

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, Dallas Division

Case number 20-31337-hdh11

E-Filed on 08/20/2020
Claim # 235

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?** WPG Wolf Ranch, LLC
Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor Washington Prime Group Inc.

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)
	<p><u>Ronald E. Gold</u> Name</p> <p><u>Frost Brown Todd LLC 301 East Fourth Street</u> Number Street</p> <p><u>Cincinnati</u> <u>OH</u> <u>45202</u> City State ZIP Code</p> <p>Contact phone <u>(513) 651-6800</u></p> <p>Contact email <u>rgold@fbtlaw.com</u></p> <p>Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____</p>	<p>_____ Name</p> <p>_____ Number Street</p> <p>_____ City State ZIP Code</p> <p>Contact phone _____</p> <p>Contact email _____</p>

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? \$ 325,748.51. 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; see Addendum

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. \$ 27,263.83

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 08/20/2020
MM / DD / YYYY

Stephen Ifeduba

Signature

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

Name Stephen E. Ifeduba
First name Middle name Last name

Title Vice President - Corporate and Litigation Counsel

Company WPG Wolf Ranch, LLC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 180 East Broad Street
Number Street

Columbus OH 43215
City State ZIP Code

Contact phone (614) 887-5625 Email stephen.ifeduba@washingtonprime.cc

Attachment 1 - Golds Gym - WPG POC (Wolf Ranch) SIGNED.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

04/16

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?** WPG Wolf Ranch, LLC
Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor Washington Prime Group Inc.

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>Ronald E. Gold, Frost Brown Todd LLC</u> Name <u>301 East Fourth Street</u> Number Street <u>Cincinnati OH 45202</u> City State ZIP Code Contact phone <u>513-651-6800</u> Contact email <u>rgold@fbtlaw.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: _____

7. How much is the claim? \$ 325,748.51. 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. See attached Addendum.

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. \$ 27,263.83

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 \$2,850* 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 \$12,850*) 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 4/01/19 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 08/17/2020
MM / DD / YYYY

Stephen Ifeduba
Signature

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

Name Stephen E. Ifeduba
First name Middle name Last name

Title Vice President, Corporate and Litigation Counsel

Company WPG Wolf Ranch, LLC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 180 East Broad Street
Number Street
Columbus OH 43215
City State ZIP Code

Contact phone 614-887-5625 Email stephen.ifeduba@washingtonprime.c

Print

Save As...

Add Attachment

Reset

Gold's Texas Holdings Group, Inc. (the "Debtor")
United States Bankruptcy Court for the Northern District of Texas
Case No. 20-31337

ADDENDUM TO PROOF OF CLAIM

1. WPG Wolf Ranch, LLC (the "Claimant") is the owner of, or the managing agent for the owner of, certain real property in which the Debtor leased retail space (the "Leased Premises") from the Claimant pursuant to a written lease (as subsequently amended and/or modified, the "Lease Agreement").¹ Specifically, the Debtor leased retail space from the Claimant at Wolf Ranch in Georgetown, Texas.

2. On May 4, 2020, the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas.

3. Pursuant to the *Final Order Authorizing the Debtors to (I) Reject Certain Unexpired Non-Residential Real Property Leases and (II) Abandon Certain Personal Property Remaining at the Premises Covered by the Leases Effective Nunc Pro Tunc to Date of Filing of Motion and Amending Interim Order [Docket No. 66] [Docket No. 117]* entered May 14, 2020, the Debtors rejected the Lease Agreement effective May 4, 2020.

4. The Claimant holds an unsecured claim against the Debtor in an amount not less than \$325,748.51, representing (i) \$27,263.83 in pre-petition amounts due and owing the Claimant by the Debtor under the Lease Agreement; and (ii) \$298,384.68 due and owing to the Claimant related to the Debtor's rejection of the Lease Agreement. The Claimant is also entitled to any additional amounts due and owing by the Debtor for percentage rent pursuant to the Lease

¹ Copies of the Lease Agreement and related documents are voluminous and are available upon request by a party in interest.

Agreement. An itemization of the amounts due and owing under the Lease Agreement is attached hereto as **Exhibit A**.

5. The Claimant reserves its rights, including, but not limited to, its rights of netting, recoupment, and setoff. The Claimant also reserves its rights regarding all other claims and/or defense that the Claimant may possess and/or assert against the Debtor.

6. The Claimant reserves the right to amend or supplement this proof of claim from time to time and at any time.

7. The filing of this proof of claim is not: (a) a waiver or release of the Claimant's rights; (b) a waiver or release of any right or claim of the Claimant arising out of any other claim, of any nature whatsoever, which the Claimant has against the Debtor or any of its affiliates; (c) a waiver or release of any rights of the Claimant under any provision of the Bankruptcy Code or applicable non-bankruptcy law; (d) an election of any remedy to the exclusion, express or implied, of any other remedy; (e) a consent that this claim is a debt which is subject to discharge in this or any other subsequent bankruptcy proceeding; (f) a ratification or consent to any obligations or liability based upon or arising out of any transactions between the Claimant and the Debtor; (g) a waiver or release of any rights of the Claimant to have any and all final orders in any and all noncore matters entered only after de novo review by a U.S. District Court; (h) a waiver or release of any right to a jury trial; or (i) a waiver or release of any rights of the Claimant to have the reference withdrawn in this matter or proceeding. All of the foregoing rights and claims are hereby preserved without exception and with no purpose of confessing or conceding any of the foregoing in any way by this filing or by any other participation in this case.

**Collection Workout for Legal
GOLD'S GYM - WOLF RANCH - PRE-PETITION
1/1/2020 - 5/3/2020**

Monthly Charges									
<i>Date</i>	<i>BRT</i>	<i>CMF</i>	<i>GTX</i>	<i>RPY</i>	<i>TAX</i>	<i>TSH</i>	<i>WTS</i>	<i>Total Charges</i>	<i>Total Amount Due</i>
Jan-20	0.00	0.00	0.00	(7.92)	0.00	0.00	0.01	(7.91)	(7.91)
Feb-20	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.01	(7.90)
Mar-20	0.01	0.00	0.00	0.00	0.00	0.00	0.00	0.01	(7.89)
Apr-20	13,079.92	5,389.37	181.88	0.00	5,113.35	810.46	290.41	24,865.39	24,857.50
May-20	1,265.80	521.55	17.60	0.00	494.84	78.43	28.10	2,406.33	27,263.83
<i>Total</i>	\$14,345.73	\$5,910.92	\$199.48	(\$7.92)	\$5,608.19	\$888.89	\$318.53	\$27,263.83	\$27,263.83

Total Charges:	\$27,263.83
Interest & Late Fee:	\$0.00
Total Due:	<u>\$27,263.83</u>

**Collection Workout for Legal
GOLD'S GYM - WOLF RANCH - REJECTION
5/4/2020 - 5/3/2021**

Monthly Charges								
<i>Date</i>	<i>BRT</i>	<i>CMF</i>	<i>GTX</i>	<i>TAX</i>	<i>TSH</i>	<i>WTS</i>	<i>Total Charges</i>	<i>Total Amount Due</i>
May-20	11,814.12	4,867.82	164.28	4,618.51	732.03	262.31	22,459.06	22,459.06
Jun-20	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	47,324.45
Jul-20	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	72,189.84
Aug-20	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	97,055.23
Sep-20	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	121,920.62
Oct-20	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	146,786.01
Nov-20	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	171,651.40
Dec-20	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	196,516.79
Jan-21	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	221,382.18
Feb-21	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	246,247.57
Mar-21	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	271,112.96
Apr-21	13,079.92	5,389.37	181.88	5,113.35	810.46	290.41	24,865.39	295,978.35
May-21	1,265.80	521.55	17.60	494.84	78.43	28.10	2,406.33	298,384.68
<i>Total</i>	\$156,959.04	\$64,672.44	\$2,182.56	\$61,360.20	\$9,725.52	\$3,484.92	\$298,384.68	\$298,384.68

Total Charges:	\$298,384.68
Interest & Late Fee:	\$0.00
Total Due:	<u>\$298,384.68</u>