


<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>CLA of New York LLC (fdba ALC of New York, LLC)</b>	Case Number: <b>11-13872</b>	<b>COURT USE ONLY</b>
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>430 W. 14 Realty, LLC</b>		
Name and address where notices should be sent:  <b>430 W. 14 Realty, LLC</b> <b>c/o Young Conaway Stargatt &amp; Taylor, LLP</b> <b>Rodney Square, 1000 North King Street</b> <b>Wilmington, DE 19801</b> <b>Attn: Donald J. Bowman, Jr., Esq.</b> <b>Ian J. Bambrick, Esq.</b>  Telephone number: (302) 571-6600 email: <a href="mailto:dbowman@ycst.com">dbowman@ycst.com</a> or <a href="mailto:ibambrick@ycst.com">ibambrick@ycst.com</a>		<input type="checkbox"/> Check this box if this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
WITH A COPY TO:  <b>430 W. 14 Realty, LLC</b> <b>c/o The Yucaipa Companies</b> <b>9130 West Sunset Boulevard</b> <b>Los Angeles, California 90069</b> <b>Attn: Christel Sicé, Esq.</b>  Telephone number: (310) 789-7200 email: <a href="mailto:christel.sice@yucaipaco.com">christel.sice@yucaipaco.com</a>		<b>RECEIVED</b>  <b>OCT 26 2012</b>  <b>BMC GROUP</b>
Name and address where payment should be sent (if different from above):  <b>430 W. 14 Realty, LLC</b> <b>P.O. Box 101194</b> <b>Pasadena, CA 91189-1194</b>  Telephone number: (310) 789-7200 email: <a href="mailto:christel.sice@yucaipaco.com">christel.sice@yucaipaco.com</a>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
1. Amount of Claim as of Date Case Filed: <u>          \$ 149,417.04          </u>  If all or part of the claim is secured, complete item 4.  If all or part of the claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: <u>Rejection damages claim for rejected lease</u> (See instruction #2)		ALC Holdings  00285
3. Last four digits of any number by which creditor identifies debtor:  _____	3a. Debtor may have scheduled account as:  <u>Madison Tower NY, LLC</u> (See instruction #3a)	3b. Uniform Claim Identifier (optional):  _____ (See instruction #3b)

4. Secured Claim (See instruction #4)

Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:

\$ \_\_\_\_\_

Nature of property or right of setoff:  Real Estate  Motor Vehicle  Other

Basis for perfection: \_\_\_\_\_

Describe:

Value of Property: \$ \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_

Annual Interest Rate \_\_\_\_\_ %  Fixed or  Variable (when case was filed)

Amount Unsecured: \$ \_\_\_\_\_

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

Wages, salaries, or commissions (up to \$11,725\*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier - 11 U.S.C. § 507 (a)(4).

Contributions to an employee benefit plan - 11 U.S.C. § 507 (a)(5).

Amount entitled to priority: \_\_\_\_\_

Up to \$2,600\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507 (a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507 (a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507 (a)( ).

\$ \_\_\_\_\_

\*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

I am the creditor.

I am the creditor's authorized agent. (Attach copy of power of attorney, if any.)

I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.)

I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: **Bob Bermingham**  
Title: **Secretary**  
Company: **430 W. 14 Realty, LLC**

Address and telephone number (if different from notice address above):

(Signature)

(Date)

10-18-2022

Same as above

Telephone number: \_\_\_\_\_ email: \_\_\_\_\_

Penalty for presenting fraudulent claim: Fines of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.*

**Items to be completed in Proof of Claim form****Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**3b. Uniform Claim Identifier:**

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).**

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

## DEFINITIONS

## INFORMATION

<p><b>Debtor</b> A debtor is the person, corporation, or other entity that has filed a bankruptcy case.</p> <p><b>Creditor</b> A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).</p> <p><b>Claim</b> A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.</p> <p><b>Proof of Claim</b> A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.</p> <p><b>Secured Claim Under 11 U.S.C. § 506 (a)</b> A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.</p>	<p>A claim also may be secured if the creditor owes the debtor money (has a right to setoff).</p> <p><b>Unsecured Claim</b> An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.</p> <p><b>Claim Entitled to Priority Under 11 U.S.C. § 507 (a)</b> Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.</p> <p><b>Redacted</b> A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.</p> <p><b>Evidence of Perfection</b> Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.</p>	<p><b>Acknowledgment of Filing of Claim</b> To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (<a href="http://www.pacer.psc.uscourts.gov">www.pacer.psc.uscourts.gov</a>) for a small fee to view your filed proof of claim.</p> <p><b>Offers to Purchase a Claim</b> Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 <i>et seq.</i>), and any applicable orders of the bankruptcy court.</p>
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**ADDENDUM TO PROOF OF CLAIM FILED BY  
430 W. 14 REALTY, LLC WITH RESPECT TO THAT CERTAIN  
LEASE AGREEMENT, DATED AS OF DECEMBER 21, 2009**

1. This Addendum is attached to, and constitutes an integral part of, the proof of claim (the "Proof of Claim") included herewith of 430 W. 14 Realty, LLC ("430 West") filed against CLA of New York LLC (formerly doing business as ALC of New York, LLC, "CLA NY"), one of the debtors in the jointly administered bankruptcy case of CLA Hold LLC, et al. (the "CLA Case").<sup>1</sup>

2. The documents supporting the Proof of Claim, include, without limitation, (i) that certain *Lease Agreement* entered into by Madison Tower NY LLC and CLA NY, dated as of December 21, 2009 (the "Lease"); and (ii) that certain *Notice to Tenants*, dated as of December 29, 2011 (the "Sale Notice")<sup>2</sup>, which explains that 430 West purchased the property located at 430 W. 14<sup>th</sup> Street, New York, New York ("430 W. 14<sup>th</sup> Street"). The Lease contains confidential and commercially sensitive information of 430 West. As such, it can be provided subject to entry into an appropriate confidentiality agreement. 430 West reserves any and all rights to provide additional documents in support of the Proof of Claim and/or this Addendum.

3. Prior to the commencement of the CLA Case, on December 21, 2009, Madison Tower NY LLC and CLA NY entered into the Lease pursuant to which Madison Tower NY LLC agreed to lease 430 W. 14<sup>th</sup> Street, Suite 401 ("Suite 401"), in the city, county, and state of New York to CLA NY for a period of five years. As explained in the Sale Notice, on December 29, 2011, Madison Tower NY LLC sold 430 W. 14<sup>th</sup> Street to 430 West.

4. On May 30, 2012, CLA NY vacated Suite 401. On June 21, 2012, CLA NY returned the keys for Suite 401 to 430 West. Finally, on July 6, 2012, counsel for CLA NY

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<sup>1</sup> Case No. 11-13853 (MFW) in the United States Bankruptcy Court for the District of Delaware (the "Court").

<sup>2</sup> The Sale Notice is attached hereto as Exhibit A.

informed counsel to 430 West that CLA NY had moved to reject the Lease pursuant that certain *Notice of Debtors' Intent to Reject Certain Leases and Executory Contracts* [Docket No. 609] (the "Rejection Notice"). The rejection of the Lease was approved by the *Order Authorizing the Rejection of Additional Rejected Contracts* [Docket No. 626] (the "Rejection Order").

5. Pursuant to section 502(b)(6), the allowable damages arising from the rejection of the Lease amount to \$149,417.04. This amount is comprised of the rent and taxes that CLA NY is obligated to pay pursuant to the Lease. 430 West currently holds a security deposit of \$23,283.00.

6. The Proof of Claim is subject to future adjustments from time to time by 430 West, and nothing included in, or omitted from, the Proof of Claim or this Addendum shall impair, prejudice, waive, or otherwise affect 430 West's rights with respect to the Proof of Claim. Without limitation, 430 West reserves any and all rights to: (i) seek any and all appropriate relief under title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), or otherwise with respect to the Proof of Claim; (ii) file additional or other proofs of claims in the CLA Case; and (iii) amend, supplement, or otherwise modify the Proof of Claim and/or this Addendum.

7. The filing of the Proof of Claim and this Addendum is not intended nor shall be deemed to be a waiver or limitation of any of 430 West's rights or defenses.

8. All notices to 430 West arising from or relating to the Proof of Claim or this Addendum should be sent to 430 West as follows:

430 W. 14 Realty, LLC  
c/o Young Conaway Stargatt & Taylor, LLP  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Attention: Donald J. Bowman, Jr., Esq.  
Ian J. Bambrick, Esq.

AND

430 W. 14 Realty, LLC  
c/o The Yucaipa Companies  
9130 West Sunset Boulevard  
Los Angeles, California 90069  
Attention: Christel Sicé, Esq.

**Exhibit A**  
**Sale Notice**



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430 W. 14 REALTY, LLC  
c/o The Yucaipa Companies  
9130 West Sunset Boulevard  
Los Angeles, California 90069

December 29, 2011

Via Overnight Mail

ALC New York, LLC  
American Laser Centers  
24555 Hallwood Court  
Farmington Hill, Michigan 48334  
Attn: Lorne Robertson, Esq.

Re: Lease dated as of December 21, 2009, for Suite 401 at 430 West 14<sup>th</sup> Street, New York,  
New York

In connection with the acquisition of the referenced property by 430 W. 14 REALTY, LLC,  
please see attached.

[Signature Pages attached]

Notice to Tenants

December 29, 2011

Tenants of 430 West 14<sup>th</sup> Street  
430 W. 14<sup>th</sup> Street  
New York, New York

Re: Sale of 430 West 14<sup>th</sup> Street, New York, New York

Dear Tenant:

Please be advised that effective December 29, 2011, Madison Tower NY LLC has sold the above-referenced property to 430 W. 14 Realty, LLC, having its principal place of business at c/o The Yucaipa Companies, 9130 West Sunset Boulevard, Los Angeles, California 90069. Your security deposit, if any, has been transferred to such entity and such entity shall be responsible for holding the same in accordance with the terms of your lease.

A new cash management system has been adopted in connection with Purchaser's loan from Citibank, N.A., its successors and/or assigns ("Lender"). Consequently, from and after the date of this letter, all payments due under the Lease should be delivered as follows (which payment direction may not be rescinded or altered, except by a written direction signed by the Lender or its agent):

- (i) If by check, money order, or its equivalent, please mail such items to:

Remittance Address:  
430 W. 14th Realty LLC  
P.O. Box 101194  
Pasadena, CA 91189-1194

Courier Address:  
JPMorgan Chase  
2710 Media Center Dr.  
Building #6, Suite 120  
Los Angeles, CA 90065  
Attn: W. 14th Realty LLC, Box #101194

- (ii) If by wire transfer to:

Payee:	430 W. 14th Realty LLC
ABA Routing #:	021 000 021
For Account:	430 W. 14th Realty LLC
Account #:	403251064

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Bank Contact:	Zachary Glover, Harold Calderon, Aaron Spear
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Any questions regarding maintenance and management of the property should be addressed to:

Lee Babcock  
Assistant Property Manager  
Grubb & Ellis Management Services, Inc.  
1301 Avenue of Americas, 42nd Floor  
New York, NY 10019  
lee.babcock@grubb-ellis.com

With a copy to:

430 W. 14 Realty, LLC  
c/o The Yucaipa Companies  
9130 West Sunset Boulevard  
Los Angeles, California 90069  
Attention: Christel Sicé

We apologize for any inconvenience this may and we appreciate your cooperation. Please contact Lee Babcock if you have any questions or concerns.

Yours Truly,

*[signatures on following pages]*

MADISON TOWER NY LLC, a Delaware limited liability company

By: MT Northeast LLC, a Delaware limited liability company, its sole member

By: BlackRock Granite Property Fund, L.P., a Delaware limited partnership, its sole member

By: BlackRock Granite Property Fund, LLC, a Delaware limited liability company, its general partner

By: BlackRock Granite Property Fund, Inc., a Maryland corporation, its sole member

By: BlackRock Realty Advisors, Inc., its investment manager

NOT EFFECTIVE UNTIL CLOSING

By: Mario Mirabelli

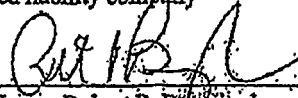
Name: Mario Mirabelli

Title: Director

**ACCEPTED AND AGREED TO:**

**BORROWER:**

**430 W. 14 REALTY, LLC, a Delaware  
limited liability company**

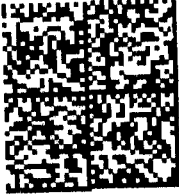
By:   
Name: Robert P. Bertram  
Title: Vice President

UT6HZ65TUT4U

\$02.100  
10/22/2012

Mailed From 19801  
US POSTAGE

Hasler



# FIRST CLASS MAIL

CCORA  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
RODNEY SQUARE  
1000 NORTH KING STREET  
WILMINGTON, DELAWARE 19801

**RECEIVED**  
Attn: CLA Hold LLC, formerly **ALC Holdings**  
LLC Claims Processing **OCT 26 2012**  
P.O. Box 3020  
Chanhassen, MN 55317-3020 **BMC GROUP**  
071483.1001/0855

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