON EARLY
Vendors	DUSTIN SCAFFIDE

Category	Parties In Interest List
Vendors	EASE LIFE BIOTECHNOLOGY LLC
Vendors	EASY OFFICES
Vendors	EMPIRE OFFICE INC
Vendors	FACET DATA, INC
Vendors	FARM MOM ART
Vendors	FEDEX
Vendors	FIRST CLASS REALTORS
Vendors	FLINN FERGUSON CORPORATE REAL ESTATE
Vendors	FUSION ACADEMY
Vendors	GARETH HOLMAN
Vendors	GEOMECHANIQUE, LLC
Vendors	GOROVE/SLADE ASSOCIATES, INC.
Vendors	GREAT NECK REALTY COMPANY OF NORTH CAROL
Vendors	HAZEL ANALYTICS
Vendors	HOVERSTATE
Vendors	HUBBARD PARK PLACE
Vendors	HUNGRY MARKETPLACE INC
Vendors	ILLUMINE LLC
Vendors	IMAGIT SOLUTIONS INC
Vendors	IMPERIAL PARKING (US), LLC
Vendors	INFUSE HOSPITALITY
Vendors	INSTANT OFFICES
Vendors	INSTIL BIOTECH
Vendors	INTERVIEWR.ME
Vendors	IP HORGAN LTD
Vendors	JEFF WATERS
Vendors	JOHN REPETTI
Vendors	JONES LANG LASALLE AMERCAS INC
Vendors	JONES SIGN CO., INC.
Vendors	KAREN WYOME, CLINICAL SOCIAL WORKER
Vendors	KELLY MITCHELL
Vendors	KING COUNTY TREASURY
Vendors	LAMBUS TRANSPORTATION, LLC
Vendors	LAZ PARKING - BALTIMORE, MD
Vendors	LAZ PARKING - COLUMBUS, OH
Vendors	LAZ PARKING MID-ATLANTIC LLC
Vendors	LEED CPAS
Vendors	LEVEL (3) COMMUNICATIONS, LLC
Vendors	LIQUIDSPACE INC
Vendors	MATTIE EQUITY LLC
Vendors	MERCHANDISE MART LLC
Vendors	MURRAYSMITH
Vendors	NAPERVILLE.COM, TODAY'S MORTGAGE RATES
Vendors	NELCO ARCHITECTURE AND INTERIORS INC
Vendors	OFFICE OF PAUL MILAM
Vendors	OFFICE TEAM
Vendors	OFFICESPACE.COM
Vendors	ONBRAND BV
Vendors	ORION COMMERCIAL PARTNERS LLC
Vendors	PACIFIC RIM ENVIRONMENTAL INC
Vendors	PARKSIDE ON PEARL LLC
Vendors	PEARL MEDIA LLC
Vendors	PHOTOMETICS INC.
Vendors	PINCHOT LANE INVESTMENT MANAGEMENT LLC
Vendors	PLAZA 600 LLC
Vendors	RAO CONTRACT SALES, INC.
Vendors	RB-WW SEATTLE LLC
Vendors	REAL TIME INTEL LLC

Category	Parties In Interest List
Vendors	RENTOKIL NORTH AMERICA INC DBA AMBIUS
Vendors	RICOH USA INC
Vendors	ROYAL CUP INC
Vendors	SCMC
Vendors	SEALEVEL PLLC
Vendors	SHILAN ACCESSORIES LTD
Vendors	SOUTHERNWOOD LLC
Vendors	STAPLES NATIONAL ADVANTAGE
Vendors	STARWHO INTERNATIONAL EDUCATION CORP.
Vendors	STEELCASE INC
Vendors	STOIC
Vendors	STUDENT CONSERVATION ASSOCIATION
Vendors	THE ACCLAIM GROUP LLC
Vendors	THE COLLIER GROUP INC.
Vendors	THE DAILY BEAST
Vendors	THE MARTIN LAW FIRM
Vendors	THERESE REAL ESTATE GROUP
Vendors	T-MOBILE
Vendors	USSERY PRINTING COMPANY INC
Vendors	WESTWOOD CONTRACTORS INC
Vendors	WORKPLACE RESOURCE GROUP
Vendors	WORLD WIDE TECHNOLOGY, INC
Vendors	WRITTEN WORD MEDIA
Vendors	XCURES, INC
Vendors	YOUGOV
Vendors	ZANES LAW
Vendors	ZIEGLER

SCHEDULE 2

Client Match List

[NONE TO REPORT]

EXHIBIT C

Retention Agreement



EPIQ CORPORATE RESTRUCTURING

STANDARD SERVICES AGREEMENT

This Standard Services Agreement is being entered into by and between the undersigned parties, referred to herein as “Epiq” and “Client” as of the Effective Date, as defined below. In consideration of the premises herein contained and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

General Terms and Conditions

1. Services.

In accordance with the charges, terms and conditions contained in this agreement and in the schedule(s) attached hereto (collectively, the “Agreement”), Epiq agrees to furnish Client with the services set forth on the Services Schedule hereto (the “Services”) in connection with a corporate restructuring. Services will be provided on an as needed basis and upon request or agreement of Client. Charges for the Services will be based on the pricing schedule provided to Client hereto (the “Pricing Schedule”). The Pricing Schedule sets forth individual unit pricing for each of the Services provided by Epiq and represents a bona fide proposal for that Service. Client may request separate Services or all of the Services reflected in the Pricing Schedule.

2. Term.

This Agreement shall become effective on the date of its acceptance by both Epiq and Client; provided, however, Epiq acknowledges that Bankruptcy Court approval of its engagement may be required in order for Epiq to be engaged in a chapter 11 proceeding. The Agreement shall remain in effect until terminated: (a) by Client, on thirty (30) days’ prior written notice to Epiq and, to the extent Epiq has been retained by Bankruptcy Court order, entry of an order of the Bankruptcy Court discharging Epiq; or (b) by Epiq, on ninety (90) days’ prior written notice to Client and, to the extent Epiq has been retained by Bankruptcy Court order, entry of an order of the Bankruptcy Court discharging Epiq.

3. Charges.

- 3.1 For the Services and materials furnished by Epiq under this Agreement, Client shall pay the fees, charges and costs set forth in the Pricing Schedule subject to any previously agreed upon discount if applicable. Epiq will bill Client monthly. All invoices shall be due and payable upon receipt.
- 3.2 Epiq reserves the right to make reasonable increases to the unit prices, charges and professional service rates reflected in the Pricing Schedule on an annual basis effective January 2, 2021. If such annual increases exceed 10% from the prior year’s level, Epiq shall provide sixty (60) days’ prior written notice to Client of such proposed increases.



- 3.3 Client agrees to pay Epiq for all materials necessary for performance of the Services under this Agreement (other than computer hardware and software) and any reasonable out of pocket expenses including, without limitation, transportation, long distance communications, printing, photocopying, fax, postage and related items.
- 3.4 Client shall pay or reimburse all taxes applicable to services performed under this Agreement and, specifically, taxes based on disbursements made on behalf of Client, notwithstanding how such taxes may be designated, levied or based. This provision is intended to include sales, use and excise taxes, among other taxes, but is not intended to include personal property taxes or taxes based on net income of Epiq.
- 3.5 Client shall pay to Epiq any actual charges (including fees, costs and expenses as set forth in the Pricing Schedule) related to, arising out of or resulting from any Client error or omission. Such charges may include, without limitation, print or copy re-runs, supplies, long distance phone calls, travel expenses and overtime expenses for work chargeable at the rates set forth on the Pricing Schedule.
- 3.6 In the event of termination pursuant to Section 2 hereof, Client shall be liable for all amounts then accrued and/or due and owing to Epiq under the Agreement.
- 3.7 To the extent permitted by applicable law, Epiq shall receive a retainer in the amount of \$25,000 (the "Retainer") that may be held by Epiq as security for Client's payment obligations under the Agreement. The Retainer is due upon execution of this Agreement. Epiq shall be entitled to hold the Retainer until the termination of the Agreement. Following termination of the Agreement, Epiq shall return to Client any amount of the Retainer that remains following application of the Retainer to the payment of unpaid invoices.

4. Confidentiality.

Client data provided to Epiq during the term of this Agreement in connection with the Services ("Client Data") shall be maintained confidentially by Epiq in the same manner and to the same level as Epiq safeguards data relating to its own business; provided, however, that if Client Data is publicly available, was already in Epiq's possession or known to it, was required to be disclosed by law, was independently developed by Epiq without use or reference to any Client Data, or was rightfully obtained by Epiq from a third party, Epiq shall bear no responsibility for public disclosure of such data. Client agrees that Epiq shall not be liable for damages or losses of any nature whatsoever arising out of the unauthorized acquisition or use of any Client Data or other Client materials provided to Epiq in the performance of this Agreement.



5. Title to Property.

Epiq reserves all property rights in and to all materials, concepts, creations, inventions, works of authorship, improvements, designs, innovations, ideas, discoveries, know-how, techniques, programs, systems and other information, including, without limitation, data processing programs, specifications, applications, processes, routines, sub-routines, procedural manuals and documentation furnished or developed by Epiq for itself or for use by Client (collectively, the “Property”). Charges paid by Client do not vest in Client any rights to the Property, it being expressly understood that the Property is made available to Client under this Agreement solely for Client's use during and in connection with each use of the Epiq equipment and services. Client agrees not to copy or permit others to copy any of the Property.

6. Disposition of Data.

- 6.1 Client is responsible for the accuracy of the programs and Client Data it provides or gives access to Epiq and for the output resulting from such data. Client shall initiate and maintain backup files that would allow Client to regenerate or duplicate all programs and Client Data which Client provides or gives access to Epiq. Client agrees, represents and warrants to Epiq that, prior to delivery of any Client Data to Epiq, it has full authority to deliver Client Data to Epiq. Client agrees, represents and warrants to Epiq that it has obtained binding consents, permits, licenses and approvals from all necessary persons, authorities or individuals, and has complied with all applicable policies, regulations and laws, required by Client, in order to allow Epiq to use all Client Data delivered to it in connection with its Services. Epiq shall not be liable for, and Client accepts full responsibility for, any liability or obligation with respect to Client Data prior to Epiq’s receipt, including without limitation, any liability arising during the delivery of Client Data to Epiq.
- 6.2 Any Client Data, programs, storage media or other materials furnished by Client to Epiq in connection with this Agreement (collectively, the “Client Materials”) may be retained by Epiq until the services provided pursuant to this Agreement are paid for in full, or until this Agreement is terminated with the services provided herein having been paid for in full. Client shall remain liable for all out of pocket charges incurred by Epiq under this Agreement as a result of any Client Materials maintained by Epiq. Epiq shall dispose of Client Materials in the manner requested by Client (except to the extent disposal may be prohibited by law). Client agrees to pay Epiq for reasonable expenses incurred as a result of the disposition of Client Materials. Epiq reserves the right to dispose of any Client Materials if this Agreement is terminated without Client’s direction as to the return or disposal of Client Materials or Client has not paid all charges due to Epiq for a period of at least ninety (90) days; provided, however, Epiq shall provide Client with thirty (30) days’ prior written notice of its intent to dispose of such data and media.

7. Indemnification.

Client shall indemnify, defend and hold Epiq, its affiliates, parent, and each such entity’s officers, members, directors, agents, representatives, managers, consultants and employees (each an “Indemnified Person”) harmless from and against any and all losses, claims, damages, liabilities, costs



(including, without limitation, costs of preparation and attorneys' fees) and expenses as incurred (collectively, "Losses"), to which any Indemnified Person may become subject or involved in any capacity arising out of or relating to this Agreement or Epiq's rendering of services pursuant hereto, regardless of whether any of such Indemnified Persons is a party thereto, other than Losses resulting solely from Epiq's gross negligence or willful misconduct. Without limiting the generality of the foregoing, "Losses" includes any liabilities resulting from claims by third persons against any Indemnified Person. Client and Epiq shall notify the other party in writing promptly of the commencement, institution, threat, or assertion of any claim, action or proceeding of which Client is aware with respect to the services provided by Epiq under this Agreement. Such indemnity shall remain in full force and effect regardless of any investigation made by or on behalf of Client, and shall survive the termination of this Agreement until the expiration of all applicable statutes of limitation with respect to Epiq's liabilities.

8. Limitation of Liability

NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THIS AGREEMENT, THIS SECTION SHALL CONTROL.

(a) EACH PARTY AND ITS RESPECTIVE AGENTS SHALL NOT HAVE ANY OBLIGATION OR LIABILITY TO THE OTHER PARTY OR TO ANY THIRD PARTY (WHETHER IN TORT, EQUITY, CONTRACT, WARRANTY OR OTHERWISE AND NOTWITHSTANDING ANY FAULT, NEGLIGENCE, PRODUCT LIABILITY, OR STRICT LIABILITY IN ACCORDANCE WITH APPLICABLE LAW, RULE OR REGULATION) FOR ANY INDIRECT, GENERAL, PUNITIVE, INCIDENTAL, SPECIAL, OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO BUSINESS INTERRUPTION, LOST WAGES, BUSINESS OR PROFITS, OR LOSS OF DATA INCURRED BY CLIENT OR ANY OTHER PERSON, ARISING OUT OF RELATING TO THIS AGREEMENT, OR ANY USE, INABILITY TO USE OR RESULTS OF USE OF THE SERVICES OR SOFTWARE OR OTHERWISE, EVEN IF SUCH PARTY WAS ADVISED OF THE POSSIBILITY OF SUCH DAMAGES.

(b) EPIQ SHALL NOT BE LIABLE TO CLIENT FOR ANY LOSSES REGARDLESS OF THEIR NATURE THAT ARE CAUSED BY OR RELATED TO A FORCE MAJEURE EVENT.

(c) THE TOTAL LIABILITY OF EACH PARTY AND ITS AGENTS TO THE OTHER PARTY OR TO ANY THIRD PARTY FOR ALL LOSSES ARISING OUT OF OR RELATING TO THIS AGREEMENT, OR THE SERVICES SHALL NOT EXCEED THE TOTAL AMOUNT PAID BY THE CLIENT TO EPIQ FOR THE PARTICULAR SERVICES WHICH GAVE RISE TO THE LOSSES IN THE IMMEDIATE SIX (6) MONTHS PRIOR TO THE DATE OF THE ACTION GIVING RISE TO THE ALLEGED LOSS.



9. Representations / Warranties.

Epiq makes no representations or warranties, express or implied, including, without limitation, any implied or express warranty of merchantability, suitability, fitness or adequacy for a particular purpose or use, quality, productiveness or capacity.

10. Confidential On-Line Workspace

Upon request of Client, Epiq shall be authorized to: (a) establish a confidential on-line workspace with an outside vendor in connection with the provision of its services to Client pursuant to this Agreement; and (b) with the consent of Client and/or its designees, publish documents and other information to such confidential workspace. By publishing documents and other information to this confidential workspace in accordance with the foregoing, Epiq shall not be considered in violation of any of the provisions of this Agreement, including, but not limited to, Section 4 (Confidentiality).

11. General

- 11.1 No waiver, alteration, amendment or modification of any of the provisions of this Agreement shall be binding upon either party unless signed in writing by a duly authorized representative of both parties.
- 11.2 This Agreement may not be assigned by Client without the express written consent of Epiq, which consent shall not be unreasonably withheld. The services provided under this Agreement are for the sole benefit and use of Client, and shall not be made available to any other persons.
- 11.3 This Agreement shall be governed by the laws of the State of New York, without regard to that state's provisions for choice of law. Client and Epiq agree that any controversy or claim arising out of or relating to this Agreement or the alleged breach thereof shall be settled by mandatory, final and binding arbitration before the American Arbitration Association in New York, New York and such arbitration shall comply with and be governed by the rules of the American Arbitration Association, provided that each party may seek interim relief in court as it deems necessary to protect its confidential information and intellectual property rights. Any arbitration award rendered pursuant to this provision shall be enforceable worldwide.
- 11.4 The parties hereto agree that this Agreement is the complete and exclusive statement of the agreement between the parties which supersedes all proposals or prior agreements, oral or written, and all other communications between the parties relating to the subject matter of this Agreement.
- 11.5 Client will use its best efforts to cooperate with Epiq at Client's facilities if any portion of the Services requires its physical presence thereon.
- 11.6 In no event shall Epiq's Services constitute or contain legal advice or opinion, and neither Epiq nor its personnel shall be deemed to practice law hereunder.



- 11.7 Except for Client's obligation to pay fees, expenses and charges hereunder when due, neither party shall be in default or otherwise liable for any delay in or failure of its performance under this Agreement to the extent such delay or failure arises by reason of any act of God, any governmental requirement, act of terrorism, riots, epidemics, flood, strike, lock-out, industrial or transportational disturbance, fire, lack of materials, war, event of force majeure, or other acts beyond the reasonable control of a performing party.
- 11.8 This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.
- 11.9 All clauses and covenants in this Agreement are severable; in the event any or part of them are held invalid or unenforceable by any court, such clauses or covenants shall be valid and enforced to the fullest extent available, and this Agreement will be interpreted as if such invalid or unenforceable clauses or covenants were not contained herein. The parties are independent contractors and, except as expressly stated herein, neither party shall have any rights, power or authority to act or create an obligation on behalf of the other party.



11.10 Notices to be given or submitted by either party to the other, pursuant to this Agreement, shall be sufficiently given or made if given or made in writing and sent by hand delivery, overnight or certified mail, postage prepaid, and addressed as follows:

If to Epiq:

Epiq Corporate Restructuring, LLC
777 Third Avenue, 12th Floor
New York, New York 10017
Attn: Robert A. Hopen

If to Client:

RGN-National Business Centers, LLC, *et al.*
300 Kellway Drive, Suite 140
Carrollton, Texas 75006

With a copy to:

Patrick Jackson, Esq.
Faegre Drinker Biddle & Reath LLP.
222 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801

11.11 Invoices sent to Client should be delivered to the following address:

RGN-National Business Centers, LLC, *et al.*
300 Kellway Drive, Suite 140
Carrollton, Texas 75006

Email: joshua.nicosia@iwgplc.com

11.12 The “Effective Date” of this Agreement is August 6, 2020.




IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

EPIQ CORPORATE RESTRUCTURING, LLC

A handwritten signature in black ink, appearing to read "Robert A. Hopen".

Name: Robert A. Hopen
Title: President

CLIENT

By:  _____
E3744F2FF3524D5...

The signature block features a blue DocuSigned signature box containing the name "Joshua Nicosia" in a cursive font. Below the signature line is a long horizontal line, and below that is the alphanumeric string "E3744F2FF3524D5...".

Name: Joshua Nicosia
Title: Assistant Secretary, Regus Corp. as Member



SERVICES SCHEDULE

SCHEDULES/STATEMENT PREPARATION

- If requested by the Client, assist the Debtors with administrative tasks in the preparation of their bankruptcy Schedules of Assets and Liabilities (“Schedules”) and Statements of Financial Affairs (“Statements”), including (as needed):
 - Coordinate with the Client and its advisors regarding the Schedules and Statements process, requirements, timelines and deliverables.
 - Create and maintain databases for maintenance and formatting of Schedules and Statements data.
 - Coordinate collection of data from Client and advisors.
 - Provide data entry and quality assurance assistance regarding Schedules and Statements, including, specifically, the creation of Schedule G.

CLAIMS MANAGEMENT

- Maintain copies of all proofs of claim and proofs of interest filed (in hard copy and electronic form).
- Provide a secure on-line tool through which creditors can file proofs of claim and related documentation, eliminating costly manual intake, processing and data entry of paper claims and ensuring maximum efficiency in the claim-filing process.
- Create and maintain electronic databases for creditor/party in interest information provided by the debtor (e.g., creditor matrix and Schedules of Statements of Assets and Liabilities) and creditors/parties in interest (e.g., proof of claim/interests).
- Process all proof of claim/interest submitted.
- Provide access to the public for examination of copies of the proofs of claim or interest without charge during regular business hours.
- Maintain official claims registers, including, among other things, the following information for each proof of claim or proof of interest:
 - Name and address of the claimant and any agent thereof, if the proof of claim or proof of interest was filed by an agent;
 - Date received;
 - Claim number assigned; and
 - Asserted amount and classification of the claim.



- Create and maintain a website with general case information, key documents, claim search function, and mirror of ECF case docket.
- Transmit to the Clerk's office a copy of the claims registers on a monthly basis, unless requested by the Clerk's office on a more or less frequent basis or, in the alternative, make available the claims register on-line.
- Implement necessary security measures to ensure the completeness and integrity of the claims registers.
- Record all transfers of claims pursuant to Bankruptcy Rule 3001(e) and provide notice of such transfers as required by Bankruptcy Rule 3001(e).
- Maintain an up-to-date mailing list for all entities that have filed a proof of claim, proof of interest or notice of appearance, which list shall be available upon request of a party in interest or the Clerk's office.

NOTICING

- Prepare and serve required notices in these Chapter 11 cases, including:
 - Notice of the commencement of these Chapter 11 cases and the initial meeting of creditors under section 341(a) of the Bankruptcy Code;
 - Notice of any auction sale hearing;
 - Notice of the claims bar date;
 - Notice of objection to claims;
 - Notice of any hearings on a disclosure statement and confirmation of the plan of reorganization; and
 - Other miscellaneous notices to any entities, as the debtor or the Court may deem necessary or appropriate for an orderly administration of these Chapter 11 cases.
- After service of a particular notice - whether by regular mail, overnight or hand delivery, email or facsimile service - file with the Clerk's office an affidavit of service that includes a copy of the notice involved, a list of persons to whom the notice was mailed and the date and manner of mailing.
- Update claim database to reflect undeliverable or changed addresses.



- Coordinate publication of certain notices in periodicals and other media.
- Distribute Claim Acknowledgement Cards to creditor having filed a proof of claim/interest.

BALLOTING/TABULATION

- Provide balloting services in connection with the solicitation process for any chapter 11 plan for which a disclosure statement has been approved by the court, including (as needed):
 - Consult with Client and its counsel regarding timing issues, voting and tabulation procedures, and documents needed for the vote.
 - Review of voting-related sections of the voting procedures motion, disclosure statement and ballots for procedural and timing issues.
 - Assist in obtaining information regarding members of voting classes, including lists of holders of bonds from DTC and other entities (and, if needed, assist Client in requesting these listings).
 - Coordinate distribution of solicitation documents.
 - Respond to requests for documents from parties in interest, including brokerage firm and bank back-offices and institutional holders.
 - Respond to telephone inquiries from lenders, bondholders and nominees regarding the disclosure statement and the voting procedures.
 - Receive and examine all ballots and master ballots cast by voting parties. Date- stamp the originals of all such ballots and master ballots upon receipt.
 - Tabulate all ballots and master ballots received prior to the voting deadline in accordance with established procedures, and prepare a certification for filing with the court.

Undertake such other duties as may be requested by the Client.

CALL CENTER

- If requested by the Client, provide state-of-the-art Call Center facility and services, including (as needed):
 - Create frequently asked questions, call scripts, escalation procedures and call log formats.
 - Record automated messaging.
 - Train Call Center staff.



- Maintain and transmit call log to Client and advisors.

MISCELLANEOUS

- Provide such other claims processing, noticing and related administrative services as may be requested from time to time by the Client.
- Promptly comply with such further conditions and requirements as the Court may at any time prescribe.
- Comply with applicable federal, state, municipal, and local statutes, ordinances, rules, regulations, orders and other requirements.
- Provide temporary employees to the Clerk's Office to process claims, as necessary.



PRICING SCHEDULE

CLAIM ADMINISTRATION HOURLY RATES

<u>Title</u>	<u>Rates</u>
Clerical/Administrative Support	\$35.00 – \$55.00
IT / Programming	\$65.00 – \$85.00
Case Managers	\$85.00 – \$165.00
Consultants/ Directors/Vice Presidents	\$165.00 – \$195.00
Solicitation Consultant	\$195.00
Executive Vice President, Solicitation	\$215.00
Executives	No Charge

CLAIMS AND NOTICING RATES¹

Printing	\$0.10 per image
Personalization / Labels	WAIVED
Envelopes	VARIES BY SIZE
Postage / Overnight Delivery	AT COST AT PREFERRED RATES
E-Mail Noticing	WAIVED FOR MSL *
Fax Noticing	\$0.05 per page
Claim Acknowledgement Letter	\$0.05 per letter
Publication Noticing	Quoted at time of request

DATA MANAGEMENT RATES

Data Storage, Maintenance and Security	\$0.10 per record/month
Electronic Imaging	\$0.10 per image; no monthly storage charge
Website Hosting Fee	NO CHARGE
CD- ROM (Mass Document Storage)	Quoted at time of request

ON-LINE CLAIM FILING SERVICES

On-Line Claim Filing	NO CHARGE
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¹ Noticing via overnight delivery after traditional overnight drop-off times (e.g., 9:00 p.m. in NYC) may result in additional print charges.

*Quoted at time of request for high volume blasts to all creditors

**CALL CENTER RATES**

Standard Call Center Setup	NO CHARGE
Call Center Operator	\$55 per hour
Voice Recorded Message	\$0.34 per minute

OTHER SERVICES RATES

Custom Software, Workflow and Review Resources	Quoted at time of request
Escrow Services	Competitive interest rates
eDiscovery	Quoted at time of request, bundled pricing available
Virtual Data Room -- Confidential On-Line Workspace	Quoted at time of request
Disbursements -- Check and/or Form 1099	Quoted at time of request
Disbursements -- Record to Transfer Agent	Quoted at time of request

TAB 2C

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

In re:

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

Debtors.

Chapter 11

Case No. 20-11961 (BLS)
(Joint Administration Requested)

**GUARANTOR DEBTORS' JOINDER TO
CERTAIN FIRST DAY MOTIONS FILED IN CHAPTER 11 CASES**

RGN-Group Holdings, LLC (“Holdings”), H Work, LLC (“H Work”), and RGN-National Business Centers, LLC (“RGN-National”), debtors and debtors in possession in the above-captioned chapter 11 proceedings (collectively, the “Guarantor Debtors”), by filing this joinder hereby seek to join in the relief sought by RGN-Columbus IV, LLC (“Columbus IV”), RGN-Chapel Hill II, LLC (“Chapel Hill II”), RGN-Chicago XVI, LLC (“Chicago XVI”), and RGN-Fort Lauderdale III, LLC (“Fort Lauderdale III”), debtors and debtors in possession in the above-captioned chapter 11 proceedings (collectively, the “SPE Debtors,” and with the Guarantor Debtors, the “Debtors”) through the First Day Motions (as defined below). In support of this joinder (“Joinder”), the Debtors rely upon the *Declaration of James S. Feltman in Support of Chapter 11 Petitions and First-Day Relief* (the “First-Day Declaration”), which was filed

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

concurrently herewith. In further support of this Joinder, the Debtor respectfully represents as follows:

JURISDICTION; VENUE

1. The Court has jurisdiction over these chapter 11 cases and this Motion under 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012 (the “Order of Reference”). The Motion is a core proceeding under 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.²

2. Venue of these chapter 11 cases and this Motion is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

3. The statutory and procedural predicates for the relief requested herein are section 105(a) of the United States Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and as set forth in the First Day Motions.

GENERAL BACKGROUND

4. The Debtors are direct or indirect subsidiaries of Regus Corporation, a Delaware corporation, that, together with its affiliates (collectively, “IWG” or the “Company”), 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.

5. IWG’s business model begins with entry into long-term non-residential real property leases (each, a “Lease”) with property owners that provide the Company unoccupied office space (the “Centers”). Based on significant market research on potential client needs in

local markets and the unique requirements of their existing clients, IWG engineers each of the Centers to meet the architectural style, service, space, and amenity needs of those individuals, companies, and organizations who will contract for use of subportions of the Centers. IWG markets its Centers under an umbrella of different brand names, each tailored to appeal to different types of clients and those clients' specialized needs. These clients (the "Occupants") enter into short-term licenses to use portions of the Centers, which are customizable as to duration, configuration, services, and amenities. When operating successfully, a Center's Occupants' license payments will exceed the combined cost of the underlying long-term lease, management cost, and operating expenses of the Center.

6. The lessee on each Lease (each, a "Lease Holder") is typically a special-purpose entity (SPE) formed for this specific purpose—including, for example, the SPE Debtors. However, certain IWG entities act as Lease Holder for multiple Leases—including, for example, Debtors RGN-National Business and H Work. Certain Lease Holders' obligations under their respective Leases are partially or fully guaranteed by another IWG entity, including in some cases the Guarantor Debtors.³

7. Debtor Holdings differs from the other Debtors in that it is not a Lease Holder, but rather owns all of the furniture, fixtures, equipment, and other personal property (collectively, the "FF&E") located in the respective Centers in United States. Holdings leases this FF&E to the applicable Lease Holder—including the SPE Debtors, RGN National, and

² The Debtors consent to entry of a final order by this Court if it is determined that the Court, absent consent of the parties, cannot enter a final order consistent with Article III of the United States Constitution.

³ Non-debtor Regus Plc S.A., a Bailiwick of Jersey entity headquartered in Luxembourg, is also guarantor of certain of the Leases.

H Work, as well as hundreds of non-debtor entities—pursuant to individual equipment lease agreements.

8. On July 30, August 2, August 3, and August 8 of this year, Columbus IV, Chapel Hill II, Chicago XVI, and Fort Lauderdale III, respectively, each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code.

9. On August 17, 2020, the Guarantor Debtors filed their voluntary chapter 11 petitions with this Court.⁴

10. Each of the Debtors is a “small business debtor” as defined by section 101(51D) of the Bankruptcy Code. The Debtors have elected for subchapter V of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 1181-1195 (“Subchapter V”), to apply to their chapter 11 cases (the “Chapter 11 Cases”). Further, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1182(2) and 1184 of the Bankruptcy Code. As of the date hereof, no request for appointment of an official committee of unsecured creditors, a chapter 11 trustee, or an examiner has been made.

11. On July 31, 2020, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed Natasha Songonuga to serve as the trustee under section 1183(a) of the Bankruptcy Code (the “Subchapter V Trustee”) for Columbus IV. The U.S. Trustee subsequently appointed Ms. Songonuga as the Subchapter V Trustee for Chapel Hill II and Chicago XVI on August 10, 2020, and for Fort Lauderdale III on August 13, 2020.⁵

⁴ As used herein, the term “Petition Date” refers to the date of commencement of the applicable Debtor’s (or Debtors’) chapter 11 proceedings.

⁵ Although Ms. Songonuga has not yet been officially designated as Subchapter V Trustee in all of the Chapter 11 Cases, the Debtors anticipate that she will similarly be designated for this role in any other Debtors’ cases prior to or after the Debtors move for joint administration of the Chapter 11 Cases.

12. Additional 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 the First Day Declaration.

RELEVANT BACKGROUND

13. On August 11, 2020, the SPE Debtors filed the below motions requesting relief to ease their transition into chapter 11, as well as certain motions.⁶

- (a) *Debtor's Motion for Order Authorizing (I) Joint Administration of Chapter 11 Cases and (II) Filing of a Consolidated Creditor Matrix* [Docket No. 14] (the "Joint Admin Motion"); and
- (b) *Debtor's Motion for Entry of Interim and Final Orders (I) Authorizing Payment to Utility Companies and (II) Granting Related Relief* [Docket No. 16] (the "Utilities Motion" and together with the Joint Admin Motion, and the Customer Programs Motion, the "First Day Motions").

A hearing on the First Day Motions is currently scheduled for August 18, 2020, at 9:00 am Eastern time.

JOINDER

14. By this Joinder, the Guarantor Debtors join in the First Day Motions and seek that any relief requested thereby similarly extend to the Guarantor Debtors. As to the Joint Admin Motion, the Debtors hereby request that the Chapter 11 Cases be jointly administered under Holdings rather than Columbus IV, and a revised proposed order effectuating that revision is attached hereto as Exhibit A. A revised proposed order approving the Utilities Motion on an interim basis and adding the Guarantor Debtors is attached hereto as Exhibit B. For the convenience of the Court and other interested parties, redlines comparing the revised proposed orders against those originally filed with the motions are attached hereto as Exhibit C for the

⁶ The Debtors also filed the *Debtors' Motion for an Order Authorizing Debtors to Maintain Client Programs* [D.I. 15] and the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Taxes and (II) Granting Related Relief* [D.I. 17], both of which the Debtors intend to withdraw.

Joint Admin Motion and Exhibit D for the Utilities Motion. Finally, a revised List of Utility Providers by Debtor is attached hereto as Exhibit E.

NOTICE

15. The Debtors will provide notice of this Motion to: (i) the Office of the United States Trustee; (ii) the Subchapter V Trustee; (iii) the Debtors' thirty (30) largest unsecured creditors on a consolidated basis; (iv) counsel for the Debtors' prepetition secured lender; (v) the Securities & Exchange Commission; (vi) the Internal Revenue Service; (vii) the Delaware State Treasury; (viii) the Delaware Secretary of State; and (ix) those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order with respect hereto will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary under the circumstances.

[Remainder of Page Intentionally Left Blank]

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested by the Debtors in the First Day Motions, grant the relief requested herein and provide the Debtors such other and further relief as is just and proper.

Dated: Wilmington, Delaware
August 17, 2020

**FAEGRE DRINKER BIDDLE & REATH
LLP**

James F. Conlan (admitted *pro hac vice*)
Mike T. Gustafson (admitted *pro hac vice*)
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James.Conlan@faegredrinker.com
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-and-

/s/ Ian J. Bambrick

Patrick A. Jackson (Del. Bar No. 4976)
Ian J. Bambrick (Del. Bar No. 5455)
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-and-

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*Proposed Counsel to the Debtors and
Debtors in Possession*

Exhibit A

Revised Proposed Joint Admin Order

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

In re:

Chapter 11

RGN-GROUP HOLDINGS, LLC, a Delaware
limited liability company, *et al.*¹Case No. 20-11961 (BLS)
(Joint Administration Requested)

Debtors.

Docket Ref. Nos. 14 & ____

**ORDER (I) DIRECTING JOINT ADMINISTRATION AND (II) AUTHORIZING THE
FILING OF A CONSOLIDATED CREDITOR MATRIX**

Upon the motion [D.I. 14] (the “Motion”)² and the joinder (the “Joinder”) filed by the above-captioned Debtors for entry of an order under section 105(a) of the Bankruptcy Code, Bankruptcy Rules 1001, 1007, and 1015, and Local Rules 1001-1(c) and 1015-1 authorizing (i) the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (ii) the filing of a consolidated creditor matrix in lieu of separate mailing matrices for each Debtor; and it appearing that (i) the Court has jurisdiction over these chapter 11 cases and the Motion under 28 U.S.C. §§ 1334(b) and 157, and the Order of Reference, (ii) venue of these chapter 11 cases and the Motion in this Court is proper under 28 U.S.C. §§ 1408 and 1409, (iii) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution, and (iv) notice of the

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

Motion and Joinder was adequate and proper under the circumstances, and no other or further notice need be given; and the Court having held a hearing to consider the relief requested in the Motion and the Joinder; and upon the record of the hearing and all of the proceedings had before this Court; and it appearing that the relief requested in the Motion and the Joinder is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and that the legal and factual bases set forth in the Motion and the Joinder establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Motion and the Joinder are GRANTED, as set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.
3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 20-11894 (BLS) in accordance with the provisions of Bankruptcy Rule 1015 and Local Rule 1015-1.
4. The caption of pleadings and other documents filed in the jointly administered cases shall read as follows:

In re:

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

Debtors.

Chapter 11

Case No. 20-____ (BLS)
(Jointly Administered)

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Numbers ("FEIN"), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort

Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Officer).

5. The caption set forth above shall be deemed to satisfy any applicable requirements of section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n).
6. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of RGN-GROUP HOLDINGS, LLC, Case No. 20-_____ (BLS).
7. A docket entry shall be made in the chapter 11 cases of the Debtors other than RGN-GROUP HOLDINGS, LLC substantially as follows:

An order has been entered in this case consolidating this case with the case of RGN-GROUP HOLDINGS, LLC, Case No. 20-_____ (BLS), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 20-_____ (BLS) should be consulted for all matters affecting this case.
8. Any creditor filing a proof of claim against any of the Debtors shall clearly assert such claim against the particular Debtor obligated on such claim and not against the jointly administered Debtors, except as otherwise provided in any other order of this Court.
9. The Debtors are authorized to file a consolidated Creditor Matrix; however, for the avoidance of doubt, this Order does not otherwise modify the Debtors' reporting obligations.
10. The procedural relief requested in the Motion and the Joinder and granted by this Order is for administrative purposes only, and nothing contained in the Motion, the Joinder, or this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of the Debtors or their estates.
11. This Order shall take effect immediately upon entry.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implantation, interpretation, and enforcement of this Order.

Exhibit B

Revised Proposed Interim Utilities 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)

Ref. Dkt. Nos. 16 & ____

**INTERIM ORDER (I) AUTHORIZING PAYMENT TO
UTILITY COMPANIES AND (II) GRANTING RELATED RELIEF**

Upon consideration of the motion [D.I. 16] (the “Motion”)² and the joinder (the “Joinder”) filed by the above-captioned Debtors for the entry of interim and final orders, pursuant to sections 105(a), 363(b), and 366(b) of the Bankruptcy Code for entry of an order (i) authorizing, but not directing, the Debtors to remit and pay Utility Companies and (ii) granting related relief, as fully set forth in the Motion and the Joinder, and the Court having jurisdiction to consider the Motion and the Joinder and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), and the Order of Reference; and consideration of the Motion and the Joinder and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion and the Joinder was adequate and proper under the circumstances, and no

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion or the Joinder as applicable.

other or further notice need be given; and it appearing that the relief requested in the Motion and the Joinder and provided for herein is in the best interest of the Debtors, their estates, and their creditors; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion and the Joinder are GRANTED on an interim basis as set forth herein.
2. The Final Hearing on the Motion and the Joinder shall be held on _____, 2020 at __:__ m., prevailing Eastern Time. Any objections or responses to entry of a final order (the “Final Order”) on the Motion and the Joinder shall be filed no later than 4:00 p.m., prevailing Eastern Time, on _____, 2020 (the “Objection Deadline”) and served to the following parties: (i) the Debtors; (ii) proposed counsel to the Debtors, Faegre Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Patrick A. Jackson; (iii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: David Villagrana; (iv) the Subchapter V Trustee, 300 Delaware Avenue, Suite 1015, Wilmington Delaware 19801, Attn: Natasha Songonuga; and (v) any party that has requested notice pursuant to Bankruptcy Rule 2002.
3. In the situation where a Landlord or RMG fails to pay a Utility Company in accordance with the applicable Lease or the Management Agreement, the Debtors are authorized, but not directed, to pay for all Utility Services due and owing to Utility Companies that arose prior to the Petition Date, and that continue to accrue post-petition, up to the amounts set forth in the attached Schedule 1; provided, however, that prior to making any such payments, the Debtors shall provide the U.S. Trustee and the Subchapter V Trustee with no less than one (1) business days’ notice via email and phone of any proposed payments. To the extent that the Debtors have

overpaid any of the Utility Companies, the Debtors are authorized to seek a refund or credit on account thereof.

4. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion, the Joinder, or this Interim Order or any payment made pursuant to this Interim Order shall or shall be deemed to constitute, nor is it intended to constitute, (a) an admission as to the validity or priority of any claim or lien against the Debtors, (b) a waiver of the Debtors' rights to subsequently dispute such claim or lien on any grounds, (c) a promise or requirement to pay any prepetition claim, (d) an implication or admission that any particular claim is of a type specified or defined in the Motion, the Joinder, or this Interim Order, (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, or (f) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

5. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Interim Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Utility Companies.

6. The Debtors are authorized, but not directed, to issue post-petition checks, or to effect post-petition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored or rejected as a consequence of these chapter 11 cases with respect to any amounts owed in connection with any Utility Services.

7. The Debtors' banks and financial institutions on which checks were drawn or electronic fund transfer requests made with respect to amounts owed in connection with any Utility Services are authorized and directed to receive, process, honor, and pay all such checks and electronic fund transfer requests when presented for payment, and all such banks and

financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic fund transfer requests as approved by this Interim Order.

8. The requirements of Bankruptcy Rule 6003(b) have been satisfied with respect to the payments authorized by this Order.

9. Notice of the Motion and the Joinder shall be deemed good and sufficient notice of each, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are waived by such notice.

10. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion and the Joinder.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to implementation of this Interim Order.

Schedule 1

Legal Entity	Utility Services Cap (Monthly)
RGN – Columbus IV, LLC	\$2,000
RGN – Chapel Hill II, LLC	\$3,000
RGN – Chicago XVI, LLC	\$4,000
RGN – Fort Lauderdale III, LLC	\$5,000
RGN – Group Holdings, LLC	<i>None Requested</i>
RGN – National Business Centers, LLC	\$35,000
H Work, LLC	\$20,000
Total Monthly Utility Services Cap	\$69,000

Exhibit C

Redline of Revised Proposed Joint Admin Order

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

In re:

~~RGN-COLUMBUS IV~~ RGN-GROUP HOLDINGS, LLC, a Delaware limited liability company, et al.,¹

Debtors.

Chapter 11

Case No. 20-~~11894~~ _____ (BLS)
(Jointly Administrated Reorganization Requested)

Docket Ref. Nos. 14 & _____

**ORDER (I) DIRECTING JOINT ADMINISTRATION AND (II) AUTHORIZING THE
FILING OF A CONSOLIDATED CREDITOR MATRIX**

Upon the motion [\[D.I. 14\]](#) (the “Motion”)² and the joinder (the “Joinder”) filed by the above-captioned Debtors for entry of an order under section 105(a) of the Bankruptcy Code, Bankruptcy Rules 1001, 1007, and 1015, and Local Rules 1001-1(c) and 1015-1 authorizing (i) the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (ii) the filing of a consolidated creditor matrix in lieu of separate mailing matrices for each Debtor; and it appearing that (i) the Court has jurisdiction over these chapter 11 cases and the Motion under 28 U.S.C. §§ 1334(b) and 157, and the ~~Amended Standing~~ Order of Reference ~~from the United States District Court for the District of Delaware dated as of February 29, 2012,~~ (ii) venue of these chapter 11 cases and the Motion in this Court is proper under 28 U.S.C. §§ 1408 and 1409, (iii) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and

¹ The Debtors in these chapter 11 cases ~~are~~, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. Each The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have ~~Federal Employer Identification Numbers~~ FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

the Court may enter a final order consistent with Article III of the United States Constitution, and (iv) notice of the Motion [and Joinder](#) was adequate and proper under the circumstances, and no other or further notice need be given; and the Court having held a hearing to consider the relief requested in the Motion [and the Joinder](#); and upon the record of the hearing and all of the proceedings had before this Court; and it appearing that the relief requested in the Motion [and the Joinder](#) is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and that the legal and factual bases set forth in the Motion [and the Joinder](#) establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion ~~is~~ [and the Joinder are](#) GRANTED, as set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.
3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 20-11894 (BLS) in accordance with the provisions of Bankruptcy Rule 1015 and Local Rule 1015-1.
4. The caption of pleadings and other documents filed in the jointly administered cases shall read as follows:

In re:

~~RGN-COLUMBUS IV~~ [RGN-GROUP HOLDINGS, LLC, a Delaware limited liability company, et al.](#),¹

Debtors.

Chapter 11

Case No. 20-~~11894~~ _____ (BLS)
(Jointly Administered)

³ The Debtors in these chapter 11 cases ~~are~~, [together with the last four digits of each Debtor's Federal Employer Identification Numbers \("FEIN"\)](#), where applicable are as follows: [RGN-Group Holdings, LLC, RGN-National Business Centers, LLC \(7723\), H Work, LLC \(4516\)](#),

RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. ~~Each~~The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have ~~Federal Employer Identification Numbers~~FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, ~~Responsible~~-Officer).

5. The caption set forth above shall be deemed to satisfy any applicable requirements of section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n).

6. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of ~~RGN-COLUMBUS IV~~RGN-GROUP HOLDINGS, LLC, Case No. 20-~~11894~~____ (BLS).

7. A docket entry shall be made in the chapter 11 cases of the Debtors other than ~~RGN-COLUMBUS IV~~RGN-GROUP HOLDINGS, LLC substantially as follows:

An order has been entered in this case consolidating this case with the case of ~~RGN-COLUMBUS IV~~RGN-GROUP HOLDINGS, LLC, Case No. 20-~~11894~~____ (BLS), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 20-~~11894~~____ (BLS) should be consulted for all matters affecting this case.

8. Any creditor filing a proof of claim against any of the Debtors shall clearly assert such claim against the particular Debtor obligated on such claim and not against the jointly administered Debtors, except as otherwise provided in any other order of this Court.

9. The Debtors are authorized to file a consolidated Creditor Matrix; however, for the avoidance of doubt, this Order does not otherwise modify the Debtors' reporting obligations.

10. The procedural relief requested in the Motion and the Joinder and granted by this Order is for administrative purposes only, and nothing contained in the Motion, the Joinder, or this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of the Debtors or their estates.

11. This Order shall take effect immediately upon entry.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implantation, interpretation, and enforcement of this Order.

Exhibit D

Redline of Revised Proposed Interim Utilities Order

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

In re:

~~RGN-COLUMBUS IV~~ RGN-GROUP HOLDINGS, LLC, a Delaware limited liability company, et al.¹

Debtors.

Chapter 11

Case No. 20-~~11894~~ _____ (BLS)
(Jointly Administered)

Ref. Dkt. Nos. 16 & _____

**INTERIM ORDER (I) AUTHORIZING PAYMENT TO
UTILITY COMPANIES AND (II) GRANTING RELATED RELIEF**

Upon consideration of the motion [\[D.I. 16\]](#) (the “Motion”)² [and the joinder \(the “Joinder”\)](#) filed by the above-captioned Debtors for the entry of interim and final orders, pursuant to sections 105(a), 363(b), and 366(b) of the Bankruptcy Code for entry of an order (i) authorizing, but not directing, the Debtors to remit and pay Utility Companies and (ii) granting related relief, as fully set forth in the Motion [and the Joinder](#), and the Court having jurisdiction to consider the Motion and the [Joinder and the](#) relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), and the ~~Amended Standing~~ Order of Reference ~~from the United States District for the District of Delaware dated February 29, 2012~~; and consideration of the Motion and [the Joinder and](#) the requested relief being a core proceeding pursuant to 28

¹ The Debtors in these chapter 11 cases ~~are~~, [together with the last four digits of each Debtor’s Federal Employer Identification Numbers \(“FEIN”\), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC \(7723\), H Work, LLC \(4516\), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. Each](#) [The aforementioned Debtors that do not include a FEIN](#) are disregarded entities for tax purposes and do not have ~~Federal Employer Identification Numbers~~ [FEINs](#). The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion [or the Joinder as applicable](#).

U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion [and the Joinder](#) was adequate and proper under the circumstances, and no other or further notice need be given; and it appearing that the relief requested in the Motion and [the Joinder and](#) provided for herein is in the best interest of the Debtors, their estates, and their creditors; and after due deliberation and sufficient cause appearing therefor, **IT IS**

HEREBY ORDERED THAT:

1. The Motion ~~is~~ [and the Joinder are](#) GRANTED on an interim basis as set forth herein.
2. The Final Hearing on the Motion [and the Joinder](#) shall be held on _____, 2020 at ___:___ m., prevailing Eastern Time. ~~A~~ Any objections or responses to entry of a final order (the “Final Order”) on the Motion [and the Joinder](#) shall be filed no later than 4:00 p.m., prevailing Eastern Time, on _____, 2020 (the “Objection Deadline”) and served to the following parties: (i) the Debtors; (ii) proposed counsel to the Debtors, Faegre Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Patrick A. Jackson; (iii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: David Villagrana; (iv) the Subchapter V Trustee, 300 Delaware Avenue, Suite 1015, Wilmington Delaware 19801, Attn: Natasha Songonuga; and (v) any party that has requested notice pursuant to Bankruptcy Rule 2002.
3. ~~On a monthly basis~~ [In the situation where a Landlord or RMG fails to pay a Utility Company in accordance with the applicable Lease or the Management Agreement](#), the Debtors are authorized, but not directed, to pay for all Utility Services due and owing to Utility Companies that arose prior to the Petition Date, and that continue to accrue post-petition, up to the amounts set forth in the attached Schedule 1; [provided, however, that prior to making any](#)

such payments, the Debtors shall provide the U.S. Trustee and the Subchapter V Trustee with no less than one (1) business days' notice via email and phone of any proposed payments. To the extent that the Debtors have overpaid any of the Utility Companies, the Debtors are authorized to seek a refund or credit on account thereof.

4. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion, the Joinder, or this Interim Order or any payment made pursuant to this Interim Order shall or shall be deemed to constitute, nor is it intended to constitute, (a) an admission as to the validity or priority of any claim or lien against the Debtors, (b) a waiver of the Debtors' rights to subsequently dispute such claim or lien on any grounds, (c) a promise or requirement to pay any prepetition claim, (d) an implication or admission that any particular claim is of a type specified or defined in the Motion, the Joinder, or this Interim Order, (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, or (f) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

5. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Interim Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Utility Companies.

6. The Debtors are authorized, but not directed, to issue post-petition checks, or to effect post-petition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored or rejected as a consequence of these chapter 11 cases with respect to any amounts owed in connection with any Utility Services.

7. The Debtors' banks and financial institutions on which checks were drawn or electronic fund transfer requests made with respect to amounts owed in connection with any

Utility Services are authorized and directed to receive, process, honor, and pay all such checks and electronic fund transfer requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic fund transfer requests as approved by this Interim Order.

8. The requirements of Bankruptcy Rule 6003(b) have been satisfied with respect to the payments authorized by this Order.

9. Notice of ~~this~~the Motion and the Joinder shall be deemed good and sufficient notice of ~~such Motion~~each, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are waived by such notice.

10. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion and the Joinder.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to implementation of this Interim Order.

Schedule 1

<u>Legal Entity</u>	<u>Utility Services Cap (Monthly)</u>
RGN – Columbus IV, LLC	\$2,000
RGN – Chapel Hill II, LLC	\$3,000
RGN – Chicago XVI, LLC	\$4,000
RGN – Fort Lauderdale III, LLC	\$5,000
<u>RGN – Group Holdings, LLC</u>	<u><i>None Requested</i></u>
<u>RGN – National Business Centers, LLC</u>	<u>\$35,000</u>
<u>H Work, LLC</u>	<u>\$20,000</u>
Total Monthly Utility Services Cap	\$14,000 <u>69,000</u>

Exhibit E

Revised List of Utility Providers by Debtor

List of Utility Providers by Debtor

Legal Entity	Center No.	Utility Name	Vendor ID	Utility
RGN-Columbus IV, LLC	4690	Adcom	66372	ISP
RGN-Columbus IV, LLC	4690	8x8 Inc.	235066	Telecom
RGN-Chapel Hill II, LLC	4740	T-Mobile	37557	Cell
RGN-Chapel Hill II, LLC	4740	Adcom	66372	ISP
RGN-Chapel Hill II, LLC	4740	8x8 Inc.	235066	Telecom
RGN-Chicago XVI, LLC	2726	Merchandise Mart LLC	196119	Utility
RGN-Chicago XVI, LLC	2726	Comcast Cable	1236	ISP
RGN-Chicago XVI, LLC	2726	Level (3) Communications, LLC	67076	Telecom
RGN-Chicago XVI, LLC	2726	Imagit Solutions Inc.	120643	Telecom
RGN-Fort Lauderdale III, LLC	4595	FPL Fibernet LLC	191103	ISP
RGN-Fort Lauderdale III, LLC	4595	8x8 Inc.	235066	Telecom
RGN-Fort Lauderdale III, LLC	4595	Florida Power & Light Co.	1951	Utility
RGN – National Business Centers, LLC	Multiple	41 Madison L.P.	Utility	143638
		8X8 Inc.	Telecom	235066
		Adcom	ISP	66372
		Brandywine Grande C, L.P.	Utility	71839
		Cogent Communications, Inc.	ISP	89936
		Dominion Energy	Utility	19134
		FSP- South Flower Street Associates	Utility	190408
		Granite Telecommunications LLC	Telecom	53627
		Level (3) Communications, LLC	ISP	67076
		Ooma Inc.	Telecom	318785
		Pepco	Utility	94769
		Socius Communications LLC	Telecom	41099
		The Irvine Co.	Utility	57489

		Thoits Bros., Inc.	Utility	60253
		T-Mobile	Cell	37557
		TPX Communications	Telecom	65047
H Work, LLC	Multiple	100 Church Fee Owner LLC	Utility	108127
		101 A of A Ground Lessee LLC	Utility	181274
		101 Hudson Realty LLC	Utility	254559
		6200 Stoneridge Mall Road Investors LLC	Utility	61943
		845 Third L.P.	Utility	75491
		8x8 Inc.	Telecom	235066
		Cogent Communications, Inc.	ISP	89936
		Constellation Newenergy, Inc.	Utility	258692
		Denholtz Horizon LLC	Utility	298398
		Granite Telecommunications LLC	Telecom	53627
		Imagit Solutions Inc.	Telecom	120643
		Level (3) Communications, LLC	ISP	67076
		Neep Investors Holdings LLC	Utility	184668
		Ooma Inc.	Telecom	318785
		RCPI Landmark Properties LLC	Utility	16311
		SL Green Management, LLC	Utility	7836
		Third Avenue Tower Owner, LLC	Utility	142697
		Time Warner Cable	ISP	5540
		T-Mobile	Cell	37557
W-Z NMA Office Owner VIII LLC	Utility	277738		

TAB 2D

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

In re:

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

Debtors.

Chapter 11

Case No. 20-11961 (BLS)
(Joint Administration Requested)

**DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS ESTABLISHING
NOTIFICATION PROCEDURES FOR LEASE TERMINATION**

The debtors and debtors in possession in the above-captioned chapter 11 proceedings (collectively, the “Debtors”), hereby move (the “Motion”) pursuant to sections 105(a), 362, and 541 of title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and Rule 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for entry of an interim order (the “Proposed Interim Order”) and final order (the “Proposed Final Order”), substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, (i) establishing notice procedures in connection with any purported termination of a Lease or “lock-out” of a Lease Holder by a Landlord during the pendency of these Chapter 11 Cases (all as defined herein), and (ii) granting related relief. In support of this Motion, the Debtors rely upon the *Declaration of James S. Feltman in Support of Chapter 11 Petitions and First-Day*

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Number (“**FEIN**”), where applicable, are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

Relief (the “First-Day Declaration”), which was filed concurrently herewith. In further support of this Motion, the Debtors respectfully represent as follows:

JURISDICTION

1. The Court has jurisdiction over these chapter 11 cases and this Motion under 28 U.S.C. §§ 1334(b), 1334(e)(1), and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012 (the “Order of Reference”). The Motion is a core matter under 28 U.S.C. § 157(b), and the Court may enter a final order consistent with Article III of the United States Constitution.²

2. Venue of these chapter 11 cases and this Motion is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

3. The statutory and procedural predicates for the relief requested herein are sections 105, 362, and 541 of title 11 of the United States Code (the “Bankruptcy Code”).

GENERAL BACKGROUND

4. The Debtors are direct or indirect subsidiaries of Regus Corporation, a Delaware corporation that, together with its affiliates (collectively, “IWG” or the “Company”), 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.

5. IWG’s business model begins with entry into long-term non-residential real property leases (each, a “Lease”) with property owners (each, a “Landlord”) that provide the

² The Debtors consent to entry of a final order by this Court if it is determined that the Court, absent consent of the parties, cannot enter a final order consistent with Article III of the United States Constitution.

Company unoccupied office space (the “Centers”). Based on significant market research on potential client needs in local markets and the unique requirements of their existing clients, IWG engineers each of the Centers to meet the architectural style, service, space, and amenity needs of those individuals, companies, and organizations who will contract for use of subportions of the Centers. IWG markets its Centers under an umbrella of different brand names, each tailored to appeal to different types of clients and those clients’ specialized needs. These clients (the “Occupants”) enter into short-term licenses (each, an “Occupancy Agreement”) to use portions of the Centers, which are customizable as to duration, configuration, services, and amenities. When operating successfully, a Center’s Occupants’ license payments (“Occupancy Fees”) will exceed the combined cost of the underlying long-term lease, management cost, and operating expenses of the Center.

6. The lessee on each Lease (each, a “Lease Holder”) is typically a special-purpose entity (SPE) formed for this specific purpose—including, for example, Debtors RGN-Columbus IV, LLC (“Columbus IV”), RGN-Chapel Hill II, LLC (“Chapel Hill II”), RGN-Chicago XVI, LLC (“Chicago XVI”), and RGN-Fort Lauderdale III, LLC (“Fort Lauderdale III” and, collectively with Columbus IV, Chapel Hill II, and Chicago XVI, the “SPE Debtors”). However, certain IWG entities act as Lease Holder for multiple Leases—including, for example, Debtors RGN-National Business Centers, LLC (“RGN-National”) and H Work, LLC (“H Work”). Certain Lease Holders’ obligations under their respective Leases are partially or fully guaranteed by another IWG entity, including in some cases Debtors RGN-Group Holdings, LLC (“Holdings”), RGN-National, and H Work (collectively, the “Guarantor Debtors”).³

³ Non-debtor Regus Plc S.A., a Bailiwick of Jersey entity headquartered in Luxembourg, is also guarantor of certain of the Leases.

7. On July 30, August 2, August 3, and August 8 of this year, Columbus IV, Chapel Hill II, Chicago XVI, and Fort Lauderdale III, respectively, each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code.

8. On August 17, 2020, the Guarantor Debtors filed their voluntary chapter 11 petitions with this Court.⁴

9. Each of the Debtors is a “small business debtor” as defined by section 101(51D) of the Bankruptcy Code. The Debtors have elected for subchapter V of chapter 11 of the Bankruptcy Code to apply to their chapter 11 cases (the “Chapter 11 Cases”). Further, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1182(2) and 1184 of the Bankruptcy Code. As of the date hereof, no request for appointment of an official committee of unsecured creditors, a chapter 11 trustee, or an examiner has been made.

10. On July 31, 2020, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed Natasha Songonuga to serve as the trustee under section 1183(a) of the Bankruptcy Code (the “Subchapter V Trustee”) for Columbus IV. The U.S. Trustee subsequently appointed Ms. Songonuga as the Subchapter V Trustee for Chapel Hill II and Chicago XVI on August 10, 2020, and for Fort Lauderdale III on August 13, 2020.⁵

11. Additional 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 the First Day Declaration.

⁴ As used herein, the term “Petition Date” refers to the date of commencement of the applicable Debtor’s (or Debtors’) chapter 11 proceedings.

⁵ Although Ms. Songonuga has not yet been officially designated as Subchapter V Trustee in the Guarantor Debtors’ chapter 11 cases, the Debtors anticipate that she will be so designated.

RELEVANT BACKGROUND

12. All of the furniture, fixtures, equipment, and other personal property (collectively, “FF&E”) located in the respective Centers in the United States is owned by Debtor Holdings and leased to each Lease Holder pursuant to certain Equipment Lease Agreements executed between each Lease Holder and Holdings (each, an “Equipment Lease Agreement”). The FF&E includes furniture in both offices and common areas, fixtures and other construction within the office space, and phones and other telecommunication and video equipment used by the Occupants in the leased premises. The FF&E serves as collateral for more than \$400 million of prepetition secured debt owed by Holdings to Regus Corporation and, taken together, is the most significant asset of the Debtors’ estates.

13. Under the Equipment Lease Agreements, the Lease Holders pay Holdings for the original cost of the FF&E, plus a finance fee and any direct costs incurred by Holdings to provide the FF&E to the Lease Holders (such as insurance, maintenance, etc.), plus a margin fee.⁶ In 2019, Holdings’ gross revenues related to the Equipment Leases totaled approximately \$9.1 million per month.

14. As noted above, the Guarantor Debtors are guarantors of certain Leases within the IWG North American portfolio, including approximately 570 Centers in the United States and 86 Centers in Canada. In consideration for their provision of guarantees, the Guarantor Debtors

⁶ To be clear, following their respective Petition Dates, the SPE Debtors have not made any payments to Holdings under their respective Equipment Lease Agreements. Any payments by the SPE Debtors, H Work, or RGN-National under their respective Equipment Lease Agreements going forward will be in accordance with applicable provisions of the Bankruptcy Code (*e.g.*, section 365(b)(5) (providing 60-day period before a debtor must resume performance on a personal property lease post-petition), and applicable orders of this Court (*e.g.*, with respect to debtor-in-possession financing or use of cash collateral).

receive guarantee fees from the respective Lease Holders, payable semi-annually in arrears, which totaled approximately \$7.4 million in June 2020.

15. Under many, if not most, of the Leases for Centers that are guaranteed by the Guarantor Debtors, the commencement of bankruptcy proceedings by the guarantor is an event of default. Subject to the particular terms of the Lease and applicable local law, Landlords' remedies in the event of a default under their Leases Lease may include (i) retaking of possession of the Centers and exclude the Lease Holders (and, by extension, its Occupants) therefrom—referred to herein as a “lock-out” right, and (ii) termination of the Lease.

16. If effectuated, either a lock-out or a termination would result in the Landlord coming into possession of the FF&E owned by Holdings—at the very least physically, but perhaps also legally, *e.g.*, to the extent the Lease or local law provides for the imposition of a landlord's lien on personal property located in the Center.⁷ A lock-out or Lease termination at a given Center would also necessarily impact the revenue (i) to Holdings' bankruptcy estate under the applicable Equipment Lease Agreement, and (ii) to the applicable Guarantor Debtor's estate for guarantee fees.

17. While the exercise of “lock-out” or termination rights would typically require advance notice to the Lease Holder, in certain circumstances it might not—*e.g.*, if there had been a previous default, notice, and expiration of applicable cure periods and the Landlord and Tenant were operating under a formal or informal forbearance arrangement. And in any event, even where notice to the Lease Holder is provided, it is not certain whether (or if so, when) such notice would be provided to the Debtors so as to permit them to seek enforcement or extension

⁷ For the avoidance of doubt, nothing herein is intended or should be construed as an acknowledgement of the validity of such a lien or a waiver of any rights or defenses thereto, all rights and defenses being expressly reserved by Holdings.

of the automatic stay, as applicable, if appropriate under the circumstances and in the interests of the Debtors' estates and creditors.

RELIEF REQUESTED

18. By this Motion, pursuant to sections 105(a) and (d)(2), and 362(a) of the Bankruptcy Code, the Debtors request entry of interim and final orders establishing notice procedures (the "Notice Procedures") in connection with any purported termination of a Lease or "lock-out" of a Lease Holder by a Landlord during the pendency of these chapter 11 cases (collectively, "Termination Actions"), so as to provide the Debtors a fair opportunity to protect the interests of their estates and creditors by seeking intervention from this Court if and to the extent necessary and appropriate under the particular circumstances of a proposed Termination Action.

19. As set forth in the proposed orders, the Notice Procedures generally require that any Landlord, or successor or assign of any Landlord, under any Lease provide the Debtors and the Subchapter V Trustee ten (10) business days' notice prior to the effective date of any intended Termination Action with respect to any Lease. If at the conclusion of this notice period (or earlier, if agreed by the Debtors and the Subchapter V Trustee) there has been no order of this Court staying the Termination Action, then the Landlord would be free to proceed with the Termination Action at that time. Any Termination Actions taken in violation of the Notice Procedures would be void *ab initio*.

20. The Debtors' intend that the Proposed Interim Order and Proposed Final Order will apply to any Termination Actions in respect of Lease Holders and Centers located in Canada and they intend to seek recognition of such orders as part of the proposed recognition proceedings under the Companies' Creditors Arrangement Act in Canada.

BASIS FOR RELIEF REQUESTED

21. With certain exceptions, section 541 of the Bankruptcy Code provides that all property, “wherever located and by whomever held,” to which a debtor has a legal or equitable interest becomes property of the estate upon the commencement of a chapter 11 case. 11 U.S.C. § 541(a)(1). The FF&E is owned outright by Holdings and is leased to the Lease Holders for use in their Centers. The FF&E is unquestionably property of Holdings’ estate.

22. By virtue of 28 U.S.C. § 1334(e)(1) and the Order of Reference, this Court has exclusive *in rem* jurisdiction over the FF&E, as property of Holdings’ estate. This property is protected by section 362(a) of the Bankruptcy Code, which imposes a stay, applicable to “all entities,” against “any act to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate,” and “any act to create, perfect, or enforce a lien against property of the estate.” 11 U.S.C. §§ 362(a)(3) & (4). The automatic stay extends extraterritorially. *See, e.g., In re Rimsat, Ltd.*, 98 F.3d 956, 962 (7th Cir. 1996) (Posner, J.) (holding automatic stay applies extraterritorially, noting “[t]he efficacy of the bankruptcy proceeding depends on the court’s ability to control and marshal the assets of the debtor wherever located (see [11 U.S.C.]§ 541(a))”).

23. As noted above, the “lock-out” of a Lease Holder from its Center and the termination of a Lease would necessarily result in the applicable Landlord obtaining control of property “of” the Holdings estate—i.e., the FF&E, which would then be in the Landlord’s possession. This would violate, at a minimum, section 362(a)(3) of the Bankruptcy Code (and possibly section 362(a)(4), to the extent the Landlord asserted any lien upon the FF&E).

24. The “lock-out” of a Lease Holder and the termination of a Lease would also necessarily result in the applicable Landlord obtaining control of property “from” the Holdings

bankruptcy estate—namely, the possessory property interest in the premises where Centers are operated due to the FF&E therein. For example, in *In re Atlantic Business and Community Corporation*, the bankruptcy court found that a landlord violated the automatic stay when it attempted to exercise its recapture rights by changing the locks to the premises. *In re Atlantic Bus. & Cmty. Corp.*, 901 F.2d 325, 328 (3d Cir. 1990). The debtor was a mere “tenant at sufferance” at the time of the landlord’s action (i.e., having no leasehold interest in the premises), but it owned the equipment located on the premises. On appeal, the landlord argued that the debtor’s access to the subject equipment was not a protectable property interest in the premises as defined in section 541 of the Bankruptcy Code, and thus was not covered by the automatic stay. The Third Circuit disagreed. Applying the rationale from the Second Circuit’s decision in *In re 48th Street Steakhouse Inc.*, 835 F.2d 427, 430 (2d Cir. 1987), the Third Circuit found that “the mere possessory interest in real property, without any accompanying legal interest, is sufficient to trigger protection of the automatic stay.” *Atlantic Bus. & Cmty. Corp.*, 901 F.2d at 328 (quoting *48th Street Steakhouse*, 835 F.2d at 430). Here, Holdings has a similar possessory interest in the various Centers by virtue of its ownership of the FF&E located therein. Like the changing of the locks in *Atlantic Business*, a Landlord’s seizure of a Center would similarly interfere with the limited possessory interest in the Center represented by Holdings’ FF&E.

25. Finally, the “lock-out” of Lease Holders or termination of Leases could negatively impact the Guarantor Debtors’ revenue streams from Equipment Lease Agreements and guarantee fees, since it would effectively put the applicable Lease Holders out of business. Whether this indirect effect on property of the Guarantor Debtors’ estates would rise to the level of a violation of the automatic stay may depend on the particular circumstances, courts in this district have recognized in other contexts that a risk of harm to property of the bankruptcy estate

is sufficient to justify the imposition of notice procedures similar to those contemplated by this Motion. *See, e.g., In re Quorum Health Corp.*, No. 20-10766 (KBO) (Bankr. D. Del. Apr. 13, 2020 and May 1, 2020) (notice procedures for trading in equity securities of the debtor, given the potential impact of such trades on the debtor’s net-operating-loss carryforward deductions for income tax purposes); *In re Melinta Therapeutics, Inc.*, No. 19012748 (LSS) (Jan. 3, 2020 and Feb. 7, 2020) (same); *In re Anna Holdings, Inc.*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019) (same); *In re Forever 21, Inc.*, No. 19-12122 (MFW) (Bankr. D. Del. Oct. 24, 2019) (same); *In re Destination Maternity Corp.*, No. 19-12256 (BLS) (Bankr. D. Del. Oct. 22, 2019 and Nov. 12, 2019) (same); *In re Insys Therapeutics, Inc.*, No. 19-11292 (KG) (Bankr. D. Del. June 11, 2019 and July 3, 2019) (same).⁸

26. Section 105(a) of the Bankruptcy Code authorizes the Court to enter “any order, process, or judgment that is necessary or appropriate to carry out the provisions of th[e Bankruptcy Code].” 11 U.S.C. § 105(a). Section 105(d)(2) further provides that the Court may, “unless inconsistent with any other provision of th[e Bankruptcy Code] or with applicable Federal Rules of Bankruptcy Procedure, may issue an order . . . prescribing such limitations and conditions as the court deems appropriate to ensure that the case is handled expeditiously and economically” 11 U.S.C. § 105(d)(2).

27. The Debtors submit that the proposed Notice Procedures are a necessary and appropriate procedural mechanism for enforcement of the automatic stay applicable to property of the Guarantor Debtors’ bankruptcy estates, particularly since the Termination Actions that would be subject to the Notice Procedures (i) in most cases, already require some form of

⁸ Due to their voluminous nature, the orders are not attached to this Motion, but are available on request.

advance notice to at least the Lease Holder prior to the effectiveness of such actions under the terms of the Lease or applicable law, and (ii) in any event, would at least arguably require advance notice to the Debtors and Subchapter V Trustee, and an opportunity to be heard before this Court, pursuant to section 362(d)(1) of the Bankruptcy Code (governing relief from the automatic stay) and Federal Rule of Bankruptcy Procedure 4001(a) (requiring a motion on notice to parties in interest). In addition, the Debtors submit that the Notice Procedures are appropriate to ensure that the Debtors' chapter 11 cases are handled expeditiously and economically, by providing the Debtors and affected Landlords a brief, but meaningful opportunity for discussion, and identification and narrowing of any factual or legal issues, before engaging in motion practice or litigation that would be burdensome on the parties and this Court. Indeed, absent establishment of the Notice Procedures, the Debtors would potentially need to take broader, pre-emptive action to protect Holdings' interest in its FF&E (*e.g.*, commencement of an adversary proceeding seeking injunctive relief under section 105(a) and Federal Rule of Bankruptcy Procedure 7065—which might need to be against all Landlords, absent any ability of the Debtors to determine beforehand the Centers, if any, for which there is likely to be a dispute).

28. For these reasons, the Debtors respectfully submit that the proposed Notice Procedures are in the best interests of the Debtors' estates and creditors, and should be approved.

INTERIM APPROVAL SHOULD BE GRANTED

29. Granting the relief requested herein on an interim basis will benefit the Debtors and their estates by preventing the near-term loss of the Debtors' ability to successfully reorganize, while allowing Landlords and other parties in interest time to evaluate the Notice Procedures and be heard with respect to them at a final hearing. Absent the interim relief, the Debtors and their estates may be irreparably harmed due to a potential flood of Termination

Actions that may follow immediately after Landlords receive notice of the Guarantor Debtors' bankruptcy filings. That is, Landlords may rush to regain possession of the Centers from Lease Holders notwithstanding (and perhaps unaware, until after the fact) that such actions may be prohibited under section 362 of the Bankruptcy Code. Interference with Holdings' rights vis-à-vis its FF&E in the U.S. Centers, or disruption of the Guarantor Debtors' revenue streams from Equipment Lease Agreements and/or guarantee fees in U.S. or Canadian Centers, as applicable, would jeopardize the Debtors' prospects of a successful reorganization. Accordingly, the Debtors request that the Notice Procedures proposed herein be approved on an interim basis at the "first-day" hearing in these chapter 11 cases, and that a further hearing be scheduled to consider entry of the Proposed Final Order.

RESERVATION OF RIGHTS

30. Nothing contained herein is intended or shall be construed as (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (c) a waiver of any claims or causes of action that may exist against any creditor or interest holder; (d) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code; or (e) a bar on the Debtors' right or ability to pursue the similar relief as part of an adversary proceeding.

NOTICE

31. The Debtors will provide notice of this Motion to: (i) the Office of the United States Trustee; (ii) the Subchapter V Trustee; (iii) the Debtors' thirty (30) largest unsecured

creditors on a consolidated basis; (iv) counsel for the Debtors' prepetition secured lender; (v) the Securities & Exchange Commission; (vi) the Internal Revenue Service; (vii) the Delaware State Treasury; (viii) the Delaware Secretary of State; and (ix) those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order with respect hereto will be served in accordance with Local Rule 9013-1(m), including, for the avoidance of doubt, on the Landlords. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary under the circumstances.

[Remainder of page intentionally left blank.]

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Interim Order and Proposed Final Order, substantially in the forms attached hereto, granting the relief requested herein and any further relief as is just and proper.

Dated: Wilmington, Delaware
August 17, 2020

FAEGRE DRINKER BIDDLE & REATH LLP

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Mike T. Gustafson (admitted *pro hac vice*)
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-and-

/s/ Patrick A. Jackson

Patrick A. Jackson (Del. Bar No. 4976)
Ian J. Bambrick (Del. Bar No. 5455)
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*Proposed Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Interim Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT 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. ___

**INTERIM ORDER ESTABLISHING
NOTIFICATION PROCEDURES FOR LEASE TERMINATION**

Upon the *Debtor's Motion for Interim and Final Orders Establishing Notification Procedures for Lease Termination* (the "Motion")² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and upon consideration of the First-Day Declaration; and it appearing that (i) the Court has jurisdiction over these chapter 11 cases and the Motion under 28 U.S.C. §§ 1334(b), (e)(2), and 157, and the Order of Reference, (ii) venue of these chapter 11 cases and the Motion in this Court is proper under 28 U.S.C. §§ 1408 and 1409, (iii) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution, and (iv) notice of the Motion was adequate and proper under the circumstances, and no other or further notice need be given; and the Court having held a hearing to consider the relief requested in the Motion; and

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Number ("FEIN"), where applicable, are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

upon the record of the hearing and all of the proceedings had before this Court; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is granted on an interim basis to the extent set forth herein.
2. The provisions of this Interim Order shall be effective as of August 17, 2020.
3. The restrictions, notification requirements, and other procedures set forth in the notice annexed hereto as Exhibit 1 (the “Notice Procedures”) are hereby approved and shall apply to every Lease with a Lease Holder; *provided, however*, the Debtors may, in consultation with the Subchapter V Trustee, waive in writing, any and all restrictions, stays, and notification procedures set forth in the Notice Procedures.
4. Until further order of this Court to the contrary, any Termination Action with respect to a Lease with a Lease Holder in violation of the Notice Procedures shall be null and void *ab initio* pursuant to this Court’s equitable and case-management powers under section 105(a) and (d)(2) of the Bankruptcy Code, and as an act in violation of the automatic stay under section 362(a) of the Bankruptcy Code.
5. Any person or entity that takes a Termination Action in knowing violation of this Interim Order or the Notice Procedures may be subject to such sanctions as this Court may consider appropriate pursuant to this Court’s equitable power under section 105(a) of the Bankruptcy Code.

6. The notice substantially in the form annexed hereto as Exhibit 1 is hereby approved, and the Debtors shall serve such notice upon every Landlord as soon as practicable following entry of this Interim Order.

7. Nothing herein shall preclude any Landlord or other party in interest from requesting relief from this Interim Order from this Court, subject to the Debtors' and Subchapter V Trustee's rights to oppose such relief.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion.

9. Nothing contained in the Motion or this Interim Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) an agreement or obligation to pay any claims, (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder, (iv) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (v) an approval, assumption, or rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

10. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

11. The requirements set forth in this Interim Order are in addition to the requirements of otherwise applicable laws and do not excuse noncompliance therewith.

12. A hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on _____, 2020, at _____ (prevailing Eastern Time) and any objections or responses to the Motion shall be in writing, filed with the Court, and served by no later than _____, 2020, at 4:00 p.m. (prevailing Eastern Time) upon the proposed attorneys for the Debtors, Faegre Drinker Biddle & Reath LLP at (a) 311 S. Wacker Drive, Suite

4300, Chicago, Illinois 60606 (Attn: James F. Conlan (James.Conlan@faegredrinker.com) and Mike T. Gustafson (Mike.Gustafson@faegredrinker.com)), (b) 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801 (Attn: Patrick A. Jackson (Patrick.Jackson@faegredrinker.com) and Ian J. Bambrick (Ian.Bambrick@faegredrinker.com)), and (c) 600 E. 96th Street, Suite 600, Indianapolis, Indiana 46240 (Attn: Jay Jaffe (Jay.Jaffe@faegredrinker.com)).

13. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Interim Order.

14. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Interim Order.

EXHIBIT 1 TO THE INTERIM ORDER

Notice Procedures

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

In re:

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

Debtors.

Chapter 11

Case No. 20-_____ (BLS)
(Jointly Administered)

NOTICE PROCEDURES FOR TERMINATION ACTIONS BY LANDLORDS

TO: ALL LANDLORDS PARTY TO LEASES (I) GUARANTEED BY RGN-GROUP HOLDINGS, LLC, RGN-NATIONAL BUSINESS CENTERS, LLC, OR H WORK, LLC (F/K/A HQ GLOBAL WORKPLACES LLC); OR (II) OF PREMISES WHERE PERSONAL PROPERTY OWNED BY RGN-GROUP HOLDINGS, LLC IS LOCATED.

PLEASE TAKE NOTICE THAT, pursuant to that certain *Interim Order Establishing Notification Procedures for Lease Termination* (the “Interim Order”) entered by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) on _____, 2020, D.I. ____, the following restrictions, notification requirements (collectively, the “Notice Procedures”) apply to all premises (the “Operating Centers”) where either (i) the applicable lease was guaranteed by RGN-Group Holdings, LLC, RGN-National Business Centers, LLC, or H Work, LLC (f/k/a HQ Global Workplaces LLC), or (ii) furniture, fixture, or equipment owned by RGN-Group Holdings, LLC (“FF&E”) is located.

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Number (“FEIN”), where applicable, are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

A. Termination Restrictions

Not less than **fifteen (15) business days** prior to taking any of the below actions (each, a “Termination Action”), any landlord, or agent thereof (together, “Landlord”) shall provide notice to (i) the Debtors and the Debtors’ legal counsel, and (ii) the Debtors’ Subchapter V Trustee, in the form as described in the Notice section contained herein:

- a. any purported termination of any lease of an Operating Center,
- b. any attempt to “lock out” of the tenant under a lease of an Operating Center from accessing such Operating Center, or
- c. any other action (i) to obtain possession or exercise control over the FF&E, including, but not limited to seizure, removal, or destruction of the FF&E, or (ii) to create, perfect, or enforce any purported lien against the FF&E.

B. Notice

All notices required herein shall (i) be in writing, (ii) specify the Termination Action proposed to be taken and the legal and factual basis therefor, and (iii) be delivered by hand or overnight courier service **and** by e-mail to the following persons:

i. The Debtors:

RGN Group Holdings, LLC, *et al.*
Attn: James S. Feltman, Responsible Officer
3000 Kellway Drive, Suite 140
Carrollton, Texas 75006
E-mail: James.Feltman@DuffandPhelps.com

ii. The Debtors’ Counsel:

Faegre Drinker Biddle & Reath LLP
Attn: Patrick A. Jackson, Esq. and Ian J. Bambrick, Esq.
222 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
E-mail: Patrick.Jackson@faegredrinker.com
Ian.Bambrick@faegredrinker.com

With Copy, for Canadian Operating Centers, to:

Stikeman Elliott LLP
Attn: Mario Nigro and Lee Nicholson
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9
Canada
E-mail: mnigro@stikeman.com
leenicholson@stikeman.com

iii. **The Subchapter V Trustee:**

Natasha Songonuga, Esq.
Gibbons P.C.
300 Delaware Avenue, Suite 1015
Wilmington, Delaware 19801-1671
E-mail: nsongonuga@gibbons.com

Notices sent by hand or overnight courier service shall be deemed to have been given when received. Notices and other communications sent to an e-mail address shall be deemed received upon the sender's receipt of an acknowledgement from the intended recipient (such as by the "return receipt requested" function, as available, return e-mail or other written acknowledgement), provided that if such notice or other communication is not sent during the normal business hours of the recipient, such notice or communication shall be deemed to have been sent at the opening of business on the next business day for the recipient.

C. Noncompliance with Procedures

Any Termination Action purported to be taken in violation of these Notice Procedures shall be null and void *ab initio* pursuant to the Bankruptcy Court's equitable powers under section 105(a) of the Bankruptcy Code and as an act in violation of the automatic stay under section 362(a) of the Bankruptcy Code. Furthermore, any person that undertakes a Termination Action in knowing violation of these Notice Procedures may be subject to sanctions as provided by law.

D. Debtors' Right to Waive

The Debtors may, in writing, and in consultation with the Subchapter V Trustee, waive any and all of the foregoing restrictions, stays, and notification procedures contained in this Notice.

Dated: Wilmington Delaware
_____, 2020

BY ORDER OF THE COURT

EXHIBIT B

Proposed Final Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT 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. ___ & ___

**FINAL ORDER ESTABLISHING
NOTIFICATION PROCEDURES FOR LEASE TERMINATION**

Upon the *Debtor's Motion for Interim and Final Orders Establishing Notification Procedures for Lease Termination* (the "Motion")² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and the Court having entered an order granting the Motion on an interim basis on August __, 2020 [D.I. ___]; and upon consideration of the First-Day Declaration; and it appearing that (i) the Court has jurisdiction over these chapter 11 cases and the Motion under 28 U.S.C. §§ 1334(b), (e)(2), and 157, and the Order of Reference, (ii) venue of these chapter 11 cases and the Motion in this Court is proper under 28 U.S.C. §§ 1408 and 1409, (iii) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution, and (iv) notice of the Motion was adequate and proper under the circumstances,

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Number ("FEIN"), where applicable, are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

and no other or further notice need be given; and the Court having held a hearing to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before this Court; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is granted on an interim basis to the extent set forth herein.
2. The provisions of this Final Order shall be effective as of August 17, 2020.
3. The restrictions, notification requirements, and other procedures set forth in the notice annexed hereto as Exhibit 1 (the “Notice Procedures”) are hereby approved and shall apply to every Lease with a Lease Holder; *provided, however*, the Debtors may, in consultation with the Subchapter V Trustee, waive in writing, any and all restrictions, stays, and notification procedures set forth in the Notice Procedures.
4. Until further order of this Court to the contrary, any Termination Action with respect to a Lease with a Lease Holder in violation of the Notice Procedures shall be null and void *ab initio* pursuant to this Court’s equitable and case-management powers under section 105(a) and (d)(2) of the Bankruptcy Code, and as an act in violation of the automatic stay under section 362(a) of the Bankruptcy Code.
5. Any person or entity that takes a Termination Action in knowing violation of this Final Order or the Notice Procedures may be subject to such sanctions as this Court may consider appropriate pursuant to this Court’s equitable power under section 105(a) of the Bankruptcy Code.

6. The notice substantially in the form annexed hereto as Exhibit 1 is hereby approved, and the Debtors shall serve such notice upon every Landlord as soon as practicable following entry of this Final Order.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion.

8. Nothing contained in the Motion or this Final Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) an agreement or obligation to pay any claims, (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder, (iv) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (v) an approval, assumption, or rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

9. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

10. The requirements set forth in this Final Order are in addition to the requirements of otherwise applicable laws and do not excuse noncompliance therewith.

11. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Final Order.

12. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Final Order.

EXHIBIT 1 TO THE FINAL ORDER

Notice Procedures

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

In re:

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

Debtors.

Chapter 11

Case No. 20-_____ (BLS)
(Jointly Administered)

NOTICE PROCEDURES FOR TERMINATION ACTIONS BY LANDLORDS

TO: ALL LANDLORDS PARTY TO LEASES (I) GUARANTEED BY RGN-GROUP HOLDINGS, LLC, RGN-NATIONAL BUSINESS CENTERS, LLC, OR H WORK, LLC (F/K/A HQ GLOBAL WORKPLACES LLC); OR (II) OF PREMISES WHERE PERSONAL PROPERTY OWNED BY RGN-GROUP HOLDINGS, LLC IS LOCATED.

PLEASE TAKE NOTICE THAT, pursuant to that certain *Final Order Establishing Notification Procedures for Lease Termination* (the “Final Order”) entered by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) on _____, 2020, D.I. _____, the following restrictions, notification requirements (collectively, the “Notice Procedures”) apply to all premises (the “Operating Centers”) where either (i) the applicable lease was guaranteed by RGN-Group Holdings, LLC, RGN-National Business Centers, LLC, or H Work, LLC (f/k/a HQ Global Workplaces LLC), or (ii) furniture, fixture, or equipment owned by RGN-Group Holdings, LLC (“FF&E”) is located.

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Number (“FEIN”), where applicable, are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

E. Termination Restrictions

Not less than **fifteen (15) business days** prior to taking any of the below actions (each, a “Termination Action”), any landlord, or agent thereof (together, “Landlord”) shall provide notice to (i) the Debtors and the Debtors’ legal counsel, and (ii) the Debtors’ Subchapter V Trustee, in the form as described in the Notice section contained herein:

- c. any purported termination of any lease of an Operating Center,
- d. any attempt to “lock out” of the tenant under a lease of an Operating Center from accessing such Operating Center, or
- c. any other action (i) to obtain possession or exercise control over the FF&E, including, but not limited to seizure, removal, or destruction of the FF&E, or (ii) to create, perfect, or enforce any purported lien against the FF&E.

F. Notice

All notices required herein shall (i) be in writing, (ii) specify the Termination Action proposed to be taken and the legal and factual basis therefor, and (iii) be delivered by hand or overnight courier service, **and** by e-mail to the following persons:

i. **The Debtors:**

RGN Group Holdings, LLC, *et al.*
 Attn: James S. Feltman, Responsible Officer
 3000 Kellway Drive, Suite 140
 Carrollton, Texas 75006
 E-mail: James.Feltman@DuffandPhelps.com

ii. **The Debtors’ Counsel:**

Faegre Drinker Biddle & Reath LLP
 Attn: Patrick A. Jackson, Esq. and Ian J. Bambrick, Esq.
 222 Delaware Avenue, Suite 1410
 Wilmington, Delaware 19801
 E-mail: Patrick.Jackson@faegredrinker.com
 Ian.Bambrick@faegredrinker.com

With Copy, for Canadian Operating Centers, to:

Stikeman Elliott LLP
Attn: Mario Nigro and Lee Nicholson
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9
Canada
E-mail: mnigro@stikeman.com
leenicholson@stikeman.com

iii. **The Subchapter V Trustee:**

Natasha Songonuga, Esq.
Gibbons P.C.
300 Delaware Avenue, Suite 1015
Wilmington, Delaware 19801-1671
E-mail: nsongonuga@gibbons.com

Notices sent by hand or overnight courier service shall be deemed to have been given when received. Notices and other communications sent to an e-mail address shall be deemed received upon the sender's receipt of an acknowledgement from the intended recipient (such as by the "return receipt requested" function, as available, return e-mail or other written acknowledgement), provided that if such notice or other communication is not sent during the normal business hours of the recipient, such notice or communication shall be deemed to have been sent at the opening of business on the next business day for the recipient.

G. Noncompliance with Procedures

Any Termination Action purported to be taken in violation of these Notice Procedures shall be null and void *ab initio* pursuant to the Bankruptcy Court's equitable powers under section 105(a) of the Bankruptcy Code and as an act in violation of the automatic stay under section 362(a) of the Bankruptcy Code. Furthermore, any person that undertakes a Termination Action in knowing violation of these Notice Procedures may be subject to sanctions as provided by law.

H. Debtors' Right to Waive

The Debtors may, in writing, and in consultation with the Subchapter V Trustee, waive any and all of the foregoing restrictions, stays, and notification procedures contained in this Notice.

Dated: Wilmington Delaware
_____, 2020

BY ORDER OF THE COURT

TAB 3A

**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)

Ref. Dkt. No. 5

**ORDER APPOINTING EPIQ CORPORATE
RESTRUCTURING, LLC AS CLAIMS AND NOTICING AGENT
EFFECTIVE AS OF THE GUARANTOR DEBTORS' PETITION DATE**

Upon the application (the "Section 156(c) Application")² of the Debtors for entry of an order, pursuant to 28 U.S.C. § 156(c), section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2002 and Local Rule 2002-1(f), appointing Epiq as the Claims and Noticing Agent in the Chapter 11 Cases effective as of the Guarantor Debtors' Petition Date, to, among other things, (i) distribute required notices to parties in interest, (ii) receive, maintain, docket, and otherwise administer the proofs of claim filed in the Debtors' Chapter 11 Cases, and (iii) provide such other administrative services as required by the Debtors that would fall within the purview of services to be provided by the Clerk's office, all as more fully set forth in the Section 156(c) Application; and this Court having jurisdiction to consider the Section 156(c) Application and

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Numbers ("FEIN"), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Order of Reference; and consideration of the Section 156(c) Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having held a hearing to consider the relief requested in the Section 156(c) Application (the "Hearing"); and upon the First Day Declaration and the Young Declaration, the record of the Hearing, and all proceedings had before this Court; and this Court having determined that the legal and factual bases set forth in the Section 156(c) Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Section 156(c) Application is granted as set forth herein.
2. Notwithstanding the terms of the Retention Agreement attached to the Section 156(c) Application, the Section 156(c) Application is granted solely as set forth in this Order and solely with respect to the Claims and Noticing services set forth in the Services Schedule attached to the Retention Agreement.
3. Pursuant to 28 U.S.C. § 156(c), section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2002, and Local Rule 2002-1(f), the Debtors are authorized to retain Epiq as Claims and Noticing Agent in these Chapter 11 Cases, effective as of the Guarantor Debtors' Petition Date, under the terms of the Retention Agreement, and Epiq is authorized and directed to perform the Claims and Noticing Services and to receive, maintain, record, and otherwise

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed

administer the proofs of claim filed in these Chapter 11 Cases, and perform all related tasks as set forth in the Section 156(c) Application.

4. Epiq shall serve as the custodian of court records and shall be designated as the authorized repository for all proofs of claim filed in these Chapter 11 Cases, and is authorized and directed to maintain the official Claims Register for the Debtors, to provide public access to every proof of claim unless otherwise ordered by the Court, and to provide the Clerk with a certified duplicate thereof upon request of the Clerk.

5. Epiq is authorized and directed to obtain a post office box or address for the receipt of proofs of claim.

6. Epiq is authorized to take such other actions as required to comply with all duties set forth in the Section 156(c) Application and this Order.

7. Epiq shall comply with all requests of the Clerk and the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c).

8. Without further order of this Court, the Debtors are authorized to compensate Epiq in accordance with the terms and conditions of the Retention Agreement upon receipt of reasonably detailed monthly invoices setting forth the services provided by Epiq and the rates charged for each, and to reimburse Epiq for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for Epiq to file fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses.

to such terms in the Section 156(c) Application.

9. Epiq shall maintain records of all services showing dates, categories of services, fees charged, and expenses incurred, and shall serve monthly invoices on the Debtors, the U.S. Trustee, the Subchapter V Trustee, counsel for the Debtors, counsel for any statutory committee, and any party in interest that specifically requests service of the monthly invoices.

10. The parties shall meet and confer in an attempt to resolve any dispute that may arise relating to the Retention Agreement or monthly invoices, and the parties may seek resolution of the matter from this Court if resolution is not achieved.

11. Pursuant to section 503(b)(1)(A) of the Bankruptcy Code, Epiq's fees and expenses incurred in connection with the Claims and Noticing Services shall be an administrative expense of the Debtors' chapter 11 estates.

12. Epiq may apply its retainer to all prepetition invoices, which retainer shall be replenished to the original retainer amount of \$25,000 and thereafter Epiq may hold the retainer during these Chapter 11 Cases as security for payment of Epiq's final invoice for services rendered and expenses incurred under the Retention Agreement.

13. The Debtors are authorized to indemnify Epiq under the terms of the Retention Agreement, subject to the following modifications:

- a. Epiq shall not be entitled to indemnification, contribution, or reimbursement pursuant to the Retention Agreement for services other than the Claims and Noticing Services provided under the Retention Agreement, unless such services and the indemnification, contribution, or reimbursement therefor are approved by the Court;
- b. Notwithstanding anything to the contrary in the Retention Agreement, the Debtors shall have no obligation to indemnify Epiq, or provide contribution or reimbursement to Epiq, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from Epiq's gross negligence, willful misconduct, or fraud; (ii) for a contractual dispute in which the Debtors allege the breach of Epiq's contractual obligations if the Court determines that indemnification, contribution, or reimbursement would not be permissible pursuant to *In re United Artists Theatre Co.*, 315 F.3d 217 (3d Cir. 2003),

or (iii) settled prior to a judicial determination under (i) or (ii), but determined by this Court, after notice and a hearing, to be a claim or expense for which Claims and Noticing Agent should not receive indemnity, contribution, or reimbursement under the terms of the Retention Agreement as modified by this Order;

- c. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these Chapter 11 Cases (that order having become a final order no longer subject to appeal), or (ii) the entry of an order closing the Chapter 11 Cases, Epiq believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Retention Agreement (as modified by this Order), including without limitation the advancement of defense costs, Epiq must file an application therefor in this Court, and the Debtors may not pay any such amounts to Epiq before the entry of an order by this Court approving the payment. This paragraph is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by Epiq for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify Epiq. All parties in interest shall retain the right to object to any demand by Epiq for indemnification, contribution, or reimbursement.

14. In the event Epiq is unable to provide the Claims and Noticing Services, Epiq shall immediately notify the Clerk and the Debtors' counsel and cause all original proofs of claim and computer information to be turned over to another claims and noticing agent with the advice and consent of the Clerk and the Debtors' counsel.

15. The Debtors may submit a separate retention application, pursuant to section 327 of the Bankruptcy Code and/or any applicable law, for services that are to be performed by Epiq but are not specifically authorized by this Order.

16. Epiq shall not cease providing Claims and Noticing Services during these Chapter 11 Cases for any reason, including nonpayment, without an order of the Court.

17. In the event of any inconsistency between the Retention Agreement, the Section 156(c) Application, and this Order, this Order shall govern.

18. The Debtors and Epiq are authorized to take all actions necessary to effectuate the relief granted in this Order.

19. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: August 19th, 2020 Wilmington,
Delaware



**BRENDAN L. SHANNON UNITED STATES BANKRUPTCY
JUDGE**

TAB 3B

Dated: 08/21/2020

/s/ Violetta Blanco

Deputy Clerk of the U.S. Bankruptcy Court District of Delaware



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

In re:

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

Debtors.

Chapter 11

Case No. 20-11961 (BLS)
(Jointly Administered)

Ref. Dkt. Nos. 6 & 23

**ORDER AUTHORIZING RGN-NATIONAL BUSINESS
CENTERS, LLC TO SERVE AS FOREIGN REPRESENTATIVE
ON BEHALF OF THE DEBTORS' ESTATES**

Upon the motion (the "Motion")² of the Debtors for entry of an order: (i) authorizing RGN-National to act as a Foreign Representative on behalf of the Debtors' estates in the Canadian Proceedings; (ii) authorizing RGN-National to seek recognition by the Canadian Court of these chapter 11 cases and the orders made by the Court in these chapter 11 cases; (iii) requesting that the Canadian Court lend assistance to this Court in relation to the protection of the Debtors' estates in Canada, including by giving effect to the automatic stay under section 362(a) of the Bankruptcy Code in Canada; (iv) authorizing RGN-National to seek any other appropriate relief from the Canadian Court that RGN-National deems just and proper in the furtherance of the protection of the Debtors' estates; and (v) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Numbers ("FEIN"), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms used herein, but not otherwise defined, have the meanings given to them in the Motion.

28 U.S.C. §§ 157 and 1334 and the Order of Reference; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. All objections to the Motion or the relief requested therein, if any, that have not been made, withdrawn, waived, or settled, and all reservations of rights included therein, hereby are overruled on the merits.
3. RGN-National is hereby authorized to (i) act as the Foreign Representative of the Debtors; (ii) seek recognition of these chapter 11 cases in the Canadian Proceeding; (iii) request that the Canadian Court lend assistance to this Court in protecting the property of the estates; and (iv) seek any other appropriate relief from the Canadian Court that RGN-National deems just and proper in the furtherance of the protection of the Debtors' estates.

4. In order to clarify the responsibilities of the Subchapter V Trustee in relation to the Canadian Proceeding, until such time as RGN-National ceases to be a debtor in possession and the Court appoints the Subchapter V Trustee as the Foreign Representative, the Subchapter V Trustee shall not operate as the Foreign Representative and the Debtors shall indemnify and hold the Subchapter V Trustee and any professional retained by the Subchapter V Trustee in these cases harmless from and against any and all losses, claims, damages, liabilities, deficiencies, actions, suits, proceedings, costs, or expenses whatsoever arising out of, based upon, or in any way related or attributed to the actions taken by the Foreign Representative, or any failures to act by the Foreign Representative, as part of the Canadian Proceeding.

5. This Court requests the aid and assistance of the Canadian Court to recognize these chapter 11 cases as a “foreign main proceeding” and RGN-National as a “foreign representative” pursuant to the CCAA, and to recognize and give full force and effect in all provinces and territories of Canada to this Order.

6. This Court requests the assistance of the Canadian Court to act in aid of and be auxiliary to this Court in relation to the protection of the Debtors’ estates in Canada, including by giving effect to the automatic stay under section 362(a) of the Bankruptcy Code in Canada.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

[Remainder of page intentionally left blank.]

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: August 20th, 2020 Wilmington,
Delaware



**BRENDAN L. SHANNON UNITED STATES BANKRUPTCY
JUDGE**

TAB 3C

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

In re:

Chapter 11

RGN-GROUP HOLDINGS, LLC, a Delaware
limited liability company, *et al.*¹Case No. 20-11961 (BLS)
(Jointly Administered)

Debtors.

Docket Ref. Nos. 14 & 4

**ORDER (I) DIRECTING JOINT ADMINISTRATION AND (II) AUTHORIZING THE
FILING OF A CONSOLIDATED CREDITOR MATRIX**

Upon the motion [Case No. 20-11894; D.I. 14] (the “Motion”)² and the joinder [Case No. 20-11961; D.I. 4] (the “Joinder”) filed by the above-captioned Debtors for entry of an order under section 105(a) of the Bankruptcy Code, Bankruptcy Rules 1001, 1007, and 1015, and Local Rules 1001-1(c) and 1015-1 authorizing (i) the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (ii) the filing of a consolidated creditor matrix in lieu of separate mailing matrices for each Debtor; and it appearing that (i) the Court has jurisdiction over these chapter 11 cases and the Motion under 28 U.S.C. §§ 1334(b) and 157, and the Order of Reference, (ii) venue of these chapter 11 cases and the Motion in this Court is proper under 28 U.S.C. §§ 1408 and 1409, (iii) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s Federal Employer Identification Numbers (“FEIN”), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Responsible Officer).

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

Constitution, and (iv) notice of the Motion and Joinder was adequate and proper under the circumstances, and no other or further notice need be given; and the Court having held a hearing to consider the relief requested in the Motion and the Joinder; and upon the record of the hearing and all of the proceedings had before this Court; and it appearing that the relief requested in the Motion and the Joinder is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and that the legal and factual bases set forth in the Motion and the Joinder establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion and the Joinder are GRANTED, as set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.
3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 20-11961 (BLS) in accordance with the provisions of Bankruptcy Rule 1015 and Local Rule 1015-1.
4. The caption of pleadings and other documents filed in the jointly administered cases shall read as follows:

In re:

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

Debtors.

Chapter 11

Case No. 20-11961 (BLS)
(Jointly Administered)

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's Federal Employer Identification Numbers ("FEIN"), where applicable are as follows: RGN-Group Holdings, LLC, RGN-National Business Centers, LLC (7723), H Work, LLC (4516), RGN-Columbus IV, LLC, RGN-Chapel Hill II, LLC, RGN-Chicago XVI, LLC, and RGN-Fort

Lauderdale III, LLC. The aforementioned Debtors that do not include a FEIN are disregarded entities for tax purposes and do not have FEINs. The mailing address for the Debtors is 3000 Kellway Drive, Suite 140, Carrollton, Texas 75006 (Attn: James S. Feltman, Officer).

5. The caption set forth above shall be deemed to satisfy any applicable requirements of section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n).
6. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of RGN-GROUP HOLDINGS, LLC, Case No. 20-11961 (BLS).
7. A docket entry shall be made in the chapter 11 cases of the Debtors other than RGN-GROUP HOLDINGS, LLC substantially as follows:

An order has been entered in this case consolidating this case with the case of RGN-GROUP HOLDINGS, LLC, Case No. 20-11961 (BLS), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 20-11961 (BLS) should be consulted for all matters affecting this case.
8. Any creditor filing a proof of claim against any of the Debtors shall clearly assert such claim against the particular Debtor obligated on such claim and not against the jointly administered Debtors, except as otherwise provided in any other order of this Court.
9. The Debtors are authorized to file a consolidated Creditor Matrix; however, for the avoidance of doubt, this Order does not otherwise modify the Debtors' reporting obligations.
10. The procedural relief requested in the Motion and the Joinder and granted by this Order is for administrative purposes only, and nothing contained in the Motion, the Joinder, or this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of the Debtors or their estates.
11. This Order shall take effect immediately upon entry.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implantation, interpretation, and enforcement of this Order.

Dated: August 20th, 2020 Wilmington,
Delaware



**BRENDAN L. SHANNON UNITED STATES BANKRUPTCY
JUDGE**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C 36, AS AMENDED AND 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

Court File No. _____

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceeding commenced at Toronto

COMPENDIUM
(Returnable August 24, 2020)

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5300 Commerce Court West
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Lawyers for the Foreign Representative