



Court File No. CV-23-00709258-00CL

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

THE HONOURABLE

)

THURSDAY, THE 16<sup>TH</sup>

JUSTICE CONWAY

)

DAY OF NOVEMBER, 2023

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

**AND IN THE MATTER OF 9670416 CANADA INC., WEWORK CANADA  
GP ULC AND WEWORK CANADA LP ULC**

**APPLICATION OF WEWORK INC. UNDER SECTION 46 OF THE  
*COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS  
AMENDED**

Applicant

**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

**THIS APPLICATION**, made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, by WeWork Inc. (the "**WeWork Parent**"), in its capacity as the foreign representative (in such capacity, the "**Foreign Representative**") in respect of the proceedings commenced on November 6, 2023, in the United States Bankruptcy Court for the District of New Jersey pursuant to chapter 11 of title 11 of the United States Code (the "**Foreign Proceeding**"), for an Order substantially in the form enclosed in the Supplemental Application Record of the WeWork Parent, was heard this day by judicial videoconference in Toronto, Ontario.

**ON READING** the Notice of Application, the affidavit of David Tolley sworn November 7, 2023, and the affidavit of David Tolley sworn November 14, 2023, each filed, and upon being provided with copies of the documents required by section 46 of the CCAA,

**AND UPON BEING ADVISED** by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) (the “**Supplemental Order**”) is being sought,

**AND UPON HEARING** the submissions of counsel for the Foreign Representative, counsel for Alvarez & Marsal Canada Inc., in its capacity as the proposed information officer (the “**Information Officer**”), and counsel for such other parties as were present and wished to be heard:

#### **SERVICE**

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

#### **FOREIGN REPRESENTATIVE**

2. **THIS COURT ORDERS** that the Foreign Representative is the “foreign representative” as defined in section 45 of the CCAA in respect of the Foreign Proceeding.

#### **CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING**

3. **THIS COURT ORDERS** that the centre of its main interests for each of 9670416 Canada Inc., WeWork Canada GP ULC and WeWork Canada LP ULC (collectively, the “**Canadian Debtors**” and each a “**Canadian Debtor**”) and 700 2 Street Southwest Tenant LP, 4635 Lougheed Highway Tenant LP and 1090 West Pender Street Tenant LP (the “**Canadian Limited Partnerships**” and each a “**Canadian Limited Partner**”, and collectively with the Canadian Debtors, the “**WeWork Canadian Entities**” and each a “**WeWork Canadian Entity**”) is the United States of America and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA in respect of the WeWork Canadian Entities.

## STAY OF PROCEEDINGS

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any WeWork Canadian Entity under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 or the *Winding-up and Restructuring Act*, R.S.C. 1985, c. W-11, are stayed;
- (b) further proceedings in any action, suit or proceeding against any WeWork Canadian Entity are restrained; and
- (c) the commencement of any action, suit or proceeding against any WeWork Canadian Entity is prohibited.

## NO SALE OF PROPERTY

5. **THIS COURT ORDERS** that, except with leave of this Court, each of the WeWork Canadian Entities is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

## GENERAL

6. **THIS COURT ORDERS** that within five (5) business days from the date of this Order, or as soon as practicable thereafter, the Foreign Representative, with the assistance of the Information Officer, shall cause to be published, once a week for two consecutive weeks, a notice substantially in the form attached to this Order as Schedule “A” in *The Globe and Mail* (National Edition).

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, or regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the WeWork Canadian Entities, the Foreign Representative, the Information Officer and their respective counsel and agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that the Interim Stay Order (Foreign Proceeding) of this Court dated November 7, 2023 (the “**Interim Stay Order**”) shall be of no further force and effect once this Order and the Supplemental Order become effective, and that this Order shall be effective as of 12:01 a.m. on the date of this Order without the need for entry or filing of this Order, provided that nothing herein shall invalidate any action taken in compliance with the Interim Stay Order prior to the effectiveness of this Order and the Supplemental Order.

9. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days’ notice to the WeWork Canadian Entities, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

  
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Justice Conway

**Schedule “A” – Notice of Recognition Orders**

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

**AND IN THE MATTER OF 9670416 CANADA INC., WEWORK CANADA GP ULC  
AND WEWORK CANADA LP ULC (COLLECTIVELY, THE “CANADIAN  
DEBTORS”)**

**NOTICE OF RECOGNITION ORDERS**

**PLEASE BE ADVISED** that this Notice is being published pursuant to an Initial Recognition Order (Foreign Main Proceeding) of the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) granted on November 16, 2023 (the “**Initial Recognition Order**”).

**PLEASE TAKE NOTICE** that on November 6, 2023, WeWork Inc. (the “**WeWork Parent**”) and certain of its subsidiaries and affiliates, including 9670416 Canada Inc., WeWork Canada GP ULC, WeWork Canada LP ULC, 700 2 Street Southwest Tenant LP, 4635 Lougheed Highway Tenant LP and 1090 West Pender Street Tenant LP (collectively, the “**WeWork Canadian Entities**”), commenced voluntary proceedings (the “**Chapter 11 Proceedings**”) pursuant to chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the District of New Jersey (the “**U.S. Bankruptcy Court**”). In connection with the Chapter 11 Proceedings, the WeWork Parent was appointed to act as a representative (in such capacity, the “**Foreign Representative**”) in respect of the Chapter 11 Proceedings. The Foreign Representative’s address is 12 East 49th Street, 3rd Floor, New York, NY 10017, USA. The WeWork Parent and the WeWork Canadian Entities carry on business in Canada under the name “WeWork”.

**AND TAKE NOTICE** that the Initial Recognition Order and a Supplemental Order (Foreign Main Proceeding) (collectively with the Initial Recognition Order, the “**Recognition Orders**”) have been issued by the Canadian Court in proceedings (the “**Canadian Recognition Proceedings**”) under Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), among other things: (i) declaring that the Chapter 11 Proceedings are recognized as a “foreign main proceeding”, as defined in section 45 of the CCAA, in respect of the WeWork Canadian Entities; (ii) granting a stay of proceedings against the WeWork Canadian Entities and WeWork Companies U.S. LLC (the “**Real Property Obligor**”); (iii) prohibiting the commencement of any proceedings against the WeWork Canadian Entities, or their respective directors and officers in Canada, the Real Property Obligor, absent further order of the Canadian Court; (iv) recognizing certain orders granted by the U.S. Bankruptcy Court in the Chapter 11 Proceedings; and (v) appointing Alvarez & Marsal Canada Inc. as the information officer with respect to the Canadian Recognition Proceedings (the “**Information Officer**”).

**AND TAKE NOTICE** that motions, orders and notices filed with the U.S. Bankruptcy Court in the Chapter 11 Proceedings are available at: <https://dm.epiq11.com/case/WeWork>, and that the Recognition Orders, and any other orders that may be granted by the Canadian Court in the Canadian Recognition Proceedings, are available at: <https://www.alvarezandmarsal.com/WeWorkCanada>.

**AND TAKE NOTICE** that counsel for the Foreign Representative is:

Goodmans LLP  
Bay Adelaide Centre – West Tower  
333 Bay Street, Suite 3400  
Toronto, ON M5H 2S7

Attention: WeWork Canadian Recognition Proceedings  
Phone: (416) 979-2211  
Email: [weworkcanadianrecognition@goodmans.ca](mailto:weworkcanadianrecognition@goodmans.ca)

**PLEASE FINALLY TAKE NOTICE** that if you wish to receive copies of the Recognition Orders or obtain further information in respect of the matters set forth in this Notice, you may contact the Information Officer at:

Alvarez & Marsal Canada Inc.  
Royal Bank Plaza, South Tower  
200 Bay Street, Suite 2900  
P.O. Box 22  
Toronto, ON M5J 2J5

Attention: WeWork Canadian Recognition Proceedings  
Phone: (416) 847-5191  
Email: [WeWorkCanada@alvarezandmarsal.com](mailto:WeWorkCanada@alvarezandmarsal.com)

DATED AT TORONTO, ONTARIO this [●] day of November, 2023.

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Applicant

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

Proceeding commenced at Toronto

**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

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