

Fill in this information to identify the case:

Debtor 1 GGI Holdings, LLC

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: Northern District of Texas, Amarillo Division

Case number 20-31318-hdh11

E-Filed on 07/24/2020
Claim # 179

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?** Winstead PC
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>Thomas R. Helfand</u> Name <u>Winstead PC 2728 N. Harwood, Suite 500</u> Number Street <u>Dallas TX 75201</u> City State ZIP Code Contact phone <u>(214) 745-5342</u> Contact email <u>thelfand@winstead.com</u> Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	_____ Name _____ Number Street _____ City State ZIP Code _____ Contact phone _____ Contact email

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: 2 1 6 9

7. How much is the claim? \$ 2,069.70. 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 07/24/2020
MM / DD / YYYY

Donna Gilbert

Signature

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

Name Donna Gilbert
First name Middle name Last name

Title Administrative Assistant

Company Winstead PC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Attachment 1 - 2823321.PDF

Description - 12-4-2019 invoice (only \$50.70 owing)

2728 N. Harwood Street
 Dallas, TX 75201
 Tax I.D. #75-2404691

December 4, 2019

TRT HOLDINGS, INC.
 C/O WALDO'S HOLDINGS LLC
 PAUL JORGE
 4001 MAPLE AVE., SUITE 600
 DALLAS, TX 75219-3241

Invoice #: 2823321
 Client #: 44221
 Matter #: 69

RE: GOLD'S GYM-SCHWARZENEGGER INVESTMENT

Billing Attorney: Thomas R. Helfand

For Professional Services Rendered Through November 30, 2019:

PROFESSIONAL SERVICES

Date	Init	Description	Hours
10/30/19	TRH	Review of Term Sheet and distribution provisions of draft of LLC agreement and telephone conference with Paul Jorge and Jason Jones regarding Term Sheet and comments to LLC agreement.	1.40
10/31/19	TRH	Review and comment regarding revised draft of LLC agreement and telephone conference with Jason Jones and email correspondence regarding same.	1.40
11/04/19	TRH	Review of revised alternative drafts of waterfall distribution provisions and telephone conference with Paul Jorge regarding enterprise valuation issues.	.90
11/05/19	TRH	Telephone conference with Paul Jorge and Jason Jones regarding provisions of draft of LLC agreement.	.40
11/06/19	TRH	Review of discussion list from Schwarzenegger and email correspondence regarding same.	.30
11/25/19	TRH	Review and comment regarding tax reps in draft of Unit Purchase Agreement.	.80
TOTAL PROFESSIONAL SERVICES			\$ 3,380.00

SUMMARY OF PROFESSIONAL SERVICES

Init	Timekeeper	Hours	Rate	Total
TRH	Thomas R. Helfand	5.20	650.00	3,380.00
TOTALS		5.20		\$ 3,380.00

Matter: 69 GOLD'S GYM-SCHWARZENEGGER INVESTMENT

December 4, 2019
Invoice #: 2823321

EXPENSES

Description	Amount
Reproduction Costs	50.70

TOTAL EXPENSES

\$ 50.70

~~TOTAL THIS INVOICE~~

~~\$ 3,430.70~~

This invoice was paid, except for the \$50.70 in expenses.

2728 N. Harwood Street
Dallas, TX 75201
Tax I.D. #75-2404691

December 4, 2019

TRT HOLDINGS, INC.
C/O WALDO'S HOLDINGS LLC
PAUL JORGE
4001 MAPLE AVE., SUITE 600
DALLAS, TX 75219-3241Invoice #: 2823321
Client #: 44221
Matter #: 69**REMITTANCE ADVICE****RE: GOLD'S GYM-SCHWARZENEGGER INVESTMENT**

Billing Attorney: Thomas R. Helfand

BALANCE DUE THIS INVOICE**\$ 3,430.70**

Please return this advice with payment to:

WINSTEAD PC | ATTORNEYS
ATTN: Accounts Receivable
2728 N. Harwood St., Suite 500
Dallas, Texas 75201-1743**Wire Transfer Instructions: Client Retainer Account**Comerica Bank
Dallas, TX
Swift Code MNBDUS33
ABA# 111000753
Account # 1881293359
Credit: Winstead PC
Client Retainer Account
Reference: Thomas R. Helfand
Client/Matter#: 44221.69**ACH TRANSFERS:**Must be sent in CTX Format with payment
detail by invoice number.Invoice payment detail may also be
submitted via fax or email:FAX: 214.745.5390
ATTN: Accounts Receivable
E-mail: accountsreceivable@winstead.com**TERMS: NET 30 DAYS***Thank you!
Your business is greatly appreciated.*

Attachment 2 - 2833499.pdf

Description - 1-7-2020 invoice

2728 N. Harwood Street
 Dallas, TX 75201
 Tax I.D. #75-2404691

January 7, 2020

TRT HOLDINGS, INC.
 C/O WALDO'S HOLDINGS LLC
 PAUL JORGE
 4001 MAPLE AVE., SUITE 600
 DALLAS, TX 75219-3241

Invoice #: 2833499
 Client #: 44221
 Matter #: 69

RE: GOLD'S GYM-SCHWARZENEGGER INVESTMENT

Billing Attorney: Thomas R. Helfand

For Professional Services Rendered Through December 31, 2019:

PROFESSIONAL SERVICES

Date	Init	Description	Hours
12/02/19	TRH	Review and comment regarding revised draft of waterfall and related provisions of amended LLC agreement and telephone conference with Jason Jones regarding same.	1.20

TOTAL PROFESSIONAL SERVICES \$ 780.00

SUMMARY OF PROFESSIONAL SERVICES

Init	Timekeeper	Hours	Rate	Total
TRH	Thomas R. Helfand	1.20	650.00	780.00
TOTALS		1.20		\$ 780.00

EXPENSES

Description	Amount
Reproduction Costs	6.00

TOTAL EXPENSES \$ 6.00

TOTAL THIS INVOICE \$ 786.00

2728 N. Harwood Street
Dallas, TX 75201
Tax I.D. #75-2404691

January 7, 2020

TRT HOLDINGS, INC.
C/O WALDO'S HOLDINGS LLC
PAUL JORGE
4001 MAPLE AVE., SUITE 600
DALLAS, TX 75219-3241

Invoice #: 2833499
Client #: 44221
Matter #: 69

REMITTANCE ADVICE

RE: GOLD'S GYM-SCHWARZENEGGER INVESTMENT

Billing Attorney: Thomas R. Helfand

BALANCE DUE THIS INVOICE

\$ 786.00

Please return this advice with payment to:

WINSTEAD PC | ATTORNEYS
ATTN: Accounts Receivable
2728 N. Harwood St., Suite 500
Dallas, Texas 75201-1743

Wire Transfer Instructions: Client Retainer Account

Comerica Bank
Dallas, TX
Swift Code MNBDUS33
ABA# 111000753
Account # 1881293359
Credit: Winstead PC
Client Retainer Account
Reference: Thomas R. Helfand
Client/Matter#: 44221.69

ACH TRANSFERS:

Must be sent in CTX Format with payment detail by invoice number.

Invoice payment detail may also be submitted via fax or email:

FAX: 214.745.5390
ATTN: Accounts Receivable
E-mail: accountsreceivable@winstead.com

TERMS: NET 30 DAYS

Thank you!
Your business is greatly appreciated.

Attachment 3 - 2862481.pdf

Description - 4-3-2020 invoice

2728 N. Harwood Street
 Dallas, TX 75201
 Tax I.D. #75-2404691

April 3, 2020

TRT HOLDINGS, INC.
 C/O WALDO'S HOLDINGS LLC
 PAUL JORGE
 4001 MAPLE AVE., SUITE 600
 DALLAS, TX 75219-3241

Invoice #: 2862481
 Client #: 44221
 Matter #: 69

RE: GOLD'S GYM-SCHWARZENEGGER INVESTMENT

Billing Attorney: Thomas R. Helfand

For Professional Services Rendered Through March 31, 2020:

PROFESSIONAL SERVICES

Date	Init	Description	Hours
3/16/20	TRH	Review of revised drafts of waterfall provisions and related terms of revised draft of LLC agreement and telephone conference with Jason Jones and Paul Jorge regarding comments.	1.80

TOTAL PROFESSIONAL SERVICES \$ 1,233.00

SUMMARY OF PROFESSIONAL SERVICES

Init	Timekeeper	Hours	Rate	Total
TRH	Thomas R. Helfand	1.80	685.00	1,233.00
TOTALS		1.80		\$ 1,233.00

TOTAL THIS INVOICE \$ 1,233.00

2728 N. Harwood Street
Dallas, TX 75201
Tax I.D. #75-2404691

April 3, 2020

TRT HOLDINGS, INC.
C/O WALDO'S HOLDINGS LLC
PAUL JORGE
4001 MAPLE AVE., SUITE 600
DALLAS, TX 75219-3241

Invoice #: 2862481
Client #: 44221
Matter #: 69

REMITTANCE ADVICE

RE: GOLD'S GYM-SCHWARZENEGGER INVESTMENT

Billing Attorney: Thomas R. Helfand

BALANCE DUE THIS INVOICE

\$ 1,233.00

Please return this advice with payment to:

WINSTEAD PC | ATTORNEYS
ATTN: Accounts Receivable
2728 N. Harwood St., Suite 500
Dallas, Texas 75201-1743

Wire Transfer Instructions: Client Retainer Account

Comerica Bank
Dallas, TX
Swift Code MNBDUS33
ABA# 111000753
Account # 1881293359
Credit: Winstead PC
Client Retainer Account
Reference: Thomas R. Helfand
Client/Matter#: 44221.69

ACH TRANSFERS:

Must be sent in CTX Format with payment detail by invoice number.

Invoice payment detail may also be submitted via fax or email:

FAX: 214.745.5390
ATTN: Accounts Receivable
E-mail: accountsreceivable@winstead.com

TERMS: NET 30 DAYS

Thank you!
Your business is greatly appreciated.