

Fill in this information to identify the case:

Debtor 1 Gold's Gym International, Inc
Debtor 2 _____
(Spouse, if filing)
United States Bankruptcy Court for the: Northern District of Texas
Case number 20-31319

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BMC GROUP

Official Form 410
Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach 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. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?
CRG Financial LLC *(An Assignee of OTRE Investments LLC and OTRE Capital LLC and FGM Ventures LLC and NCM Ventures LLC)*
Name of the current creditor (the person or entity to be paid for this claim)
Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?
 No
 Yes. From whom? *OTRE Investments LLC and OTRE Capital LLC and FGM Ventures LLC and Ventures LLC*

3. Where should notices and payments to the creditor be sent?
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)
Where should notices to the creditor be sent?
CRG Financial LLC
Name
100 Union Avenue
Number Street
Cresskill, NJ 07626
City State ZIP Code
Contact phone 201.266.6988
Contact email aaxenrod@crffinancial.com
Where should payments to the creditor be sent? (if different)
Name
Number Street
City State ZIP Code
Contact phone
Contact email
Uniform claim identifier for electronic payments in chapter 13 (if you use one):

4. Does this claim amend one already filed?
 No
 Yes. Claim number on court claims registry (if known) _____ Filed on _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?
 No
 Yes. Who made the earlier filing? _____



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 148,210.18 Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
Lease Rejection Damage/Prepetition Amounts Owed

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- No
- Yes. Check one:
- | | |
|---|---|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). | Amount entitled to priority
\$ _____ |
| <input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). | \$ _____ |
| <input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). | \$ _____ |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). | \$ _____ |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). | \$ _____ |
| <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. | \$ _____ |

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that 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.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

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

Executed on date 09/08/2020
MM / DD / YYYY

Shannon Kalb
Signature

Print the name of the person who is completing and signing this claim:

Name Shannon Kalb
First name Middle name Last name

Title _____

Company CRG Financial LLC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 100 Union Avenue
Number Street

Cresskill, NJ 07626
City State ZIP Code

Contact phone 201.266.6988 Email aaxenrod@crgfinancial.com

Proof of Claim Rider

Club Name:	Security
Landlord Name:	OTRE Investments LLC and OTRE Captial LLC and FDM Ventures LLC and WCM Ventures LLC
Property Address:	302 Main Street, Colorado Springs, CO 80911
Lease Termination Date:	01/31/2024
Remaining Term of Lease: (from petition date)	44.90
Lease Rejection Calculation Methodology:	1 Yr
Pre-petition Claim*:	\$26,167.66
Pre-petition Claim Basis:	April + May 2020 Rent, 2019 CAM, ins, re tax reconciliation
502(b)(6) Claim:	\$122,042.52
502(b)(6) Claim Basis:	
Base Rent:	\$7,958.21
Cam:	\$386.00
RE Tax:	\$1,004.00
Insurance:	\$822.00
Other	
Security Deposit:	none
Total Filed Amount:	\$148,210.18

*Supporting documentation is voluminous, and can be provided upon request to any party in interest.

Claimant does not waive or release any rights at law or equity, or any rights or causes of action that Claimant has or may have against Debtors, or any other entity or person. The Proof of Claim and this Rider are not intended to be, and shall not be construed as, (i) an election of remedies, (ii) a waiver of any defaults, (iii) a waiver or limitation of any rights, remedies, claims or interests of Claimant.

Claimant reserves the right to file additional claims against Debtors and to amend, revise, or supplement the Proof of Claim and this Addendum in any respect, including without limitation, to (i) reflect any additional claims against Debtors, (ii) specify interest, costs, fees, expenses or other charges or claims incurred by Claimant, (iii) change the priority or classification of the claim, or (iv) fix, increase or amend in any respect the Claim Amount, including to provide additional evidence in support of the claimed amount.

**OTRE INVESTMENTS LLC
PROP #1110 MAIN
2019 Common Area Maintenance Reconciliation**

Tenant: GOLDS GYM
 Suite Address: 302 MAIN STREET
 # Days Occupancy: 365
 % Share: 37.35%
 Tenant Sq Footage: 15,707
 Project Sq Footage: 42,055
 Lease Type: NNN

<u>Common Area Maintenance</u>	<u>CAM Pool</u>	<u>Tenant Share</u>
Electricity	5,722.24	2,137.18
Exterior lighting repairs	2,578.04	962.86
R&M	192.88	72.04
Parking Lot sweep	2,359.00	881.06
Snow removal	1,595.00	595.71
Landscaping	250.00	93.37
Insurance	26,399.80	9,859.98
Property Taxes	31,612.66	11,806.92
Management fees		
5% mgmt fee CAM	634.86	237.11
5% mgmt fee INS	1,319.99	493.00
Total Project Expenses	72,664.47	27,139.24
Less Estimates Billed		(21,312.00)
Total Amount Due/(Credit)		5,827.24

**Section 8.04 of lease
 Management fee not to exceed 5% of CAM's including INS**

<u>Breakdown</u>	<u>tenant share</u>	<u>est billed</u>	<u>amt due/(credit)</u>
CAM	4,979.34	(5,268.00)	(288.66)
INS	10,352.98	(3,864.00)	6,488.98
TAX	11,806.92	(12,180.00)	(373.08)
			5,827.24

2019 Reconciliation

Please make check payable to:

OTRE INVESTMENTS LLC
 C/O GS Management Company
 5674 Sonoma Drive
 Pleasanton, CA 94566
 925/734-0280

GS Management Company
 5674 Sonoma Drive
 Pleasanton CA 94566

01/01/2020
 Alyssa Haydin

Re: Main
 Notice of Increase: Operating Expense Estimate

Dear Haydin:

Effective 1/1/2020, your operating expense estimate will change as follows:

Recovery Group	Unit(s)	Amount Type	Amount Period	Previous	Current
Original Lease					
CAM	1110-2	Flat Amount	Monthly	439.00	386.00
INS	1110-2	Flat Amount	Monthly	322.00	822.00
TAX	1110-2	Flat Amount	Monthly	1,015.00	1,004.00
				<u>1,776.00</u>	<u>2,212.00</u>

In addition to your new operating expense estimate, please continue to pay your current Base Rent and any other monthly charge amount.

In review of the actual expense at year end a reconciliation will be completed and any overpayment will be refunded to you. In the event of an underpayment, you will receive an additional billing.

If you have any questions, please do not hesitate to call.

Loucel Bugawan
 PH:(760) 637-2974

Recovery Estimate Calculation Detail												
Recovery Group - Expense Pool		Leased Area	% Share									
CAM - cam		15,707.00	37.35									
INS - ins		15,707.00	37.35									
TAX - proptax		15,707.00	37.35									

Projected Exp Total	Base Amount	Projected Days Occ	Projected Exp Share	CAP Adjustment	Mgmt Fees	Total Charge	Expense Estimate Per Area	Charge Code	Basis	Freq	Amount Per Freq
12,396.80	0.00	366.00	4,630.04	0.00	0.00	4,630.04	0.29	CAM	Flat	Monthly	386.00
26,399.80	0.00	366.00	9,859.98	0.00	0.00	9,859.98	0.63	INS	Flat	Monthly	822.00
32,244.92	0.00	366.00	12,043.06	0.00	0.00	12,043.06	0.77	TAX	Flat	Monthly	1,004.00
			<u>26,533.08</u>			<u>26,533.08</u>					<u>2,212.00</u>

2020
 Base Rent: \$ 7,958.21
 CAM : \$ 386.00
 INS : \$ 822.00
 ReTax : \$ 1,004.00
\$ 10,170.21 per month
 \$10,170.21 x 2 = \$20,340.42
 April & May 2020

SECURITY MAIN 2020 BUDGETED EXPENSES

EXPENSES

6300-0000	UTILITIES	
6310-0000	Electricity - Common Area	6,156.48
6399-0000	TOTAL UTILITIES	6,156.48
6400-0000	REPAIRS AND MAINTENANCE	
6410-0000	EXTERIOR BUILDING	
6410-0300	Lighting - Exterior	2,000.00
6410-9999	TOTAL EXTERIOR BUILDING	2,000.00
6450-0000	PARKING LOT	
6450-0100	Parking Lot Cleaning and Sweeping	2,400.00
6450-0500	Snow Removal	1,000.00
6450-9999	TOTAL PARKING LOT	3,400.00
6460-0000	LANDSCAPING AND GROUNDS	
6460-0800	Landscape - Open Space Maint	250.00
6460-9999	TOTAL LANDSCAPING AND GROUNDS	250.00
6499-0000	TOTAL REPAIRS AND MAINTENANCE	5,650.00 + PG, 156.48 = \$11,806.48
6800-0000	MANAGEMENT COSTS	
6800-0100	Management Fee	9,966.36 (added at 5% of CAM): 1590.32
	TOTAL CAM	21,772.84
		\$12,396.80
6600-0000	INSURANCE	
6610-0000	Property Insurance	21,575.41
6630-0000	General Liability Insurance	3,344.24
6670-0000	Umbrella Insurance	1,480.15
6699-0000	TOTAL INSURANCE	26,399.80 ACTUAL INSURANCE EXP
6700-0000	PROPERTY TAXES LICENSES RENT & DUES	
6710-0000	Real Property Taxes	32,244.92
6799-0000	TOTAL PROPERTY TAXES LICENSES REN	32,244.92 2% INCREASE OVER 2019

ORIGIN ID:GMVA (201) 266-6988
CRG FINANCIAL LLC
SHANNON KALB
100 UNION AVENUE

SHIP DATE: 08SEP20
ACTWGT: 1.00 LB
CAD: 108555815/INET4280

CRESSKILL, NJ 07626
UNITED STATES US

BILL SENDER

TO **BMC GROUP, INC.**
ATTN: GGI HOLDINGS CLAIM PROCESSING
3732 WEST 120TH STREET

HAWTHORNE CA 90250

(310) 321-5555
INV.
PO:

REF:

DEPT:

56B.16/1545/B766

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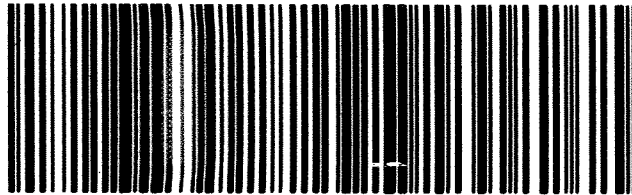
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TRK# 7714 7255 6329
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PRIORITY OVERNIGHT

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9/8/2020

RECEIVED
SEP 09 2020
BMC GROUP

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FedEx Ship Manager