

**Fill in this information to identify the case:**

Debtor 1 Gold's Texas Holdings Group, Inc.

Debtor 2 \_\_\_\_\_  
(Spouse, if filing)

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

Case number 20-31337-hdh11

E-Filed on 07/28/2020  
Claim # 188

# 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

<b>1. Who is the current creditor?</b>	<u>RBR Real Estate Holdings, LLC</u> Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
<b>2. Has this claim been acquired from someone else?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
<b>3. Where should notices and payments to the creditor be sent?</b>  Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	<b>Where should notices to the creditor be sent?</b>	<b>Where should payments to the creditor be sent? (if different)</b>
	<u>Brian Zelman</u> Name <u>4001 Maple Ave Ste. 500</u> Number Street <u>Dallas TX 75219</u> City State ZIP Code Contact phone <u>(214) 283-8540</u> Contact email <u>bzelman@trtholdings.com</u>	_____ Name _____ Number Street _____ City State ZIP Code _____ Contact phone _____ Contact email
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): -----	
<b>4. Does this claim amend one already filed?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____	Filed on _____ MM / DD / YYYY
<b>5. Do you know if anyone else has filed a proof of claim for this claim?</b>	<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? \$ 850,674.00. 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 rent obligation

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. \$ 850,674.00

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 07/28/2020  
MM / DD / YYYY

Brian Zelman

Signature

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

Name Brian Zelman  
First name Middle name Last name

Title Vice President

Company RBR Real Estate Holdings, LLC  
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 - RBR POC - Killeen, TX (with supplement).pdf

Description -

Fill in this information to identify the case:

Debtor 1 Gold's Texas Holdings Group, Inc.

Debtor 2  
(Spouse, if filing) \_\_\_\_\_

United States Bankruptcy Court for the: Northern District of Texas

Case number 20-31337

## Official Form 410

# Proof of Claim

04/19

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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>RBR Real Estate Holdings, LLC</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)	<b>Where should notices to the creditor be sent?</b> <u>RBR Real Estate Holdings, LLC</u> Name <u>4001 Maple Ave, Ste 600</u> Number Street <u>Dallas TX 75219</u> City State ZIP Code Contact phone <u>214.283.8540</u> Contact email <u>bzelman@trtholdings.com</u>  Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	<b>Where should payments to the creditor be sent? (if different)</b> _____ Name _____ Number Street _____ City State ZIP Code Contact phone _____ Contact email _____
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
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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? \$ 850,674.00. Does this amount include interest or other charges?  
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 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.  
Rental obligations under a lease.

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:** \_\_\_\_\_  
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**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. \$ 850,674.00

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:

**Amount entitled to priority**

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. \$ \_\_\_\_\_

\* 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.

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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 07/16/2020  
MM / DD / YYYY

  
\_\_\_\_\_  
Signature

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

Name Brian Zelman  
First name Middle name Last name

Title Vice President

Company RBR Real Estate Holdings, LLC  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 4001 Maple Ave, Ste 600  
Number Street

Dallas TX 75219  
City State ZIP Code

Contact phone 214.283.8540 Email bzelman@trtholdings.com

## ADDENDUM TO REJECTION DAMAGE PROOF OF CLAIM

1. RBR Real Estate Holdings, LLC, a Texas limited partnership (the “Claimant”) files this proof of claim asserting damages from the rejection of a commercial real property lease against the bankruptcy estate of GGI Holdings, LLC (the “Debtor” and together with the other debtors to these jointly administered bankruptcy cases, the “Debtors”) in the total amount of **\$850,674.56**. This attachment supplements the accompanying Proof of Claim (Official Form 410) and is hereby expressly incorporated into Official Form 410 as if set forth fully therein (collectively, the “Proof of Claim”).

2. **Basis of Claim.** Pre-petition, the Debtor entered into that certain Second Amended and Restated Shopping Center Lease dated August 31, 2018 (the “Lease”), pursuant to which the Debtor, as tenant, leased from Claimant, as landlord, 39,974 square feet of retail space (the “Premises”) in the 60,438 square foot shopping center known as Killeen Crossing, located at 902 W Central Texas Expy, Killeen, Texas (the “Shopping Center”). The natural expiration of the Lease term was December 31, 2028.

3. **Rent.** Under the Lease, Debtor is obligated to pay Claimant rent comprised of (i) base rent and (ii) Debtor’s allocated share of operating expenses, common area maintenance expenses and real property taxes (collectively, “NNN Expenses”).

(a) Under the Lease, Debtor’s base rent was calculated as follows during the times relevant to this Claim:

Period	Annual Base Rent PSF	Monthly Base Rent
4/1/2020 - 12/31/2023	\$12.63	\$42,072.64
1/1/2024 - 12/31/2028	\$13.89	\$46,279.90

(b) Under the Lease, Debtor’s monthly NNN Expenses equal \$7,400.61, or \$88,807.32 annually, during the times relevant to this Claim.

4. **Petition Date.** On May 4, 2020 (the “Petition Date”), the Debtor filed a voluntary petition in this Court commencing this case under chapter 11 of the Bankruptcy Code.

5. **Lease Rejection.** On June 30, 2020, the Lease was rejected pursuant to Bankruptcy Court order entered at Docket No. 324, entitling Claimant to this Proof of Claim for rejection damages.



6. **Calculation of Potential Claim.** Claimant's gross potential damage claim under the Lease totals at least \$5,354,574.60, which includes Pre-Petition Damages totaling \$55,867.50 and Future Rent Damages after rejection of Lease totaling \$5,298,707.10:

**(a) Pre-Petition Damages:**

	Total	Apr-20	May-20
Gold's Base Rent	84,145	42,073	42,073
Gold's NNN	14,801	7,401	7,401
GG Stub Payment (May 4-31)	(43,079)	-	(43,079)
<b>Total Pre-Petition Damages</b>	<b>55,868</b>	<b>49,473</b>	<b>6,394</b>

- Petition filed on May 4. On June 30, Debtor pre-paid Claimant's administrative claim for the post-filing stub period (May 4 - 31) pursuant to court order and in connection with the TruFit transaction.

**(b) Potential Future Rent Damages (post lease rejection):**

	Post Petition Potential Damages									
	Total	2020	2021	2022	2023	2024	2025	2026	2027	2028
Gold's Base Rent	4,543,845	252,436	504,872	504,872	504,872	555,359	555,359	555,359	555,359	555,359
Gold's NNN	754,862	44,404	88,807	88,807	88,807	88,807	88,807	88,807	88,807	88,807
<b>Gold's Total Rent Outstanding</b>	<b>5,298,707</b>	<b>296,840</b>	<b>593,679</b>	<b>593,679</b>	<b>593,679</b>	<b>644,166</b>	<b>644,166</b>	<b>644,166</b>	<b>644,166</b>	<b>644,166</b>

- 2020 totals include July 1 - Dec 31.

7. **Mitigation - New Lease.** Claimant entered into a lease agreement with another gym operator ("TruFit") on July 1, 2020 ("New Lease"), pursuant to which, TruFit will lease the entire 60,438 square foot Shopping Center, including the 39,974 square foot space previously occupied by Debtor, for \$11.50 psf or \$695,037.00 annually, plus NNN expenses, for 15 years. Pursuant to the New Lease, Claimant will provide a tenant improvement allowance equal to \$1,160,950.00 (the "TIA") as a material inducement to TruFit entering into the New Lease. The portion of the TIA attributable to the Premises (ie, 39,974 sf / 60,438 sf = 66.1%) is \$767,858.22. The portion of that amount that is attributable to the remaining term under the lease (ie, 8.5 years / 15 years = 56.7%) is equal to \$435,120 (the "Attributable TIA").

The cumulative gross rent recovery from the New Lease during the remaining term of the Lease, with respect to only the Premises (ie, the 39,974 sf), is expected to be \$4,709,666.71, less the Attributable TIA of \$435,120, which brings the total mitigated amount to \$4,274,547.05 ("New Lease Mitigation Amount").

	Mitigation of Damages									
	Total	2020	2021	2022	2023	2024	2025	2026	2027	2028
TruFit Base Rent	3,954,804	116,301	459,701	459,701	459,701	459,701	482,686	505,671	505,671	505,671
TruFit NNN	754,862	44,404	88,807	88,807	88,807	88,807	88,807	88,807	88,807	88,807
<b>TruFit Total Rent</b>	<b>4,709,667</b>	<b>160,705</b>	<b>548,508</b>	<b>548,508</b>	<b>548,508</b>	<b>548,508</b>	<b>571,493</b>	<b>594,478</b>	<b>594,478</b>	<b>594,478</b>
Attributable TI Allowance	(435,120)									
<b>Total Mitigation</b>	<b>4,274,547</b>									

- 2020 totals include July 1 - Dec 31

- TruFit base rent was abated in July and August of 2020. Their base rent jumped to \$20,000 in September, \$40,000 in October and \$57,920 in November. TruFit is occupying the entire 60,438 sf of the shopping center, whereas Gold's only occupied 39,974 sf. Accordingly, the rent amounts shown are prorated based on SF attributable to the space formerly occupied by Gold's (i.e., 39,974 / 60,438 = 66.1%; 459,701 = 66.1% of TruFit's total Base Rent obligation of \$695,037). Likewise, the TI allowance for TruFit is also a prorated amount based on sf and remaining term under the Lease (ie, 8.5 years / 15 years).

8. **Total Potential Claim (net of mitigation).** After netting out the New Lease Mitigation Amount from the gross potential claim in Paragraph 6 above, the net total potential damage claim equals **\$1,080,027.55**.

Pre-Petition Damages	55,867.50
Future Rent Damages	5,298,707.10
<b>Total Potential Claim</b>	<b>5,354,574.60</b>
New Lease Mitigation	(4,274,547.05)
<b>Total Mitigation</b>	<b>(4,274,547.05)</b>
<b>Net Potential Claim before Cap</b>	<b>1,080,027.55</b>

9. **Calculation of Cap.** Bankruptcy Code § 502(b)(6) caps Claimant's rejection damages to **\$850,674.56**, which is the equivalent of (i) 15% of the remaining term of the Lease on the date of the filing of the petition (ie, \$794,806.06), plus (ii) the unpaid pre-petition rent due under the Lease (ie, \$55,867.50). This amount does not exceed 3 years of gross rent.

GG Future Rent	5,298,707
Cap at 15% of GG Future Rent	794,806
Pre-petition Rent Outstanding	55,868
<b>Total Claim (capped)</b>	<b>850,674</b>

10. **Resulting Total Claim.** As detailed above, Claimant's potential net damage claim exceeds the Bankruptcy Code's cap, even after accounting for actual and anticipated mitigation. Accordingly, Claimant is entitled to a total rejection damage claim of **\$850,674.56**.

11. **Reservation of Rights.** The Claimant reserves, without limitation and to the fullest extent allowed by law, the right to amend, modify, renew, extend, restate and supplement, for any reason, this Proof of Claim, including, but not limited to, the right to amend amounts claimed on account of unpaid fees and unreimbursed expenses to reflect any actual amounts owed to the Claimant. The Claimant reserves all of its rights, claims and defenses, whether under the Bankruptcy Code or other laws, including as to any claims that may be asserted against the Claimant by the Debtors, their bankruptcy estates, successors and assigns of the Debtors or their bankruptcy estates, any trustee, plan agent or liquidating agent, any creditor, or any other person or entity, including, without limitation, any rights of setoff and recoupment.

12. **Supporting Documents.** The documents referenced in support of the Proof of Claim will be made available upon request to the appropriate persons. Any request for such documents should be directed towards the Claimant's counsel as set forth below and in Form 410.

