Fill in this information to identify the case:

Debtor 1   Gold`s Gym Franchising, LLC

Debtor 2
(Spouse, if filing)

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

Case number   20-31322-hdh11

E-Filed on 09/09/2020

Claim # 334

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?

Citrix Systems 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?

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Where should notices to the creditor be sent?

Citrix Systems Inc - David Rubenstein
Name

851 W Cypress Creek Rd
Number   Street

Ft. Lauderdale   FL   33309
City   State   ZIP Code

Contact phone (954) 267-2559

Contact email david.rubenstein@citrix.com

Where should payments to the creditor be sent? (if different)

Citrix Systems Inc.
Name

Lockbox 931686
Number   Street

Atlanta   GA   30354
City   State   ZIP Code

Contact phone (954) 267-2559

Contact email david.rubenstein@citrix.com

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

☑ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _4_ _5_ _4_ _0_

7. How much is the claim?

$_____5,455.80_ . **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	
A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.	☐ 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). $_____0.00

☐ 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). $_____0.00

☐ 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). $_____0.00

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). $_____0.00

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). $_____0.00

☐ Other. Specify subsection of 11 U.S.C. § 507(a)(__) that applies. $_____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   09/09/2020_____
MM / DD / YYYY

/s/ David Rubenstein_____
Signature

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

Name	David Rubenstein		
	First name	Middle name	Last name

Title   Regional Manager

Company   Citrix Systems Inc.
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 - Golds Gym Franchising POC.pdf

Description -

Debtor 1   Gold's Gym Franchising, LLC

Debtor 2
(Spouse, if filing)

United States Bankruptcy Court for the: Northern District of Texas

Case number   20-31322

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.
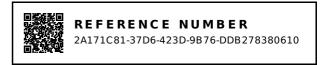
Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) **that you received.**

Part 1:	Identify the Claim

1. Who is the current creditor?

Citrix Systems 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?

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)
Citrix Systems Inc -David Rubenstein Name	Citrix Systems Inc Name
851 W Cypress Creek Rd Number Street	Lockbox 931686 Number Street
Ft Lauderdale FL 33309 City State ZIP Code	Atlanta GA 30354 City State ZIP Code
Contact phone 1 954-267-2559	Contact phone 1 954-267-2559
Contact email david.rubenstein@citrix.com	Contact email david.rubenstein@citrix.com

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? _____

Official Form 410   **Proof of Claim**   page 1

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: __4__ __5__ __4__ __0__

7. How much is the claim? $_____5,455.80. **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.

Software licensing services _____

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: _____

Official Form 410   **Proof of Claim**   page 2

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**
A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the 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.

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   09/08/2020
                    MM / DD / YYYY

David Rubenstein
Signature

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

Name	David	Rubenstein
	First name	Middle name	Last name

Title   Regional Manager

Company   Citrix Systems Inc
           Identify the corporate servicer as the company if the authorized agent is a servicer.

Address   851 Cypress Creek Rd
           Number   Street

           Fort Lauderdale   FL   33309
           City   State   ZIP Code

Contact phone   1-954-267-2559   Email   david.rubenstein@citrix.com

---

CITRIX
RightSignature
SIGNATURE
CERTIFICATE

TRANSACTION DETAILS	**DOCUMENT DETAILS**
Reference Number 2A171C81-37D6-423D-9B76-DDB278380610	**Document Name** Gold S Gym - Poc
Transaction Type Signature Request	**Filename** gold_s_gym_-_poc.pdf
Sent At 09/08/2020 10:24 EDT	**Pages** 3 pages
Executed At 09/08/2020 10:44 EDT	**Content Type** application/pdf
Identity Method email	**File Size** 2.58 MB
Distribution Method email	**Original Checksum** a7c189a581a92d7286cdb4e4404e0791eb10116d979c342d74aa69c66957c006
Signed Checksum aa7df6320493b1973c803f8bfe9fc6d0b7c66a2f67f368913396c34b544fe99a	
Signer Sequencing Disabled	
Document Passcode Disabled	

SIGNERS

SIGNER	**E-SIGNATURE**	**EVENTS**
Name David Rubenstein	**Status** signed	**Viewed At** 09/08/2020 10:44 EDT
Email david.rubenstein@citrix.com	**Multi-factor Digital Fingerprint Checksum** 061cbaff55fe53f6fa80a41ef35449a1a2881db4d39b24a5eccd40533867d597	**Identity Authenticated At** 09/08/2020 10:44 EDT
Components 2	**IP Address** 162.221.158.2	**Signed At** 09/08/2020 10:44 EDT
	Device Internet Explorer via Windows	
	Typed Signature *David Rubenstein*	
	Signature Reference ID B437F4B5	

AUDITS

TIMESTAMP	AUDIT
09/08/2020 10:44 EDT	David Rubenstein (david.rubenstein@citrix.com) signed the document on Internet Explorer via Windows from 162.221.158.2.
09/08/2020 10:44 EDT	David Rubenstein (david.rubenstein@citrix.com) authenticated via email on Internet Explorer via Windows from 162.221.158.2.
09/08/2020 10:44 EDT	David Rubenstein (david.rubenstein@citrix.com) viewed the document on Internet Explorer via Windows from 162.221.158.2.
09/08/2020 10:40 EDT	David Rubenstein (david.rubenstein@citrix.com) was emailed a reminder.
09/08/2020 10:24 EDT	David Rubenstein (david.rubenstein@citrix.com) was emailed a link to sign.
09/08/2020 10:24 EDT	Luiza Souto (luiza.souto@citrix.com) created document 'gold_s_gym_-_poc.pdf' on Chrome via Windows from 73.244.232.103.

<u>Supplement to Proof of Claim Filed by Citrix Systems Inc.</u>

Citrix Systems Inc. ("<u>Claimant</u>") submits this supplement to its proof of claim with regard to the chapter 11 case of <u>Gold's Gym Franchising, LLC</u>, Case No. 20-31322, against debtor Golds Gym Franchising, LLC ("<u>Debtor</u>").

On May 4, 2020 (the "<u>Petition Date</u>"), Debtor and certain of its affiliates (collectively, the "<u>Debtors</u>") filed voluntary petitions under chapter 11 of the Bankruptcy Code. Prior to the Petition Date, Claimant provided software licensing services to the Debtors for which it has not been paid, as evidenced by the invoice attached hereto as **Exhibit A** and the purchase order attached hereto as **Exhibit B**.

Claimant reserves the right to (a) amend and/or supplement this Proof of Claim at any time, including after the applicable bar date, and in any manner; (b) to file additional proofs of claim for any additional claim(s) that may be based on the same or additional documents or grounds of liability; and (c) assert this Proof of Claim against a different debtor entity that may be responsible for the indebtedness. This Proof of Claim is not, and shall not be deemed to be, a waiver of any claim by Claimant.

The filing of this Proof of Claim is not and shall not be deemed or construed as (a) a waiver or release by Claimant of any rights against any person, entity or property; (b) a consent by Claimant to the jurisdiction of any court with respect to proceedings, if any, commenced in any case otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury, or Claimant's consent to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy or proceeding related thereto, notwithstanding the designation or not of such matters as core proceedings pursuant to 28 U.S.C. § 157 or otherwise; (d) a waiver or release of Claimant's right to have, or to assert that, any and all final orders in any and all matters or proceedings be entered only after *de novo* review by a judge of the United States District Court; (e) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in this case or otherwise involving Claimant; (f) an election of remedies or choice of law; (g) a waiver or release of or any other limitation on Claimant's right to assert that any portion of the claims asserted herein are entitled to treatment as priority claims or as administrative claims under §§ 503(b) and 507(a) of the Bankruptcy Code; or (h) a waiver of any rights, claims, actions or defenses, setoffs, recoupments or other matters to which Claimant is entitled under any agreements, at law, in equity or otherwise.

EXHIBIT A

INVOICE

CITRIX®

Invoice

Total Cost:

Sub Total:	5,040.00	USD
Freight:	0.00	USD
Tax Amount:	415.80	USD
Total USD:	**5,455.80**	**USD**

Billing Address

Gold's Gym
4001 Maple Ave
Dallas , TX 75219-3217
USA

Information Details

Invoice Number:	92062816	Sold To Customer No:	████4540
Invoice Date:	March 23, 2020	Customer PO:	10175040
Due Date:	April 22, 2020	Sales Order:	2736962
Payment terms:	NET 30 Days	Reference Invoice:	
Currency:	USD	Reward Registration Id:	
Ship Via:	UPS Ground - 526-971	Quote Id:	Q-00600822

Ship To Address

Gold's Gym
4001 Maple Ave
Dallas , TX 75219-3217
USA

Remit Payment To

Citrix Systems Inc.
P O Box 931686
Atlanta, GA 31193-1686
Electronic payments (ACH)
ABA new: ████
ABA (CDA): ████
Account #: ████
SWIFT: ████

Instructions

Please make payable to Citrix Systems, Inc. and indicate customer number and invoice number on payment. Payable in US funds

Comments

	Memorandum Only				
Material Description	**Po Itm Qty**	**Unit Qty**	**Unit price**	**Amount**	**Tax**
3018429	2 EA	2 EA	2,520.00	5,040.00	8.25 %
Renewal Silver Maintenance Citrix ADC MPX 5650 Standard Edition Appliance Service Start Date: Mar 23, 2020 End Date: Mar 22, 2021					

Invoice

Material Description	Po Itm Qty	Unit Qty	Unit price	Amount	Tax
Serial Number: 7RDWE2C3ZJ;AM7UP2FGPT					

Total Cost:

Sub Total:	5,040.00 USD
Freight:	0.00 USD
Tax Amount:	415.80 USD
Total USD:	**5,455.80 USD**

Citrix Systems, Inc.
851 W Cypress Creek Rd, Fort Lauderdale, FL 33309, PH (954) 267-3000

EXHIBIT B

PURCHASE ORDER

Purchase Order

Gold's Gym

Vendor:
Citrix Systems Inc.
851 W. CYPRESS CREEK ROAD
FORT LAUDERDALE, FL, USA
33309-2009

Bill to	Customer: Gold's Gym	**SHIP TO**	Customer: Gold's Gym
	Org ID: 50980998		Org ID: 50980998
	4001 Maple Ave,		4001 Maple Ave,
	Dallas, TX, 75219-3217, USA		Dallas, TX, 75219-3217, USA
	Phone: (214) 2965861		Phone: (214) 2965861

SHIPPING METHOD	SHIPPING TERMS	DELIVERY DATE
Electronically		

QTY	SKU #	DESCRIPTION	JOB	UNIT PRICE	LINE TOTAL
1		Citrix Renewal Quote # Q- 00600822			$5,040.00

SUBTOTAL	
SALES TAX	
TOTAL	$ 5,040.00

03-20-2020

_____
Authorized by / Date