

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

In re:	)	Chapter 11
	)	
PWM Property Management LLC, <i>et al.</i>	)	Case No. 21-11445 (MFW)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**245 PARK MEMBER LLC’S NOTICE OF RULE 30(B)(6) DEPOSITION OF DEBTORS**

PLEASE TAKE NOTICE that, pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure (made applicable to this proceeding through Rules 7030 and 9014 of the Federal Rules of Bankruptcy Procedure), 245 Park Member LLC (“245 Park Member”) will take the deposition upon oral examination, under oath, of Debtors (as defined in the Definitions below) by and through one or more authorized representative, employee or other person authorized to testify on their behalf, who is most knowledgeable about the topics described in Schedule A, which shall be interpreted in accordance with this Notice.

This deposition will begin at 9:00 am on Tuesday, November 23, or on such other date and time as may be agreed upon by the parties or ordered by the Court. Debtors are requested to provide 245 Park Member with the identity of each designated individual, including the individual(s) name(s) and title(s), and the subject matter upon which such individual(s) will testify no later than 3 days prior to the commencement of the deposition.

The deposition shall be conducted remotely. Please contact the noticing attorney at least three (3) business days prior to the deposition and provide the names of any deposition attendees who desire to appear remotely so that the necessary credentials, call-in numbers and any other technical information can be provided prior to the deposition. The deposition will be videotaped and transcribed by stenographic means. Live Note may be used.

Dated: November 18, 2021

**MORRIS, NICHOLS, ARSHT & TUNNELL  
LLP**

By: /s/ Daniel B. Butz

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## DEFINITIONS

1. Throughout this Notice, including the definition of terms, the singular number includes the plural and the plural number includes the singular; the connectives “and” and “or” shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the Requests all responses that might otherwise be construed to be outside of their scope; the terms “any” and “all” shall be construed so as to include both “all” and “any” and to include the terms “each” and “every”; words used in the masculine gender include the feminine and words used in the feminine gender include the masculine; the present tense includes the past tense and the past tense includes the present tense, unless the clear meaning indicates otherwise. Where the word “including” appears, the meaning intended is “including, but not limited to.”

2. “245 Park Avenue” means the commercial office tower owned by Debtor 245 Park Avenue Property LLC at 245 Park Avenue in New York City.

3. “Bankruptcy” shall mean the above-captioned bankruptcy cases, *In re PWM Property Management LLC, et al.*, Case No. 21-11445 (MFW) (Bankr. D.Del.), under which the chapter 11 cases filed by the Debtors in the United States Bankruptcy Court for the District of Delaware on the Petition Date are jointly administered.

4. “Bankruptcy Petition” means the “Voluntary Petition for Non-Individuals Filing for Bankruptcy,” ECF No. 1 in the above-captioned Bankruptcy, filed by Debtor PMW Property Management LLC on the Petition Date.

5. “Communication” shall have the broadest possible meaning under the Federal Rules of Civil Procedure, and shall mean any oral, written or other exchanges or transmissions of information (in the form of facts, ideas, inquiries, or otherwise) whether in person, by telephone, by electronic means, or otherwise, including any conversation, meeting, conference,

correspondence, or other written or oral transmission by letter, facsimile, telephone, e-mail or any other medium, whether formal or informal.

6. “Concern” or “concerning” shall mean discussing, commenting on, referring to, relating to, regarding, constituting, comprising, containing, evidencing, setting forth, showing, disclosing, describing, explaining, summarizing, reflecting, mentioning, or in any way logically or factually connected with the matter discussed.

7. “Creditor” means someone or some entity, and any of their present or former directors, officers, agents, representatives, accountants, attorneys, and anyone acting in cooperation or concert with any one of them, that has a right to payment or other remedy against or from the Debtors.

8. “Debtors” means the debtors and debtors-in-possession in the above-captioned chapter 11 cases, namely: 1) PWM Property Management LLC; 2) 245 Park Avenue Property LLC; 3) HNA 245 Park Ave JV LLC; 4) 245 Park JV LLC; 5) 245 Park Avenue Mezz C LLC; 6) 245 Park Avenue Mezz B LLC; 7) 245 Park Avenue Mezz A LLC; 8) 181 West Madison Holding LLC; 9) 181 West Madison Property LLC.

9. “Document” or “Documents” shall have the broadest meaning permitted by the Bankruptcy Rules and the Local Rules and include all forms of written or electronic documentation, information, or images that fall within the scope of Federal Rule of Civil Procedure 34 including, without limitation: all correspondence, notes, drafts, memoranda, work papers, other writings, hard copy files, non-identical copies, copies bearing any notations or marks not found on the original, and translations; email, voicemail, social media, collaboration tools (such as the Slack Platform), text messages, ephemeral messaging systems (*e.g.*, Google Chat/Gchat), instant messages, and any and all other electronic communications (*e.g.*, logged IM); databases; digitized

images; audio and video files; documents from data sites; database spreadsheets (*e.g.*, Excel, etc.); contracts and agreements; purchase orders and receipts; documents generated using accounting or financial analysis software; materials on external or portable storage devices such as USB flash drives, hard drives, shared drives, backup tapes, compact discs, or on any other type or form of electronic media; PowerPoint slides and presentations; information maintained or stored on computerized calendars and personal information managers (PIM), Blackberries, iPhones, iPads, personal digital assistant (PDA) devices, personal laptops, and home computers (desktops and laptops); Internet usage, telephone and network access logs; web sites and web pages; and system metadata (*e.g.*, author, recipient, CC, BCC, custodian, sources, file creation date, file modification date, sent date, subject, extracted text or OCR where extracted text is unavailable, file name, and attachments), and user-generated metadata (*e.g.*, spreadsheet formulas).

10. “Electronically stored information” or “ESI” means computer generated information or data of any kind, stored in media located on computers, file servers, disks, tape or other real or virtualized devices or media.

11. “Independent Agents” means Alan J. Carr and Vik Jindal, the independent agents appointed by the Debtors and authorized by the Debtors to act on behalf of the Debtors pursuant to the Independent Agent Appointment Consent.

12. “Independent Agent Appointment Consent” means the agreement appointing the Independent Agents and authorizing the Independent Agents to act on behalf of the Debtors.

13. “Independent Managers” means the independent managers appointed pursuant to the operating agreements of 245 Park Avenue, 245 Park Avenue Mezz A, 245 Park Avenue Mezz B, and 245 Park Avenue Mezz C, dismissed pursuant to the Omnibus Consent Action.

14. “LLC Agreement” refers to the Amended and Restated Limited Liability Company Agreement of 245 Park JV LLC, dated as of June 22, 2018, between 245 Park Member LLC and HNA 245 Park Ave JV LLC.

15. “Local Rules” means the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

16. “MBRE” refers to MB Real Estate Services Inc. of Chicago, Illinois.

17. “Omnibus Consent Action” means the Omnibus Consent Action of the Independent Agents, on Behalf of the Applicable Members of the Companies, dated as of the Petition Date, which is attached to the Bankruptcy Petition.

18. “Notice of Default” refers to any public notice filed with a court that states that the borrower of a mortgage is in default on a loan.

19. “Person” means any natural person or any legal entity, including, without limitation, any business or governmental entity or association.

20. “Petition Date” means October 31, 2021.

21. “PMA” refers to the Property Management and Leasing Agreement, dated as of December 1, 2018, between 245 Park Member and 245 Park Avenue Property LLC.

22. “Property Manager” means the specialized third party hired by a property owner to oversee the day-to-day operations of a unit of real estate by providing services, including: the building’s management, revenue collection, expense payments, maintenance, property improvements, and leasing services.

23. “Properties” refers to the commercial office towers owned by the Debtors, located at 245 Park Avenue in New York City, and 181 West Madison Street in Chicago, Illinois.

24. “Relating to” means relating to, concerning, referring to, regarding, describing, evidencing, or constituting.

25. “Relevant Period” means the period from October 31, 2020, to the present.

26. “You” and “Your” refers to the Debtors, including any successors or predecessors, subsidiaries or divisions, whether present or former, and any of their present or former directors, officers, agents, representatives, accountants, attorneys, and anyone acting in cooperation or concert with any one of them, including experts consulted or retained by them.

### **INSTRUCTIONS**

1. Federal Rules of Civil Procedure 26 and 30 and Federal Rules of Bankruptcy Procedure 7026 and 7034 (made applicable to this proceeding pursuant to Federal Rule of Bankruptcy Procedure 9014(c)) are hereby incorporated by reference and apply to each of the following instructions. Notwithstanding anything else to the contrary herein, each word, term, or phrase is intended to have the broadest meaning permitted under the Federal Rules of Civil Procedure (as applicable), the Federal Rules of Bankruptcy Procedure, and the Local Rules.

2. Each Deposition Topic below shall operate and be construed independently, and unless otherwise indicated, no Deposition Topic limits the scope of any other Deposition Topic.

3. Unless otherwise specified, the Deposition Topics shall encompass the period from January 1, 2021 to the Petition Date.

4. In construing these Deposition Topics, the singular shall be deemed to include the plural and vice versa, so as to make each Deposition Topic inclusive rather than exclusive. The past tense shall be construed to include the present and future tenses and vice versa, so as to make each interrogatory inclusive rather than exclusive. The terms “each,” “every,” “all,” and “any,”

whether used separately or together, shall be interpreted to encompass all material, events, incidents, Persons, or information responsive to the Deposition Topics in which those terms appear.

5. The reference to any entity shall include any and all past or present officers, directors, employees, associates, consultants, attorneys, representatives, and agents or any other Person or entity representing such entity or acting on its behalf as well as any and all affiliate entities, predecessors, successors in interest, and their respective officers, directors, employees, associates, consultants, attorneys, representatives, and agents.

6. Produce a Person or Persons with knowledge as to each of the Deposition Topics. If no individual at Debtors has knowledge of the Deposition Topics, it is Your obligation to ensure a Person or Persons at Debtors obtains the knowledge necessary to testify as to each of the Deposition Topics.



**SCHEDULE A: DEPOSITION TOPICS**

1. Your decision to remove the Independent Managers.
2. Your decision to appoint the Independent Agents, including but not limited to (a) Your process for selecting the Independent Agents and (b) a copy of the Independent Agent Appointment Consent, dated as of October 29, 2021.
3. Your efforts to seek the consent of 245 Park Member to appoint the Independent Agents.
4. Your decision to commence the Bankruptcy.
5. Whether any of the Debtors are currently insolvent.
6. Whether income received by You will be insufficient to make principal and interest payments to Your Creditors.
7. Any payment demands from Your Creditors.
8. Any meetings or calls during which the decision to commence the Bankruptcy was discussed.
9. Materials that were considered by the Debtors or their agents in deciding to commence the Bankruptcy.
10. Any discussions with Debtors' parents relating or referring to the Bankruptcy.
11. Any discussion with Debtors' Creditors relating or referring to the Bankruptcy.
12. Your efforts to seek the consent of 245 Park Member to commence the Bankruptcy.
13. Your efforts to consult Your lenders on the decision to commence the Bankruptcy.
14. Your decision to select M3 Advisory Partners, LP, as Your proposed restructuring advisor.
15. Your decision to hire Mohsin Y. Meghji as Your Chief Restructuring Officer.

16. Your efforts to seek the consent of 245 Park Member to hire Mohsin Y. Meghji as Your Chief Restructuring Officer.
17. Any reports, analyses, memoranda, or presentations prepared by or on behalf of the Debtors, concerning any valuations of the Debtors' business and/or the Properties.
18. Any reports, analyses, memoranda, or presentations prepared by or on behalf of the Debtors, concerning any projections or forecasts of the Properties' future revenues.
19. Any potential or actual Notices of Default.
20. Your ability to make payments owed in connection with the Properties, including property tax payments.
21. Whether Debtors have any employees.
22. Whether Debtors have any unsecured Creditors.
23. Any discussions with Debtors' mortgage lenders regarding waiving the mortgage lenders' rights to exercise cash dominion over 245 Park Avenue's bank accounts.
24. Any discussions with HNA Group, Ltd. regarding commencing the Bankruptcy.

**CERTIFICATE OF SERVICE**

I, Daniel B. Butz, hereby certify that I am not less than 18 years of age and that service of the foregoing was caused to be made on November 18, 2021 via CM/ECF upon those parties registered to receive such electronic notifications and via e-mail upon the parties identified below.

Dated: November 18, 2021

/s/ Daniel B. Butz  
Daniel B. Butz (Bar No. 4227)

**YOUNG CONAWAY STARGATT &  
TAYLOR**

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