

Fill in this information to identify the case:

Debtor 1 GGI Holdings, LLC

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: _____ District of _____

Case number 20-31818-hdh-11

RECEIVED
JUN 09 2020
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?	<u>Lhpartners, LP dba Greener Images</u> 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?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
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? <u>Greener Images</u> Name <u>P.O. Box 342</u> Number Street <u>Wellborn TX 77881</u> City State ZIP Code Contact phone <u>979-690-8588</u> Contact email <u>office@greenerimagesbcs.com</u>	Where should payments to the creditor be sent? (if different) <u>Greener Images</u> Name <u>P.O. Box 342</u> Number Street <u>Wellborn TX 77881</u> City State ZIP Code Contact phone <u>979-690-8588</u> Contact email <u>office@greenerimagesbcs.com</u>
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____		
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> 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?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

GGI HOLDINGS POC



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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? \$ 2944.95 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.
services performed

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)?

☒ No

☐ Yes. Check one:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ 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).

☐ 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).

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

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

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

* 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.

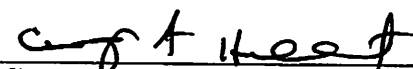
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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 05/29/2020
MM / DD / YYYY


Signature

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

Name Craig Andrew Hillert
First name Middle name Last name

Title Member

Company Llhpartners, LP dba Greener Images
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address P.O. Box 342
Number Street

Wellborn TX 77881
City State ZIP Code

Contact phone 979-690-8588 Email office@greenerimagesbcs.com



LETTER OF TRANSMITTAL

Date: June 3, 2020

To:

BMC Group, Inc.
Attn: GGI Holdings Claim Processing
P.O. Box 90100
Los Angeles, CA 90009

From:

Greener Images
505 William D. Fitch
College Station, Texas 77845

Re:

GGI Holdings, LLC
Case No. 20-31318

Sent Via:

Regular Mail

Comments:

Enclosed for claim processing:

- Official Form 410 completed and signed.
- Copies of invoices due.
- Stamped, self-addressed envelope to be used to return a copy of the "filed" proof of claim.

Sincerely,
Craig Hillert
Greener Images

PROOF OF CLAIM FILING INFORMATION FOR

GGI Holdings, LLC

CASE NO. 20-31318

US BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

Debtor Name	Case Number
GGI HOLDINGS, LLC	20-31318-hdh-11
GOLD'S GYM INTERNATIONAL, INC.	20-31319
GOLD'S HOLDING CORP.	20-31320
GOLD'S ALABAMA, LLC	20-31321
GOLD'S GYM FRANCHISING, LLC	20-31322
GOLD'S GYM LICENSING, LLC	20-31323
GOLD'S GYM MERCHANDISING, LLC	20-31324
GOLD'S GYM ROCKIES, LLC	20-31325
GOLD'S LOUISIANA, LLC	20-31326
GOLD'S NORTH CAROLINA, LLC	20-31328
GOLD'S OHIO, LLC	20-31329
GOLD'S OKLAHOMA, LLC	20-31330
GOLD'S SOUTHEAST, LLC	20-31332
GOLD'S ST. LOUIS, LLC	20-31333
GOLD'S TEXAS HOLDINGS GROUP, INC.	20-31337

General Bar Date: September 9, 2020

Bar Date for filing Proofs of Interest: TBD

Governmental Bar Date: December 8, 2020

Administrative Claims Bar Date: TBD

You may file your completed and executed Proof of Claim as follows:

If by regular mail, send to:

BMC Group, Inc.
Attn: GGI Holdings Claims Processing
PO Box 90100
Los Angeles, CA 90009

If by messenger or overnight delivery, send to:

BMC Group, Inc.
Attn: GGI Holdings Claims Processing
3732 West 120th Street
Hawthorne, CA 90250

Once filed, a "Filed" stamped copy of the proof of claim will be returned to the claimant Within three (3) business days of docketing IF the claimant encloses a stamped, self-addressed envelope with a copy of the proof of claim.



Vendor Partners,

On May 4, 2020, GGI Holdings, LLC and its affiliates ("Gold's Gym") filed voluntary petitions for relief under Chapter 11 in an effort to facilitate the financial restructuring of the company.

This pre-negotiated filing will enable us to emerge stronger and ready to grow, and it is our intent to be on the other side of Chapter 11 by August 1, if not sooner.

The global COVID-19 pandemic spurred us to take immediate action, including the difficult but necessary decision to permanently close about 30 company-owned gyms, to maintain the strength and growth of the potential of the brand as well as ensure the continued viability of the company for decades to come. We have been working with our landlords to ensure that the remaining company-owned gyms reopen stronger than ever coming out of this pandemic.

The franchisee-owned gyms, which make up the bulk of the Gold's Gym global footprint, are not part of this filing in any capacity and should not be affected by or tied-to this in any way.

As part of the company's typical "first-day" restructuring requests, the company will be seeking court approval to continue to paying suppliers, vendors, and employees in the ordinary course on a go-forward basis.

Please contact Bridget Sybolt at bsybolt@goldsgym.com for more details on your vendor status among secured and unsecured creditors and payment procedures as a result of this restructuring.

We appreciate your continued partnership with our brand and thank you in advance for your patience as we restructure our company and continue to navigate through these unprecedented times.

For more information, including a video message from me with additional insight into this restructuring, visit our resource and FAQ page at www.goldsgym.com/restructure.

A handwritten signature in black ink, appearing to read "Adam Zeitsiff".

Adam Zeitsiff
President & CEO
Gold's Gym

1:27 PM

05/21/20

Accrual Basis

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Customer Open Balance
All Transactions

Type	Date	Num	Memo	Due Date	Open Balance	Amount
Gold's Gym						
Invoice	02/18/2020	31169	Irrigation Rep...	03/10/2020	154.80	154.80
Invoice	02/29/2020	31200	Monthly Maint...	03/10/2020	887.20	887.20
Invoice	03/31/2020	31268	Monthly Maint...	04/10/2020	887.20	887.20
Invoice	04/30/2020	31483	Monthly Maint...	05/10/2020	887.20	887.20
Invoice	04/30/2020	31517	Irrigation repair	05/10/2020	128.55	128.55
Total Gold's Gym					2,944.95	2,944.95
TOTAL					2,944.95	2,944.95



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P.O. Box 342
Wellborn, TX 77881

Invoice

Date	Invoice #
2/18/2020	31169

Bill To
Gold's Gym #43002 ESmith Realty Attn: Alyssa Haydin 16000 N Dallas Pkwy, Ste 550 Dallas, TX 75248

		Project	Due Date
Quantity	Description	Rate	Amount
	Irrigation Repairs made during a routine check of the irrigation system.		
8	4" Spray Body	3.25	26.00T
8	Tree Bubbler	2.50	20.00T
4	Swing Joint - 12"	3.00	12.00T
1	Irrigation supplies	5.00	5.00T
1	Irrigation Repair - Labor Only	80.00	80.00T

Thank you for your business!

We accept all major credit cards for a 3.5% convenience fee per transaction. Please contact our office if you would like to pay via credit card.

Phone: 979-690-8588
Email: office@greenerimagesbcs.com

Licensed Irrigator # 14502

Subtotal	\$143.00
Sales Tax (8.25%)	\$11.80
Balance Due	\$154.80



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P.O. Box 342
Wellborn, TX 77881

Invoice

Date	Invoice #
2/29/2020	31200

Bill To
Gold's Gym #43002 ESmith Realty Attn: Alyssa Haydin 16000 N Dallas Pkwy, Ste 550 Dallas, TX 75248

		Project	Due Date
Quantity	Description	Rate	Amount
1	Turf Cutting	487.50	487.50T
1	Ornamental Weed Control	65.00	65.00T
1	Ornamental Shearing/Pruning	66.67	66.67T
1	Turf Fertilization	103.75	103.75T
1	Mulching	66.66	66.66T
1	Irrigation Monitoring	30.00	30.00T

Thank you for your business!

We accept all major credit cards for a 3.5% convenience fee per transaction. Please contact our office if you would like to pay via credit card.

Phone: 979-690-8588

Email: office@greenerimagesbcs.com

Licensed Irrigator # 14502

Subtotal	\$819.58
Sales Tax (8.25%)	\$67.62
Balance Due	\$887.20



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P.O. Box 342
Wellborn, TX 77881

Invoice

Date	Invoice #
3/31/2020	31268

Bill To
Gold's Gym #43002 ESmith Realty Attn: Alyssa Haydin 16000 N Dallas Pkwy, Ste 550 Dallas, TX 75248

		Project	Due Date
Quantity	Description	Rate	Amount
1	Turf Cutting	487.50	487.50T
1	Ornamental Weed Control	65.00	65.00T
1	Ornamental Shearing/Pruning	66.67	66.67T
1	Turf Fertilization	103.75	103.75T
1	Mulching	66.66	66.66T
1	Irrigation Monitoring	30.00	30.00T

Thank you for your business!

We accept all major credit cards for a 3.5% convenience fee per transaction. Please contact our office if you would like to pay via credit card.

Phone: 979-690-8588

Email: office@greenerimagesbcs.com

Licensed Irrigator # 14502

Subtotal	\$819.58
Sales Tax (8.25%)	\$67.62
Balance Due	\$887.20



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P.O. Box 342
Wellborn, TX 77881

Invoice

Date	Invoice #
4/30/2020	31483

Bill To
Gold's Gym #43002 ESmith Realty Attn: Alyssa Haydin 16000 N Dallas Pkwy, Ste 550 Dallas, TX 75248

		Project	Due Date
Quantity	Description	Rate	Amount
1	Turf Cutting	487.50	487.50T
1	Ornamental Weed Control	65.00	65.00T
1	Ornamental Shearing/Pruning	66.67	66.67T
1	Turf Fertilization	103.75	103.75T
1	Mulching	66.66	66.66T
1	Irrigation Monitoring	30.00	30.00T

Thank you for your business!

We accept all major credit cards for a 3.5% convenience fee per transaction. Please contact our office if you would like to pay via credit card.

Phone: 979-690-8588
Email: office@greenerimagesbcs.com

Licensed Irrigator # 14502

Subtotal	\$819.58
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Sales Tax (8.25%)	\$67.62
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Balance Due	\$887.20
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P.O. Box 342
Wellborn, TX 77881

Invoice

Date	Invoice #
4/30/2020	31517

Bill To

Gold's Gym #43002
ESmith Realty
Attn: Alyssa Haydin
16000 N Dallas Pkwy, Ste 550
Dallas, TX 75248

Project

Due Date

Quantity	Description	Rate	Amount
	Irrigation repair - routine inspection and repair		
3	Nozzle	2.25	6.75T
2	Swing Joint - 6"	2.50	5.00T
1	Swing Joint - 12"	3.00	3.00T
1	Rotor	17.50	17.50T
2	4" Spray Body	3.25	6.50T
1	Labor for irrigation repair (2 men)	80.00	80.00T

Thank you for your business!

Subtotal \$118.75

Sales Tax (8.25%) \$9.80

Balance Due \$128.55

We accept all major credit cards for a 3.5% convenience fee per transaction. Please contact our office if you would like to pay via credit card.

Phone: 979-690-8588

Email: office@greenerimagesbcs.com

Licensed Irrigator # 14502