

ESTTA Tracking number: **ESTTA1026610**

Filing date: **01/03/2020**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

| | |
|------------------------|--|
| Proceeding | 91246797 |
| Party | Plaintiff WeWork Companies Inc. |
| Correspondence Address | LEO KITTAY FROSS ZELNICK LEHRMAN & ZISSU PC 4 TIMES SQUARE 17TH FLOOR NEW YORK, NY 10036 UNITED STATES lkittay@fzlz.com, lpopp-rosenberg@fzlz.com, ttabfiling@fzlz.com, mgoldstein@fzlz.com 212-813-5900 |
| Submission | Motion to Join/Substitute Party |
| Filer's Name | Sean F. Harb |
| Filer's email | lkittay@fzlz.com, lpopp-rosenberg@fzlz.com, ttabfiling@fzlz.com, sharb@fzlz.com |
| Signature | /Sean F. Harb/ |
| Date | 01/03/2020 |
| Attachments | Motion to Substitute.pdf(1830634 bytes) |

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

WEWORK COMPANIES INC.,

Opposer,

v.

WE TALK ENTERPRISES, LLC,

Applicant.

Opposition No. 91246797

MOTION TO SUBSTITUTE OPPOSER

Opposer files this Motion to Substitute Opposer, seeking to substitute the entity WeWork Companies LLC for the current named opposer WeWork Companies Inc., an entity which no longer exists.

On July 15, 2019, the original opposing entity WeWork Companies Inc. was merged into the entity The We Company MC LLC, as reflected in the Notice of Recordation recorded with the Assignment Recordation Branch of the U.S. Patent & Trademark Office (“USPTO”) at Reel 6707, Frame 0732. A copy of the recordation document is attached hereto as Exhibit A. The surviving entity of this merger was The We Company MC LLC, and as of July 15, 2019, the entity WeWork Companies Inc. no longer existed.

Also on July 15, 2019, The We Company MC LLC was divided into two companies, one of which is WeWork Companies LLC, as reflected in the Notice of Recordation recorded with the Assignment Recordation Branch of the USPTO at Reel 6728, Frame 0125. A copy of the recordation document is attached hereto as Exhibit B. Following the division, WeWork Companies LLC is the record owner of the trademarks previously owned and asserted by WeWork Companies Inc. in this proceeding. See Exhibit C.

Accordingly, Opposer respectfully requests that its name in this proceeding be substituted from WeWork Companies Inc. to WeWork Companies LLC. See TBMP § 512.01.

Dated: New York, New York
January 3, 2020

FROSS ZELNICK LEHRMAN & ZISSU, P.C.

By: /Sean F. Harb/
Laura Popp-Rosenberg
Leo Kittay
Sean F. Harb
151 West 42nd Street, 17th Floor
New York, NY 10036
Phone: (212) 813-5900
Email: lpopp-rosenberg@fzlz.com
lkittay@fzlz.com
sharb@fzlz.com

Attorneys for Opposer

EXHIBIT A

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM534450

| | | | |
|------------------------------------|-------------------------------------|-------------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 07/15/2019 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| WEWORK COMPANIES INC. | | 07/15/2019 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | THE WE COMPANY MC LLC | | |
| Street Address: | 115 West 18th Street | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10011 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 109 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4832126 | A PHYSICAL SOCIAL NETWORK | |
| Serial Number: | 88510265 | ACCESS LABS | |
| Registration Number: | 5176213 | BE THE FOUNDER OF YOUR LIFE | |
| Serial Number: | 88195155 | BY WE | |
| Serial Number: | 88975390 | BY WE | |
| Serial Number: | 88251989 | BY WE | |
| Serial Number: | 88273278 | BY WE | |
| Serial Number: | 88273320 | BY WE | |
| Serial Number: | 87662672 | BY WE | |
| Serial Number: | 88227719 | BY WE | |
| Serial Number: | 88292921 | CHANGE THINGS | |
| Serial Number: | 86481620 | CREATE YOUR LIFE'S WORK | |
| Serial Number: | 88255428 | CREATOR | |
| Registration Number: | 5251841 | CREATOR AWARDS | |
| Registration Number: | 5430212 | CREATOR AWARDS | |
| Serial Number: | 88484053 | DECONSTRUCTED | |
| Registration Number: | 4834367 | DO WHAT YOU LOVE | |
| Serial Number: | 88252576 | ELEVATING THE WORLD'S CONSCIOUSNESS | |

CH \$2740.00 4832126

| Property Type | Number | Word Mark |
|----------------------|----------|----------------------------------|
| Serial Number: | 88473366 | FIND YOUR MISSION |
| Registration Number: | 4547287 | FULLSTART |
| Serial Number: | 88506095 | HERE WE CAN |
| Serial Number: | 87623539 | HUMANIZE |
| Serial Number: | 88510260 | LEARN.LOVE.CODE |
| Serial Number: | 88474367 | MADE BY WE |
| Registration Number: | 5423743 | MAILROOM |
| Serial Number: | 88391585 | ORIGINALS BY WE |
| Serial Number: | 87597679 | POWERED BY WE |
| Serial Number: | 87598286 | POWERED BY WE |
| Serial Number: | 88254028 | SOLFL |
| Serial Number: | 88413853 | START INS |
| Serial Number: | 88424376 | STUDENT OF LIFE FOR LIFE |
| Registration Number: | 4996094 | THANK GOD IT'S MONDAY |
| Registration Number: | 4785588 | THE COMMUNITY OF CREATORS WEWORK |
| Registration Number: | 4742750 | THE FLATIRON SCHOOL |
| Serial Number: | 88254109 | THE WE COMPANY |
| Serial Number: | 88254098 | THE WE COMPANY |
| Serial Number: | 88975222 | THE WE COMPANY |
| Serial Number: | 88484068 | UP ALL NIGHT |
| Serial Number: | 88166931 | W |
| Serial Number: | 88631398 | |
| Serial Number: | 87736778 | WE SJ |
| Serial Number: | 88232116 | WE |
| Serial Number: | 88252003 | WE |
| Serial Number: | 88317829 | WE |
| Serial Number: | 88252582 | WE ARE ALL ONE |
| Serial Number: | 87632253 | WE ARE HUMAN |
| Serial Number: | 88255727 | WE ARE ONE |
| Serial Number: | 86913153 | WE FAMILY |
| Serial Number: | 86685218 | WE GENERATION |
| Serial Number: | 87644859 | WE HUMANIZE |
| Serial Number: | 87643900 | WE |
| Serial Number: | 87979850 | WE |
| Serial Number: | 88195604 | WE |
| Serial Number: | 88195636 | WE |
| Serial Number: | 88195626 | WE |
| Serial Number: | 88232262 | WE |

| Property Type | Number | Word Mark |
|----------------------|----------|---------------|
| Serial Number: | 88289059 | WE |
| Serial Number: | 88383181 | WE |
| Serial Number: | 88428950 | WE |
| Registration Number: | 5144928 | WE MEMBERSHIP |
| Serial Number: | 87904018 | WE MRKT |
| Registration Number: | 3784452 | WE WORK |
| Serial Number: | 88242733 | WE WORK |
| Serial Number: | 88239232 | WE.CO |
| Serial Number: | 86948112 | WECOMMUNITY |
| Serial Number: | 86913170 | WEFAMILY |
| Serial Number: | 87659804 | WEGROW |
| Registration Number: | 5783363 | WEGROW |
| Serial Number: | 88239449 | WEGROW |
| Serial Number: | 88254079 | WEGROW |
| Serial Number: | 87623435 | WEHUMANIZE |
| Serial Number: | 87661326 | WEID |
| Serial Number: | 87648311 | WELEARN |
| Registration Number: | 5380816 | WELIVE |
| Registration Number: | 4983663 | WELIVE |
| Registration Number: | 5675496 | WELIVE |
| Registration Number: | 5042982 | WELIVE |
| Registration Number: | 5763695 | WELIVE |
| Registration Number: | 5033257 | WELIVE |
| Serial Number: | 88195340 | WELIVE |
| Serial Number: | 88445271 | WELIVE |
| Serial Number: | 88499886 | WELIVE |
| Registration Number: | 5049826 | WELKIO |
| Serial Number: | 86779850 | WELOVE |
| Serial Number: | 87301010 | WELOVE |
| Serial Number: | 87437333 | WELOVE |
| Serial Number: | 88018731 | WEMOVE |
| Serial Number: | 87904076 | WEMRKT |
| Registration Number: | 4015942 | WEWORK |
| Registration Number: | 5119654 | WEWORK |
| Registration Number: | 5119653 | WEWORK |
| Registration Number: | 4453874 | WEWORK |
| Registration Number: | 5276604 | WEWORK |
| Registration Number: | 4838465 | WEWORK |

| Property Type | Number | Word Mark |
|----------------------|----------|------------------------|
| Registration Number: | 5595961 | WEWORK |
| Registration Number: | 4898712 | WEWORK |
| Registration Number: | 5504982 | WEWORK |
| Serial Number: | 87006295 | WEWORK |
| Serial Number: | 87079942 | WEWORK |
| Serial Number: | 88166109 | WEWORK |
| Serial Number: | 88289066 | WEWORK |
| Serial Number: | 88317856 | WEWORK |
| Serial Number: | 88057957 | WEWORK |
| Serial Number: | 87299391 | WEWORK CREATOR AWARDS |
| Registration Number: | 4818504 | WEWORK LABS |
| Serial Number: | 88383171 | WEWORK LABS |
| Serial Number: | 88424425 | WEWORK NOW |
| Serial Number: | 86845536 | WEWORLD |
| Serial Number: | 88458266 | WHAT COULD BE, WILL BE |

CORRESPONDENCE DATA

Fax Number: 2128135901

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2128135900

Email: assignments@fzlj.com

Correspondent Name: ALLISON STRICKLAND RICKETTS

Address Line 1: FROSS ZELNICK LEHRMAN & ZISSU, P.C.

Address Line 2: 151 West 42nd Street, 17th Floor

Address Line 4: NEW YORK, NEW YORK 10036

ATTORNEY DOCKET NUMBER: WEWO 1909842

NAME OF SUBMITTER: Anca Nicolescu

SIGNATURE: /anca nicolescu/

DATE SIGNED: 07/31/2019

Total Attachments: 6

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Delaware

The First State

Page 1

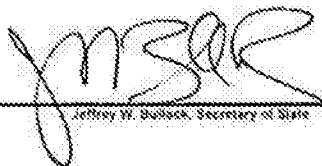
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WEWORK COMPANIES INC.", A DELAWARE CORPORATION,

WITH AND INTO "THE WE COMPANY MC LLC" UNDER THE NAME OF "THE WE COMPANY MC LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JULY, A.D. 2019, AT 10:05 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

7389680 8100M
SR# 20195979926

Authentication: 203220432
Date: 07-16-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 006707 FRAME: 0736

CERTIFICATE OF MERGER
OF
WEWORK COMPANIES INC.
INTO
THE WE COMPANY MC LLC

July 15, 2019

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware and Sections 251(g) and 264 of the General Corporation Law of the State of Delaware

FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities is: The We Company MC LLC, a Delaware limited liability company (the "LLC") and WeWork Companies Inc., a Delaware corporation (the "Corporation").

SECOND: The LLC and the Corporation have entered into an Agreement and Plan of Merger, dated as of May 30, 2019 (the "Merger Agreement"), providing for the merger of the Corporation with and into the LLC pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA") and 264 of the General Corporation Law of the State of Delaware (the "DGCL"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA, in the case of the LLC, and Sections 103, 264, and 251(g) of the DGCL, in the case of the Corporation.

THIRD: The We Company MC LLC shall be the surviving entity of the merger (the "Surviving LLC").

FOURTH: The Merger Agreement is on file at an office of the Surviving LLC at 115 West 18th Street, New York, NY 10011. A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the LLC or to any stockholder of the Corporation.

FIFTH: This Certificate of Merger shall be effective as of July 15, 2019.

IN WITNESS WHEREOF, the Surviving LLC has caused this Certificate of Merger to be duly executed as of the date set forth above.

THE WE COMPANY MC LLC

By: 

Name: Jared DeMatteis

Title: Authorized Person

[Signature Page to Certificate of Merger of WeWork Companies Inc. into The We Company MC LLC]

TRADEMARK
REEL: 006707 FRAME: 0738

| TRADEMARK | APPLICATION NO | REGISTRATION NO |
|---|----------------|-----------------|
| A PHYSICAL SOCIAL NETWORK | 85/550,220 | 4832126 |
| ACCESS LABS | 88/510,265 | |
| BE THE FOUNDER OF YOUR LIFE | 87/156,485 | 5176213 |
| BY WE | 88/195,155 | |
| BY WE | 88/975,390 | |
| BY WE | 88/251,989 | |
| BY WE | 88/273,278 | |
| BY WE | 88/273,320 | |
| BY WE and Design | 87/662,672 | 5549050 |
| BY WE and Design | 88/227,719 | |
| CHANGE THINGS | 88/292,921 | |
| CREATE YOUR LIFE'S WORK | 86/481,620 | 4785831 |
| CREATOR | 88/255,428 | |
| CREATOR AWARDS | 86/856,575 | 5251841 |
| CREATOR AWARDS | 87/275,136 | 5430212 |
| DECONSTRUCTED | 88/484,053 | |
| DO WHAT YOU LOVE | 86/062,112 | 4834367 |
| ELEVATING THE WORLD'S CONSCIOUSNESS | 88/252,576 | |
| FIND YOUR MISSION | 88/473,366 | |
| FULLSTART | 86/088,020 | 4547287 |
| HERE WE CAN | 88/506,095 | |
| HUMANIZE | 87/623,539 | |
| LEARN.LOVE.CODE | 88/510,260 | |
| MADE BY WE | 88/474,367 | |
| MAILROOM | 86/577,060 | 5423743 |
| ORIGINALS BY WE | 88/391,585 | |
| POWERED BY WE | 87/597,679 | |
| POWERED BY WE Logo | 87/598,286 | |
| SOLFL | 88/254,028 | |
| START INS | 88/413,853 | |
| STUDENT OF LIFE FOR LIFE | 88/424,376 | |
| THANK GOD IT'S MONDAY | 86/636,059 | 4996094 |
| The Community of Creators WeWork Logo | 86/478,830 | 4785588 |
| THE FLATIRON SCHOOL | 86390974 | 4742750 |
| THE WE COMPANY | 88/254,109 | |
| THE WE COMPANY | 88/254,098 | |
| THE WE COMPANY | 88/975,222 | |
| UP ALL NIGHT | 88/484,068 | |
| W and Rainbow Device | 88/166,931 | |
| WE | 86/631,398 | |
| WE (HEART) SJ | 87/736,778 | |
| WE and Circle Design in Black Box Label | 88/232116 | |
| WE and Circle Design in Black Box Label | 88/252,003 | |

| | | |
|---|------------|---------|
| WE and Circle Design in Black Box Label | 88/317,829 | |
| WE ARE ALL ONE | 88/252,582 | |
| WE ARE HUMAN | 87/632,253 | |
| WE ARE ONE | 88/255,727 | |
| WE FAMILY | 86/913,153 | |
| WE GENERATION | 86/685,218 | |
| WE HUMANIZE | 87/644,859 | |
| WE In Circle Logo | 87/643,900 | |
| WE In Circle Logo | 87/979,850 | |
| WE In Circle Logo | 88/195,604 | |
| WE In Circle Logo | 88/195,636 | |
| WE In Circle Logo | 88/195,626 | |
| WE In Circle Logo | 88/232,262 | |
| WE In Circle Logo | 88/289,059 | |
| WE In Circle Logo | 88/383,181 | |
| WE In Circle Logo | 88/428,950 | |
| WE MEMBERSHIP | 86/970,677 | 5144928 |
| WE MRKT | 87/904,018 | |
| WE WORK | 77/833,178 | 3784452 |
| WE WORK | 88/242,733 | |
| WE.CO | 88/239,232 | |
| WECOMMUNITY | 86/948,112 | |
| WEFAMILY | 86/913,170 | |
| WEGROW | 87/659,804 | |
| WEGROW | 87/980,783 | 5783363 |
| WEGROW | 88/239,449 | |
| WEGROW (stylized) | 88/254,079 | |
| WEHUMANIZE | 87/623,435 | |
| WEID | 87/661,326 | |
| WELEARN | 87/648,311 | |
| WELIVE | 86/084,940 | 5380816 |
| WELIVE | 86/147,150 | 4983663 |
| WELIVE | 86/483,282 | 5675496 |
| WELIVE | 86/979,815 | 5042982 |
| WELIVE | 86/596,496 | 5763695 |
| WELIVE | 86/976,953 | 5033257 |
| WELIVE | 88/195,340 | |
| WELIVE Logo | 88/445,271 | |
| WELIVE Logo | 88/499,886 | |
| WELKIO | 86/948,182 | 5049826 |
| WELOVE | 86/779,850 | |
| WELOVE | 87/301,010 | |
| WELOVE | 87/437,333 | |
| WEMOVE | 88/018,731 | |

| | | |
|----------------------------|------------|---------|
| WEMRKT | 87/904,076 | |
| WEWORK | 85/231,506 | 4015942 |
| WEWORK | 85/868,860 | 5119654 |
| WEWORK | 85/868,853 | 5119653 |
| WEWORK | 85/883,629 | 4453874 |
| WEWORK | 86/116,984 | 5276604 |
| WEWORK | 86/977,013 | 4838465 |
| WEWORK | 86/554,318 | 5595961 |
| WEWORK | 86/709,813 | 4898712 |
| WEWORK | 87/977,502 | 5504982 |
| WEWORK | 87/006,295 | |
| WEWORK | 87/079,942 | |
| WEWORK | 88/166,109 | |
| WEWORK | 88/289,066 | |
| WEWORK (stylized in black) | 88/317,856 | |
| WEWORK (Stylized) | 88/057,957 | |
| WEWORK CREATOR AWARDS | 87/299,391 | 5505947 |
| WEWORK LABS | 86/088,019 | 4818504 |
| WEWORK LABS | 88/383,171 | |
| WEWORK NOW | 88/424,425 | |
| WEWORLD | 86/845,536 | |
| WHAT COULD BE, WILL BE | 88/458,266 | |

EXHIBIT B

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM534780

| | |
|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Division of LLC. The We Company MC LLC was divided into two companies, one of which is WeWork Companies LLC. Certificate of Division recorded herewith. Following division, WeWork Companies LLC is the owner of the trademarks on the schedule. |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------|----------|----------------|--|
| The We Company MC LLC | | 07/15/2019 | Limited Liability Company: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | WeWork Companies LLC |
| Street Address: | 115 West 18th Street |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10011 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 109

| Property Type | Number | Word Mark |
|-----------------------------|----------|-----------------------------|
| Registration Number: | 4832126 | A PHYSICAL SOCIAL NETWORK |
| Serial Number: | 88510265 | ACCESS LABS |
| Registration Number: | 5176213 | BE THE FOUNDER OF YOUR LIFE |
| Serial Number: | 88195155 | BY WE |
| Serial Number: | 88975390 | BY WE |
| Serial Number: | 88251989 | BY WE |
| Serial Number: | 88273278 | BY WE |
| Serial Number: | 88273320 | BY WE |
| Registration Number: | 5549050 | BY WE |
| Serial Number: | 88227719 | BY WE |
| Serial Number: | 88292921 | CHANGE THINGS |
| Registration Number: | 4785831 | CREATE YOUR LIFE'S WORK |
| Serial Number: | 88255428 | CREATOR |
| Registration Number: | 5251841 | CREATOR AWARDS |
| Registration Number: | 5430212 | CREATOR AWARDS |
| Serial Number: | 88484053 | DECONSTRUCTED |
| Serial Number: | 86062112 | DO WHAT YOU LOVE |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------------------------|
| Serial Number: | 88252576 | ELEVATING THE WORLD'S CONSCIOUSNESS |
| Serial Number: | 88473366 | FIND YOUR MISSION |
| Registration Number: | 4547287 | FULLSTART |
| Serial Number: | 88506095 | HERE WE CAN |
| Serial Number: | 87623539 | HUMANIZE |
| Serial Number: | 88510260 | LEARN.LOVE.CODE |
| Serial Number: | 88474367 | MADE BY WE |
| Registration Number: | 5423743 | MAILROOM |
| Serial Number: | 88391585 | ORIGINALS BY WE |
| Serial Number: | 87597679 | POWERED BY WE |
| Serial Number: | 87598286 | POWERED BY WE |
| Serial Number: | 88254028 | SOLFL |
| Serial Number: | 88413853 | START INS |
| Serial Number: | 88424376 | STUDENT OF LIFE FOR LIFE |
| Registration Number: | 4996094 | THANK GOD IT'S MONDAY |
| Registration Number: | 4785588 | THE COMMUNITY OF CREATORS WEWORK |
| Registration Number: | 4742750 | THE FLATIRON SCHOOL |
| Serial Number: | 88254109 | THE WE COMPANY |
| Serial Number: | 88254098 | THE WE COMPANY |
| Serial Number: | 88975222 | THE WE COMPANY |
| Serial Number: | 88484068 | UP ALL NIGHT |
| Serial Number: | 88166931 | W |
| Serial Number: | 86631398 | WE |
| Serial Number: | 87736778 | WE SJ |
| Serial Number: | 88232116 | WE |
| Serial Number: | 88252003 | WE |
| Serial Number: | 88317829 | WE |
| Serial Number: | 88252582 | WE ARE ALL ONE |
| Serial Number: | 87632253 | WE ARE HUMAN |
| Serial Number: | 88255727 | WE ARE ONE |
| Serial Number: | 86913153 | WE FAMILY |
| Serial Number: | 86685218 | WE GENERATION |
| Serial Number: | 87644859 | WE HUMANIZE |
| Serial Number: | 87643900 | WE |
| Serial Number: | 87979850 | WE |
| Serial Number: | 88195604 | WE |
| Serial Number: | 88195636 | WE |
| Serial Number: | 88195626 | WE |

| Property Type | Number | Word Mark |
|----------------------|----------|---------------|
| Serial Number: | 88232262 | WE |
| Serial Number: | 88289059 | WE |
| Serial Number: | 88383181 | WE |
| Serial Number: | 88428950 | WE |
| Registration Number: | 5144928 | WE MEMBERSHIP |
| Serial Number: | 87904018 | WE MRKT |
| Registration Number: | 3784452 | WE WORK |
| Serial Number: | 88242733 | WE WORK |
| Serial Number: | 88239232 | WE.CO |
| Serial Number: | 86948112 | WECOMMUNITY |
| Serial Number: | 86913170 | WEFAMILY |
| Serial Number: | 87659804 | WEGROW |
| Registration Number: | 5783363 | WEGROW |
| Serial Number: | 88239449 | WEGROW |
| Serial Number: | 88254079 | WEGROW |
| Serial Number: | 87623435 | WEHUMANIZE |
| Serial Number: | 87661326 | WEID |
| Serial Number: | 87648311 | WELEARN |
| Registration Number: | 5380816 | WELIVE |
| Registration Number: | 4983663 | WELIVE |
| Registration Number: | 5675496 | WELIVE |
| Registration Number: | 5042982 | WELIVE |
| Registration Number: | 5763695 | WELIVE |
| Registration Number: | 5033257 | WELIVE |
| Serial Number: | 88195340 | WELIVE |
| Serial Number: | 88445271 | WELIVE |
| Serial Number: | 88499886 | WELIVE |
| Registration Number: | 5049826 | WELKIO |
| Serial Number: | 86779850 | WELOVE |
| Serial Number: | 87301010 | WELOVE |
| Serial Number: | 87437333 | WELOVE |
| Serial Number: | 88018731 | WEMOVE |
| Serial Number: | 87904076 | WEMRKT |
| Registration Number: | 4015942 | WEWORK |
| Registration Number: | 5119654 | WEWORK |
| Registration Number: | 5119653 | WEWORK |
| Registration Number: | 4453874 | WEWORK |
| Registration Number: | 5276604 | WEWORK |

| Property Type | Number | Word Mark |
|----------------------|----------|------------------------|
| Registration Number: | 4838465 | WEWORK |
| Registration Number: | 5595961 | WEWORK |
| Registration Number: | 4898712 | WEWORK |
| Registration Number: | 5504982 | WEWORK |
| Serial Number: | 87006295 | WEWORK |
| Serial Number: | 87079942 | WEWORK |
| Serial Number: | 88166109 | WEWORK |
| Serial Number: | 88289066 | WEWORK |
| Serial Number: | 88317856 | WEWORK |
| Serial Number: | 88057957 | WEWORK |
| Registration Number: | 5505947 | WEWORK CREATOR AWARDS |
| Registration Number: | 4818504 | WEWORK LABS |
| Serial Number: | 88383171 | WEWORK LABS |
| Serial Number: | 88424425 | WEWORK NOW |
| Serial Number: | 86845536 | WEWORLD |
| Serial Number: | 88458266 | WHAT COULD BE, WILL BE |

CORRESPONDENCE DATA

Fax Number: 2128135901

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2128135900

Email: assignments@fzlj.com

Correspondent Name: ALLISON STRICKLAND RICKETTS

Address Line 1: FROSS ZELNICK LEHRMAN & ZISSU, P.C.

Address Line 2: 151 West 42nd Street, 17th Floor

Address Line 4: New York, NEW YORK 10036

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | WEWO 1909842 |
| NAME OF SUBMITTER: | Anca Nicolescu |
| SIGNATURE: | /anca nicolescu/ |
| DATE SIGNED: | 08/01/2019 |

Total Attachments: 6

source=Division certificate - WeWork Companies LLC (F3147086x96B9E)#page1.tif

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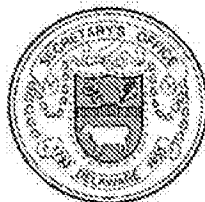
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DIVISION OF "THE WE COMPANY MC LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JULY, A.D. 2019, AT 10:06 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7389680 8100
SR# 20195979929

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203220608
Date: 07-16-19

TRADEMARK
REEL: 006728 FRAME: 0129

CERTIFICATE OF DIVISION

OF

THE WE COMPANY MC LLC

Pursuant to Section 18-217 of the
Delaware Limited Liability Company Act

FIRST: The name of the dividing company is The We Company MC LLC, which was formed as and is a Delaware limited liability company (the "Dividing Company"). The Dividing Company shall be a surviving company of the division.

SECOND: The Dividing Company's original certificate of formation was filed with the Secretary of State of the State of Delaware on April 24, 2019.

THIRD: The name of each division company is The We Company MC LLC and WeWork Companies LLC (each, a "Division Company," and collectively, the "Division Companies").

FOURTH: The name and business address of the division contact required by subsection (g)(3) of Section 18-217 of the Delaware Limited Liability Company Act (the "DLLCA") is Jared DeMatteis (the "Division Contact"), at 115 W 18th Street, New York, NY 10011.

FIFTH: The division has been approved in accordance with Section 18-217 of the DLLCA.

SIXTH: A plan of division (the "Plan of Division") is on file at a place of business of The We Company MC LLC (the "Furnishing Division Company") at 115 W 18th Street, New York, NY 10011. A copy of the Plan of Division will be furnished by the Furnishing Division Company, on request and without cost, to any member of the Dividing Company.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the surviving company has caused this Certificate of
Division to be executed this 15th day of July, 2019.

THE WE COMPANY MC LLC

By: 

Name: Jared DeMatteis

Title: Authorized Person

[Signature page to Certificate of Division]

| TRADEMARK | APPLICATION NO | REGISTRATION NO |
|---|----------------|-----------------|
| A PHYSICAL SOCIAL NETWORK | 85/550,220 | 4832126 |
| ACCESS LABS | 88/510,265 | |
| BE THE FOUNDER OF YOUR LIFE | 87/156,485 | 5176213 |
| BY WE | 88/195,155 | |
| BY WE | 88/975,390 | |
| BY WE | 88/251,989 | |
| BY WE | 88/273,278 | |
| BY WE | 88/273,320 | |
| BY WE and Design | 87/662,672 | 5549050 |
| BY WE and Design | 88/227,719 | |
| CHANGE THINGS | 88/292,921 | |
| CREATE YOUR LIFE'S WORK | 86/481,620 | 4785831 |
| CREATOR | 88/255,428 | |
| CREATOR AWARDS | 86/856,575 | 5251841 |
| CREATOR AWARDS | 87/275,136 | 5430212 |
| DECONSTRUCTED | 88/484,053 | |
| DO WHAT YOU LOVE | 86/062,112 | 4834367 |
| ELEVATING THE WORLD'S CONSCIOUSNESS | 88/252,576 | |
| FIND YOUR MISSION | 88/473,366 | |
| FULLSTART | 86/088,020 | 4547287 |
| HERE WE CAN | 88/506,095 | |
| HUMANIZE | 87/623,539 | |
| LEARN.LOVE.CODE | 88/510,260 | |
| MADE BY WE | 88/474,367 | |
| MAILROOM | 86/577,060 | 5423743 |
| ORIGINALS BY WE | 88/391,585 | |
| POWERED BY WE | 87/597,679 | |
| POWERED BY WE Logo | 87/598,286 | |
| SOLFL | 88/254,028 | |
| START INS | 88/413,853 | |
| STUDENT OF LIFE FOR LIFE | 88/424,376 | |
| THANK GOD IT'S MONDAY | 86/636,059 | 4996094 |
| The Community of Creators WeWork Logo | 86/478,830 | 4785588 |
| THE FLATIRON SCHOOL | 86390974 | 4742750 |
| THE WE COMPANY | 88/254,109 | |
| THE WE COMPANY | 88/254,098 | |
| THE WE COMPANY | 88/975,222 | |
| UP ALL NIGHT | 88/484,068 | |
| W and Rainbow Device | 88/166,931 | |
| WE | 86/631,398 | |
| WE (HEART) SJ | 87/736,778 | |
| WE and Circle Design in Black Box Label | 88/232116 | |
| WE and Circle Design in Black Box Label | 88/252,003 | |

| | | |
|---|------------|---------|
| WE and Circle Design in Black Box Label | 88/317,829 | |
| WE ARE ALL ONE | 88/252,582 | |
| WE ARE HUMAN | 87/632,253 | |
| WE ARE ONE | 88/255,727 | |
| WE FAMILY | 86/913,153 | |
| WE GENERATION | 86/685,218 | |
| WE HUMANIZE | 87/644,859 | |
| WE In Circle Logo | 87/643,900 | |
| WE In Circle Logo | 87/979,850 | |
| WE In Circle Logo | 88/195,604 | |
| WE In Circle Logo | 88/195,636 | |
| WE In Circle Logo | 88/195,626 | |
| WE In Circle Logo | 88/232,262 | |
| WE In Circle Logo | 88/289,059 | |
| WE In Circle Logo | 88/383,181 | |
| WE In Circle Logo | 88/428,950 | |
| WE MEMBERSHIP | 86/970,677 | 5144928 |
| WE MRKT | 87/904,018 | |
| WE WORK | 77/833,178 | 3784452 |
| WE WORK | 88/242,733 | |
| WE.CO | 88/239,232 | |
| WECOMMUNITY | 86/948,112 | |
| WEFAMILY | 86/913,170 | |
| WEGROW | 87/659,804 | |
| WEGROW | 87/980,783 | 5783363 |
| WEGROW | 88/239,449 | |
| WEGROW (stylized) | 88/254,079 | |
| WEHUMANIZE | 87/623,435 | |
| WEID | 87/661,326 | |
| WELEARN | 87/648,311 | |
| WELIVE | 86/084,940 | 5380816 |
| WELIVE | 86/147,150 | 4983663 |
| WELIVE | 86/483,282 | 5675496 |
| WELIVE | 86/979,815 | 5042982 |
| WELIVE | 86/596,496 | 5763695 |
| WELIVE | 86/976,953 | 5033257 |
| WELIVE | 88/195,340 | |
| WELIVE Logo | 88/445,271 | |
| WELIVE Logo | 88/499,886 | |
| WELKIO | 86/948,182 | 5049826 |
| WELOVE | 86/779,850 | |
| WELOVE | 87/301,010 | |
| WELOVE | 87/437,333 | |
| WEMOVE | 88/018,731 | |

| | | |
|----------------------------|------------|---------|
| WEMRKT | 87/904,076 | |
| WEWORK | 85/231,506 | 4015942 |
| WEWORK | 85/868,860 | 5119654 |
| WEWORK | 85/868,853 | 5119653 |
| WEWORK | 85/883,629 | 4453874 |
| WEWORK | 86/116,984 | 5276604 |
| WEWORK | 86/977,013 | 4838465 |
| WEWORK | 86/554,318 | 5595961 |
| WEWORK | 86/709,813 | 4898712 |
| WEWORK | 87/977,502 | 5504982 |
| WEWORK | 87/006,295 | |
| WEWORK | 87/079,942 | |
| WEWORK | 88/166,109 | |
| WEWORK | 88/289,066 | |
| WEWORK (stylized in black) | 88/317,856 | |
| WEWORK (Stylized) | 88/057,957 | |
| WEWORK CREATOR AWARDS | 87/299,391 | 5505947 |
| WEWORK LABS | 86/088,019 | 4818504 |
| WEWORK LABS | 88/383,171 | |
| WEWORK NOW | 88/424,425 | |
| WEWORLD | 86/845,536 | |
| WHAT COULD BE, WILL BE | 88/458,266 | |

EXHIBIT C

THE WE COMPANY MC LLC

PLAN OF DIVISION

PLAN OF DIVISION, adopted as of July 15, 2019 (this “Plan of Division”), by The We Company MC LLC, a Delaware limited liability company (“WeWork”).

WHEREAS, WeWork is party to an Agreement and Plan of Merger, dated May 30, 2019, by and among WeWork Companies Inc., a Delaware corporation (“WWCI”), The We Company, a Delaware corporation and a direct, wholly-owned subsidiary of WWCI (“HoldCo”) and WeWork, a direct, wholly-owned subsidiary of HoldCo (the “Merger Agreement”);

WHEREAS, pursuant to the Merger Agreement, WWCI, HoldCo and WeWork agreed to reorganize to create a holding company structure pursuant to Section 251(g) of the Delaware General Corporation Law (the “DGCL”) by merging WWCI with and into WeWork, with WeWork being the surviving entity (the “Merger”), and converting each outstanding share of WWCI capital stock into one share of capital stock of HoldCo;

WHEREAS, the Board of Managers of WeWork, the surviving entity of the Merger, has determined that it is in the best interest of WeWork and its member to effect a division of WeWork into two separate limited liability companies immediately following the consummation of the Merger and in accordance with Section 18-217 of the Delaware Limited Liability Company Act (the “Act”);

WHEREAS, pursuant to this Plan of Division, WeWork will be divided (the “Division”) into (i) The We Company MC LLC, which will survive the Division, as the surviving company, and (ii) WeWork Companies LLC, a new Delaware limited liability company (“WeWork OpCo”), which will be formed as a consequence of the Division, as the resulting company of the Division;

WHEREAS, in compliance with Section 251(g) of the DGCL and pursuant to the WeWork LLC Agreement (as defined herein), the adoption of this Plan of Division and the Division require the approval of the stockholders of HoldCo;

WHEREAS, the stockholders of HoldCo have approved this Plan of Division and the Division;

WHEREAS, the Board of Managers of WeWork has recommended its sole member approve this Plan of Division and the Division; and

WHEREAS, the sole member of WeWork has approved this Plan of Division and the Division;

NOW, THEREFORE, in consideration of the foregoing, WeWork hereby adopts this Plan of Division:

1. Division. WeWork shall promptly file, or cause to be filed, with the Secretary of State of the State of Delaware (the “SOS”), in accordance with Section 18-206 of the Act, (a) a certificate of division, substantially in the form attached hereto as **Exhibit A** (the “Certificate of Division”), and (b) a certificate of formation for WeWork OpCo, substantially in the form attached hereto as **Exhibit B** (the “OpCo Certificate of Formation”). Each of the Certificate of Division and the OpCo Certificate of Formation shall be filed with the SOS simultaneously and shall provide for the same effective date and effective time (the “Effective Time”). Each officer of WeWork or such person authorized by an officer of WeWork is hereby designated as an authorized person for the execution and filing of such certificates with the SOS. In accordance with Section 18-217 of the Act, at the Effective Time, WeWork shall be divided into (x) WeWork, which shall survive the Division, as the surviving company of the Division, and (y) WeWork OpCo, which will be formed as a consequence of the Division, as the resulting company of the Division.
2. WeWork as Surviving Company.
 - (a) Governing Documents. From and after the Effective Time, WeWork shall continue to be governed by (i) its certificate of formation, as in effect immediately prior to the Effective Time, until thereafter amended in accordance with the Act and the terms of the Limited Liability Company Agreement of The We Company MC LLC, as in effect immediately prior to the Effective Time (the “WeWork LLC Agreement”), and (ii) the WeWork LLC Agreement.
 - (b) Members; Board of Managers. From and after the Effective Time, the sole member of WeWork immediately prior to the Effective Time shall continue to be the sole member of WeWork, and each of the members of the Board of Managers of WeWork immediately prior to the Effective Time shall continue to be a member of the Board of Managers of WeWork until such time as their successors have been duly elected or appointed in accordance with the WeWork LLC Agreement or their earlier resignation, removal or death.
 - (c) Officers. From and after the Effective Time, the officers of WeWork immediately prior to the Effective Time shall continue to be the officers of WeWork until such time as their successors have been duly elected or appointed in accordance with the WeWork LLC Agreement or their earlier resignation, removal or death.
3. WeWork OpCo as Resulting Company.
 - (a) Governing Documents. From and after the Effective Time, WeWork OpCo shall be governed by (i) the OpCo Certificate of Formation, until thereafter amended in accordance with the Act and the terms of the WeWork OpCo LLC Agreement (as defined below), and (ii) a limited liability company agreement, substantially in the form attached hereto as **Exhibit C** (as amended, modified, supplemented and restated from time to time, the “WeWork OpCo LLC Agreement”), which shall be executed and delivered by WeWork, as the sole member of WeWork OpCo, and shall be effective as of the Effective Time.

- (b) Members; Board of Managers. At the Effective Time, WeWork shall become the member of WeWork OpCo, and each of the members of the Board of Managers of WeWork immediately prior to the Effective Time shall become the members of the Board of Managers of WeWork OpCo until such time as their successors have been duly elected or appointed in accordance with the WeWork OpCo LLC Agreement or their earlier resignation, removal or death.
- (c) Officers. From and after the Effective Time, the officers of WeWork OpCo shall consist of the person(s) set forth on **Schedule 1** hereto, who shall serve as officers of WeWork OpCo until such time as their successors have been duly elected or appointed in accordance with the WeWork OpCo LLC Agreement or their earlier resignation, removal or death.

4. Effects of Division.

- (a) Conversion of Interests. At the Effective Time, pursuant to Section 18-217 of the Act, each Common Interest (as defined in the WeWork LLC Agreement) in WeWork shall be converted into one Common Interest of WeWork, which shall remain outstanding, and one Common Interest of WeWork OpCo (as defined in the WeWork OpCo LLC Agreement), which shall be outstanding and held by WeWork.
- (b) Allocation of Assets. At the Effective Time, pursuant to Section 18-217 of the Act, other than the assets of WeWork set forth on **Schedule 2** hereto, all the assets of WeWork shall be allocated to WeWork OpCo, and (ii) the assets of WeWork set forth on Schedule 2 shall remain vested in WeWork.
- (c) Allocation of Liabilities. At the Effective Time, pursuant to Section 18-217 of the Act, (i) other than the indebtedness and liabilities of WeWork set forth on **Schedule 3**, all the indebtedness and liabilities of WeWork shall be allocated to, and become the sole responsibility of, WeWork OpCo, and (ii) the indebtedness and liabilities of WeWork set forth on Schedule 3 shall remain the sole responsibility of WeWork. From and after the Effective Time, WeWork and WeWork OpCo shall each thenceforth be responsible as separate and distinct companies only for the liabilities allocated thereto, as set forth above, and such other liabilities that each company may thereafter undertake or incur in its own name.

5. Division Contact. A copy of this Plan of Division is on file with Jared DeMatteis (the “Division Contact”) at jdematteis@wework.com. For a period of six (6) years after the Effective Time, the Division Contact shall provide, to any person who was a creditor of WeWork immediately prior to the Effective Time, without cost and within thirty (30) days following receipt of a written request, the name and business address of the division company to which the claim of such creditor was allocated pursuant to this Plan of Division.

6. General Provisions.

- (a) Further Assurances. In furtherance of the allocation of assets and liabilities in accordance with this Plan of Division, each of WeWork and WeWork OpCo shall take such actions and execute and deliver such documents and instruments as and to the extent necessary or desirable to evidence the valid and effective allocation of assets and liabilities of WeWork pursuant to this Plan of Division or as otherwise required by law.
- (b) Authority. Each of the officers of WeWork is hereby empowered and directed in the name and on behalf of WeWork, to take all such actions, to cause to be prepared and filed all such other documents, to make all expenditures and to execute all instruments deemed by them to be necessary or desirable for the purpose of effecting the Division in accordance with this Plan of Division.
- (c) Governing Law. This Plan of Division shall be governed by and construed under the laws of the State of Delaware.
- (d) Amendment or Abandonment. This Plan of Division, including the Exhibits and Schedules hereto, may be amended or abandoned at any time before the Effective Time by WeWork.

* * *

OFFICERS OF WEWORK OPCO

1. Arthur Minson President, Chief Financial Officer
2. Jennifer Berrent Chief Operating Officer, Chief Legal Officer and Secretary
3. Mark FitzPatrick Deputy Chief Financial Officer and Treasurer
4. Jared DeMatteis General Counsel and Assistant Secretary
5. Peter Greenspan Assistant Secretary

SCHEDULE 2

PROPERTY RETAINED BY THE WE COMPANY MC LLC

1. All direct and indirect interests in The We Company Management LLC
2. All direct and indirect interests in The We Company Management Holdings L.P.
3. All direct and indirect interests in WeWork Companies LLC

SCHEDULE 3

INDEBTEDNESS AND LIABILITIES RETAINED BY THE WE COMPANY MC LLC

1. All indebtedness and/or liabilities primarily relating to, arising from or in connection with the any asset retained by WeWork as set forth in Schedule 2 of this Plan of Division.

CERTIFICATE OF DIVISION
OF
THE WE COMPANY MC LLC

Pursuant to Section 18-217 of the
Delaware Limited Liability Company Act

FIRST: The name of the dividing company is The We Company MC LLC, which was formed as and is a Delaware limited liability company (the “Dividing Company”). The Dividing Company shall be a surviving company of the division.

SECOND: The Dividing Company’s original certificate of formation was filed with the Secretary of State of the State of Delaware on April 24, 2019.

THIRD: The name of each division company is The We Company MC LLC and WeWork Companies LLC (each, a “Division Company,” and collectively, the “Division Companies”).

FOURTH: The name and business address of the division contact required by subsection (g)(3) of Section 18-217 of the Delaware Limited Liability Company Act (the “DLLCA”) is Jared DeMatteis (the “Division Contact”), at 115 W 18th Street, New York, NY 10011.

FIFTH: The division has been approved in accordance with Section 18-217 of the DLLCA.

SIXTH: A plan of division (the “Plan of Division”) is on file at a place of business of The We Company MC LLC (the “Furnishing Division Company”) at 115 W 18th Street, New York, NY 10011. A copy of the Plan of Division will be furnished by the Furnishing Division Company, on request and without cost, to any member of the Dividing Company.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the surviving company has caused this Certificate of Division to be executed this _____ day of July, 2019.

THE WE COMPANY MC LLC

By: _____

Name: Jared DeMatteis

Title: Authorized Person

**CERTIFICATE OF FORMATION
OF
WEWORK COMPANIES LLC**

FIRST: The name of the limited liability company is WeWork Companies LLC.

SECOND: The address of its registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of WeWork Companies LLC this _____ day of _____, 2019.

By: _____

Name:

Title: Authorized Person

LIMITED LIABILITY COMPANY AGREEMENT
OF
WEWORK COMPANIES LLC

**AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
THE WE COMPANY MC LLC**

THIS LIMITED LIABILITY COMPANY AGREEMENT (the “**Agreement**”) of The We Company MC LLC (the “**Company**”) is dated as of this 15 day of July, 2019, by The We Company, as the sole member of the Company (the “**Member**”).

FIRST: The name of this limited liability company is The We Company MC LLC (the “**Company**”), and the name and address of its sole Member are as follows: The We Company, 115 West 18th Street, New York NY 10011.

SECOND: The address of the registered office of the Company in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which a limited liability company may be organized under the provisions of the Delaware Limited Liability Company Act (the “**Act**”).

FOURTH: Subject to such matters which are expressly reserved hereunder or under the Act to the members of the Company for decision, the business and affairs of the Company shall be managed by a board of managers (the “**Board**”), which shall be responsible for policy setting, approving the overall direction of the Company and making all decisions affecting the business and affairs of the Company. The Board shall consist of two (2) individuals (the “**Managers**” and each, a “**Manager**”). The initial Managers shall be Jared DeMatteis and Mark FitzPatrick. The Managers shall be subject to the same fiduciary duties applicable to and, subject to Article Fifteenth hereof, shall be liable for breach of such duties to the same extent as directors of a corporation subject to the General Corporation Law of the State of Delaware (the “**General Corporation Law**”).

FIFTH: The Company shall have authority to issue 100 units of one class of common interests (the “**Common Interests**”). All Common Interests shall be identical with each other in every respect. The Member shall own all of the Common Interests issued and outstanding.

SIXTH: The holders of Common Interests shall be entitled to receive, when and as declared by the Board, such distributions as may be declared from time to time by the Board with respect to the Common Interests out of any assets of the Company legally available therefor.

SEVENTH: Upon an event of dissolution, the assets of the Company available for distribution shall be distributed to the holders of Common Interests, pro rata based on the percentage of Common Interests held by each holder.

EIGHTH: Common Interests are not redeemable at the option of the holder thereof.

NINTH: Each holder of Common Interests shall have the right to one (1) vote per Common Interest and shall be entitled to vote upon such matters and in such manner as may be provided by law.

TENTH: Subject to any additional vote required by this Agreement, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of provisions of this Agreement.

ELEVENTH: The number of Managers of the Company shall be established from time to time by the Members or the Board. Meetings of Members may be held within or without the State of Delaware, as this Agreement may provide.

TWELFTH: Elections of Managers need not be by written ballot unless this Agreement shall so provide.

THIRTEENTH: The books of the Company may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board.

FOURTEENTH: Any act or transaction by or involving the Company, other than the election or removal of Managers of the Company, that requires for its adoption the approval of the members of the Company under this Agreement or that would require the approval of the stockholders of the Company if the Company were a corporation subject to the General Corporation Law shall, pursuant to Section 251(g) of the General Corporation Law, require, in addition to the approval required by the Board or the members under this Agreement, the approval of the stockholders of The We Company, a Delaware corporation, or any successor thereto by merger, by the same vote as is required by the General Corporation Law or this Agreement, as the case may be. Any amendment of this Agreement that would, if adopted by a corporation subject to the General Corporation Law, be required to be included in the certificate of incorporation of such corporation shall, pursuant to Section 251(g) of the General Corporation Law, require the approval of the stockholders of The We Company, a Delaware corporation, or any successor thereto by merger, by the same vote as is required by the General Corporation Law and/or this Agreement.

FIFTEENTH: To the fullest extent permitted by law, a Manager of the Company shall not be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a Manager. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the members of this Article Fifteenth to authorize corporate action further eliminating or limiting the personal liability of Managers, then the liability of a Manager of the Company shall be eliminated or limited to the fullest extent permitted by General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Fifteenth by the members of the Company shall not adversely affect any right or protection of a Manager of the Company existing at the time of, or increase the liability of any Manager of the Company with respect to any acts or omissions of such Manager occurring prior to, such repeal or modification.

SIXTEENTH: The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Managers and Officers. The Company shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an “**Indemnified Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Manager or officer of the Company or, while a Manager or officer of the Company, is or was serving at the request of the Company as a Manager, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article Sixteenth, the Company shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

2. Prepayment of Expenses of Managers and Officers. The Company shall pay the expenses (including attorneys’ fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Sixteenth or otherwise.

3. Claims by Managers and Officers. If a claim for indemnification or advancement of expenses under this Article Sixteenth is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Company, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Company shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Company may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Company or, while an employee or agent of the Company, is or was serving at the request of the Company as a Manager, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-Manager or officer employees or agents shall be made in such manner as is determined by the Board in its sole discretion. Notwithstanding the foregoing sentence, the Company shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board.

5. Advancement of Expenses of Employees and Agents. The Company may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article Sixteenth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Agreement, agreement, vote of members or disinterested Managers, or otherwise.

7. Other Indemnification. The Company's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Company's expense insurance: (a) to indemnify the Company for any obligation which it incurs as a result of the indemnification of Managers, officers and employees under the provisions of this Article Sixteenth; and (b) to indemnify or insure Managers, officers and employees against liability in instances in which they may not otherwise be indemnified by the Company under the provisions of this Article Sixteenth.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Sixteenth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

SEVENTEENTH: The Company renounces, to the fullest extent permitted by law, any interest or expectancy of the Company in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "**Excluded Opportunity**" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, any Manager of the Company who is not an employee of the Company or any of its subsidiaries (collectively, "**Covered Persons**"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a Manager of the Company.

* * * * *

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day first above written.

The We Company

By: _____

Name: Jared DeMatteis

Title: General Counsel and Assistant Secretary

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of January 2020, I caused a true and correct copy of the foregoing MOTION TO SUBSTITUTE OPPOSER to be sent by email to Applicant's Correspondent of Record at the email address *oliviamarbutt@kentrisley.com*.

/Sean F. Harb/

Sean Harb