

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, Amarillo Division
Case number 20-31319-hdh11

E-Filed on 06/24/2020
Claim # 105

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>Microsoft Online, Inc.</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?
	Where should payments to the creditor be sent? (if different)
<u>Maria A. Milano</u> Name	_____ Name
<u>Fox Rothschild LLP 1001 4th Ave Suite 4500</u> Number Street	_____ Number Street
<u>Seattle WA 98154</u> City State ZIP Code	_____ City State ZIP Code
Contact phone <u>(206) 624-3600</u>	Contact phone _____
Contact email <u>mamilano@foxrothschild.com</u>	Contact email _____
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? _____	

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? \$ 207.70. 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. \$ 0.00

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

\$ 0.00

\$ 0.00

\$ 0.00

\$ 0.00

\$ 0.00

\$ 0.00

* 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 06/24/2020
MM / DD / YYYY

Amber Brazier

Signature

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

Name Amber Brazier
First name Middle name Last name

Title Associate Paralegal

Company Microsoft Corporation
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address One Microsoft Way
Number Street
Redmond WA 98052
City State ZIP Code

Contact phone (425) 705-2372 Email amberbr@microsoft.com

Attachment 1 - Gold's Gym POC.pdf

Description -

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

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.

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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?** Microsoft Online, Inc.
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? _____

3. Where should notices and payments to the creditor be sent? <small>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</small>	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	<u>Maria Milano c/o Fox Rothschild LLP</u> <small>Name</small> <u>1001 4th Ave., Suite 4500</u> <small>Number Street</small> <u>Seattle WA 98154</u> <small>City State ZIP Code</small> Contact phone <u>206-624-3600</u> Contact email <u>mamilano@foxrothschild.com</u> 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
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7. **How much is the claim?** \$ 207.70. **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.
Online advertising.

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:

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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

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Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

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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.

06/24/20

Executed on date
MM / DD / YYYY

DocuSigned by:
Amber Brazier
6FA835B1C9DF479...
Signature

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

Name Amber Brazier
First name Middle name Last name

Title Associate Paralegal

Company Microsoft Corporation
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address One Microsoft Way
Number Street
Redmond WA 98052
City State ZIP Code

Contact phone 425-705-2372 Email amberbr@microsoft.com

In re Gold's Gym International, Inc.
 United States Bankruptcy Court for the Northern District of Texas
 Case No. 20-31319
 Proof of Claim Continued

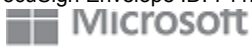
Microsoft Online, Inc., a subsidiary of Microsoft Corporation (collectively "**Microsoft**"), and Gold's Gym International, Inc. ("**Debtor**") are parties to a Bing Ad Agreement and certain Insertion Orders, for which the amount of **\$207.70** is due for advertising services as of the date of this Proof of Claim:

Exhibit	Invoice No.	Invoice Date	Service Period	Balance
A	9413884334	4/1/2020	3/1/2020-3/31/2020	\$90.94
B	9413851350	3/1/2020	2/1/2020-2/29/2020	\$116.76
			Total	207.70

The invoices attached as Exhibits A – B are for services rendered pre-petition. Microsoft therefore asserts a pre-petition claim in the amount of **\$207.70**.

Microsoft reserves the right to use and amend this Proof of Claim to assert any "cure" that may become due pursuant to 11 U.S.C. § 365(b)(1)(A).

EXHIBIT A



Microsoft Online, Inc.
6100 Neil Road, Ste 100
Reno, NV 89511 US
Microsoft tax ID: 80-0010505

Invoice date 04/01/2020

Advertiser Gold's Gym International-0002532894

Bill-to customer
Southwest Media Group
Attn: Accounts Payable
1717 Main Street, Suite 4000
AP Department
Dallas TX 75201
United States
Client ID 0002577510

Sold-to customer
Gold's Gym International
4001 Maple Avenue, Suite 200
Dallas TX 75219
United States
Client ID 0002532894

Total amount due (USD)

90.94

Payment due by

06/01/2020

Payment terms 60 days

Summary for 03/01/2020 - 03/31/2020

Account	Order	Amount (USD)
Gold's Gym - X1516633	O-1WS9W,O-1ZR6L	90.94
Total amount due (USD)		90.94

For questions about this invoice, contact adbill@microsoft.com

Reference the account number or invoice number on your payment.

Please include any applicable bank charges that were incurred when you remit your payment to us.

Wire transfers
Microsoft Online, Inc.
Account # 3751736507
ABA# 026009593
BIC/SWIFT BOFAUS3N
Bank of America, Dallas, TX.

ACH Payments
Microsoft Online, Inc.
Account # 3751736507
ABA # 111000012
Bank of America
Dallas, TX

Express Mail
Microsoft Online, Inc.
Lockbox 847543
1950 N Stemmons Fwy, Ste 5010
Dallas, TX 75207 USA

Standard Mail
Microsoft Online, Inc.
PO Box 847543
Dallas, TX 75284-7543
USA



Bill-to customer
 Southwest Media Group
 Attn: Accounts Payable
 1717 Main Street, Suite 4000
 AP Department
 Dallas TX 75201
 United States
 Client ID 0002577510

Sold-to customer
 Gold's Gym International
 4001 Maple Avenue, Suite 200
 Dallas TX 75219
 United States
 Client ID 0002532894

Account

Gold's Gym

Account number

X1516633

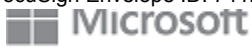
Order
 O-1WS9W,O-1ZR6L

Details for 03/01/2020 - 03/31/2020

Description	Clicks	Total (USD)
bing_brand_exact		
Reconciled charge (01/2020)	2	0.11
bing_brand_exact	1673	90.62
bing_nb_exact	4	0.21
Total amount (USD)		90.94

For questions about this invoice, contact adbill@microsoft.com

EXHIBIT B



Microsoft Online, Inc.
6100 Neil Road, Ste 100
Reno, NV 89511 US
Microsoft tax ID: 80-0010505

Invoice date 03/01/2020

Advertiser Gold's Gym International-0002532894

Bill-to customer
Southwest Media Group
Attn: Accounts Payable
1717 Main Street, Suite 4000
AP Department
Dallas TX 75201
United States
Client ID 0002577510

Sold-to customer
Gold's Gym International
4001 Maple Avenue, Suite 200
Dallas TX 75219
United States
Client ID 0002532894

Total amount due (USD)

116.76

Payment due by

04/30/2020

Payment terms 60 days

Summary for 02/01/2020 - 02/29/2020

Account	Order	Amount (USD)
Gold's Gym - X1516633	O-1YJ8N-R1	116.76
Total amount due (USD)		116.76

For questions about this invoice, contact adbill@microsoft.com

Reference the account number or invoice number on your payment.

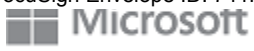
Please include any applicable bank charges that were incurred when you remit your payment to us.

Wire transfers
Microsoft Online, Inc.
Account # 3751736507
ABA# 026009593
BIC/SWIFT BOFAUS3N
Bank of America, Dallas, TX.

ACH Payments
Microsoft Online, Inc.
Account # 3751736507
ABA # 111000012
Bank of America
Dallas, TX

Express Mail
Microsoft Online, Inc.
Lockbox 847543
1950 N Stemmons Fwy, Ste 5010
Dallas, TX 75207 USA

Standard Mail
Microsoft Online, Inc.
PO Box 847543
Dallas, TX 75284-7543
USA



Bill-to customer
Southwest Media Group
Attn: Accounts Payable
1717 Main Street, Suite 4000
AP Department
Dallas TX 75201
United States
Client ID 0002577510

Sold-to customer
Gold's Gym International
4001 Maple Avenue, Suite 200
Dallas TX 75219
United States
Client ID 0002532894

Account
Gold's Gym

Account number
X1516633

Order
O-1YJ8N-R1

Details for 02/01/2020 - 02/29/2020

Description	Clicks	Total (USD)
bing_brand_exact	2223	116.61
bing_nb_exact	3	0.15
Total amount (USD)		116.76

For questions about this invoice, contact adbill@microsoft.com