

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-HDH11

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SEP 04 2020
BMC GROUP

Bankruptcy
Proof of Claim

12/15

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?	TEXAS COMPTROLLER OF PUBLIC ACCOUNTS ON BEHALF OF THE STATE OF TEXAS AND LOCAL SALES TAX JURISDICTIONS 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? Office of the Attorney General Bankruptcy & Collections Division Name P.O. Box 12548, MC-008 Number Austin TX 78711 City State ZIP Code Contact phone (512) 463-2173 Contact email bankruptcytax@oag.texas.gov	Where should payments to the creditor be sent? (if different) Revenue Accounting Division Attention: Bankruptcy Name P.O. Box 13528 Number Austin TX 78711 City State ZIP Code Contact phone (512) 463-4510 Contact email bankruptcysection@cpa.texas.gov
	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: 1 5 6 6

7. How much is the claim? \$ 8,838,925.15. 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.
SALES AND USE TAX CH. 151,(321,322,323)

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: See attached.

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).

Amount entitled to priority

\$ _____

Up to \$2,775* 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 \$12,475*) 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).

\$ 8,215,503.91

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 4/01/16 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:

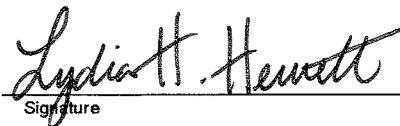
- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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 08/26/2020
MM / DD / YYYY


Signature

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

Name LYDIA H HEWETT
First name Middle name Last name

Title Accounts Examiner

Company Texas Comptroller of Public Accounts
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 111 E. 17th Street, ATTN: Revenue Accounting Div.
Number Street

Austin Texas 78711
City State ZIP Code

Contact phone (512) 463-4510 Email bankruptcysection@cpa.texas.gov

Bankruptcy Claim Worksheet — With Addendum

Date 08/26/2020	Case court number 20-31337-HDH11	Primary TP ID XXXXXXXX1566	Taxpayer number XXXXXXXX1566
Entity name GOLD'S TEXAS HOLDINGS GROUP, INC.			

Basis for claim: 26 - SALES AND USE TAX							
PERIOD	BASIS	GROSS TAX	PENALTY	INTEREST	TOTAL	PAYMENT	BALANCE
SEP 10 - NOV 15	A	\$6,234,212.40	\$623,421.24	\$1,981,291.51	\$8,838,925.15	\$0.00	\$8,838,925.15
TOTAL:		\$6,234,212.40	\$623,421.24	\$1,981,291.51	\$8,838,925.15	\$0.00	\$8,838,925.15
ORIGINAL PRIORITY PROOF OF CLAIM						GRAND TOTAL:	\$8,838,925.15

Addendum:

- Claim is based on statute. No other supporting documentation is required. Creditor reserves all setoff rights under Texas law, including those arising from audits, credits, refunds, or payments due for goods and services provided to the State of Texas.

R - Original Tax Return	F - Final Return	AR - Affiliated Return	EAA - Estimated Affiliated Audit
A - Audit	EF - Estimated Final Return	AA - Affiliated Audit	EAF - Estimated Affiliated Final
EA - Estimated Audit	SA - Successor Assessment	AF - Affiliated Final	
ER - Estimated Return	PA - Predecessor Assessment	EAR - Estimated Affiliated Return	

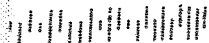
CERTIFIED MAIL™

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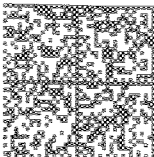
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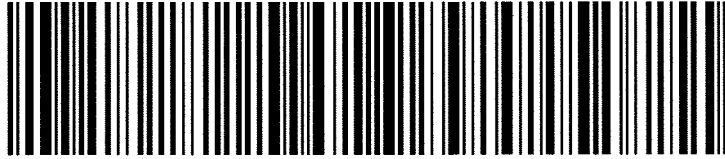
OFFICIAL BUSINESS
STATE OF TEXAS
PENALTY FOR
PRIVATE USE



U.S. POSTAGE PITNEY BOWES
ZIP 78701 \$008.05⁹
02 4M
0000372116AUG 28 2020

Comptroller of Public Accounts - LBJ
111 E 17th St
Austin TX 78701

USPS CERTIFIED MAIL



9214 8901 9403 8319 8252 04

BMC GROUP
ATTN: GGI HOLDINGS CLAIMS PROCESSING
PO Box 90100
LOS ANGELES CA 90009-0100



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

P.O. Box 13528 • Austin, TX 78711-3528

08/26/2020

BMC GROUP
ATTN: GGI HOLDINGS CLAIMS PROCESSING
PO BOX 90100
LOS ANGELES, CA 90009-0100

Re: Taxpayer # XXXXXXXX1566
GOLD'S TEXAS HOLDINGS GROUP, INC
Bankruptcy Case # 20-31337-HDH11

The State of Texas submits for your office to file the enclosed Pre-petition Tax Claim(s) in the above-referenced proceeding.

Enclosed is a second copy of the proof(s) of claim. Please stamp this copy with the date filed and return it in the enclosed self-addressed envelope.

The Office of the Attorney General is representing the Comptroller of Public Accounts in this proceeding. Please direct all notices and correspondence to:

Office of the Attorney General
Bankruptcy & Collections Division MC-008
P.O. Box 12548
Austin, TX 78711-2548

Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Lydia H. Hewett".

LYDIA H HEWETT
Accounts Examiner
Bankruptcy and Liens Section
Revenue Accounting Division

Enclosure

Form VT-358 (Rev.8-19/6)



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

P.O.Box 13528 • Austin, TX 78711-3528

08/26/2020

Addendum for Jointly Administered Cases

Re: Lead Bankruptcy Case # 20-31318-HDH11

Please be advised that the Texas Comptroller of Public Accounts asserts the same against each of the below referenced taxpayers:

TAXPAYER NUMBER	ENTITY NAME	CASE NUMBER CLAIM NUMBER
XXXXXXXX6105	GOLD'S HOLDING CORP.	20-31320
XXXXXXXX0095	GOLD'S GYM FRANCHISING, LLC	20-31322
XXXXXXXX0137	GOLD'S GYM LICENSING, LLC	20-31323
XXXXXXXX8925	GOLD'S GYM MERCHANDISING, LLC	20-31324
XXXXXXXX1566	GOLD'S TEXAS HOLDINGS GROUP, INC	20-31337