

Fill in this information to identify the case:

Debtor 1 Gold's Holding Corp.
Debtor 2 _____
(Spouse, if filing)
United States Bankruptcy Court for the: Northern District of Texas, Dallas Division
Case number 20-31320-hdh11

E-Filed on 09/09/2020
Claim # 344

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?		<u>Street Retail, Inc.</u> Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor <u>t/a Rockville Towne Center, Rockville, Maryland</u>
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?	Where should payments to the creditor be sent? (if different)
	<u>c/o Ballard Spahr LLP</u> Name <u>ATTN: Leslie C. Heilman 919 N. Market Street,</u> Number Street <u>Wilmington DE 19801</u> City State ZIP Code Contact phone <u>(302) 252-4446</u> Contact email <u>heilmanl@ballardspahr.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?		<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: _____

7. How much is the claim? \$ 44,908.68. 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.
Rent Due - 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: _____
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. \$ 44,908.68

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)(2) that applies.

Amount entitled to priority

\$ 0.00

\$ 0.00

\$ 0.00

\$ 0.00

\$ 0.00

\$ 37,949.30

* 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

Leslie C. Heilman

Signature

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

Name Leslie Heilman
First name Middle name Last name

Title Attorney for Creditor

Company Ballard Spahr LLP
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 - Gold_s Gym - Schedule to Tenant Claim.pdf

Description -

**Schedule to Proof of Claim of
Street Retail, Inc. (“Landlord”)**

**Gold’s Holding Corp.
Case No. 20-31320**

United States Bankruptcy Court for the Northern District of Texas

This Schedule supplements the information stated in the accompanying Proof of Claim and shall constitute part of the Proof of Claim.

I. Basis for the Claim

Debtor Gold’s Holding Corp. (the “**Original Tenant**”), predecessor-in-interest to GBG, Inc., a wholly owned subsidiary of Original Tenant (“**GBG**”), entered into that certain unexpired non-residential real property lease, dated March 10, 2006 (as may have been amended from time to time, the “**Lease**”) with Landlord for certain premises located in the shopping center known as Rockville Towne Center located at 26 Maryland Avenue, #510, in Rockville, Maryland (the “**Premises**”), which Lease was assumed and assigned to GBG pursuant to Section 15.01(E) of the Lease, effective on or about January 1, 2014. Notwithstanding the assignment to GBG, Original Tenant remains liable for all of its obligations under the Lease for the entire term of the Lease and any extensions thereof. A true and correct copy of the Lease and Guaranty is available upon request.

On May 4, 2020 (the “**Petition Date**”), Original Tenant and certain of its affiliates filed voluntary petitions for relief (the “**Chapter 11 Case**”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101, et seq. (as amended, the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) which cases are being jointly administered under Case No. 20-31318 entitled *GGI Holdings, LLC et al.*

II. Calculation and Classification of the Claim

As of the Petition Date, the Original Tenant owed the sum of at least **\$44,908.88** to Landlord on account of unpaid rent and other charges due under the Lease (the “**Rent Claim**”). Of that amount \$37,949.30 relates to the period from the Petition Date through the end of May 31, 2020 (the “**Stub Rent**”) that is entitled to administrative priority under Section 503(b) of the Bankruptcy Code for the Debtors’ use and occupancy of the Premises. Information supporting the calculation of the Rent Claim is attached hereto as Exhibit A.

III. Reservation of Rights

Landlord reserves the right to supplement and/or amend this Proof of Claim to include amounts not stated above, including, without limitation, costs, expenses, attorneys’ fees, and any other charges or amounts due, as appropriate, under applicable bankruptcy and non-bankruptcy law. Landlord reserves all of its rights and remedies, including, without limitation, the right to amend this claim from time to time to reflect additional charges, adjustments and the like, due and payable under the Lease, as the same become quantified, known or available. Landlord further

reserves the right to assert further and other claims, including administrative claims for postpetition rent and other charges that are or become due under the Lease.

Landlord further reserves the right to amend this Proof of Claim (and any Proof of Claim that it files, has filed or may file in the Debtor's bankruptcy case) to make such claim a secured claim by virtue of Landlord's right to setoff, offset or recoup the amount thereof under 11 U.S.C. § 553 or otherwise, or to otherwise assert a defense of setoff, offset and/or recoupment against any claims, defenses or offsets that the Debtor or any other party may assert against Landlord.

EXHIBIT A

GBG, Inc. successor to Gold's Holding Corp.
 Rockville Town Square, Rockville, Maryland
 Landlord: Street Retail, Inc.
 Security Deposit: None
 Guarantor: Gold's Gym International
 Date: September 8, 2020
 Chapter 11 File Date: May 4, 2020
 Lease Expiration Date: September 30, 2022

Pre-petition

Unpaid

Deferred

Admin Stub

8/15/2019 SEW: 6/1 - 6/30/2019	685.83		
9/15/2019 SEW: 7/1 - 7/31/2019	660.21		
3/15/2020 SEW: 1/3 - 1/31/2020	858.40		
4/1/2020 Minimum Rent (Deferred until 2021)	n/a	42,015.30	
4/15/2020 SEW: 2/1 - 2/26/2020	688.94		
5/1/2020 Minimum Rent	42,015.30		37,949.30 Stub Rent Period from 5/5-5/31
To be billed 2019 CAM Year End Adjustment	0.00		
To be billed 2020 RE Tax Year End Adjustment (1/1 - 5/3/2020)	0.00		
To be billed 2020 CAM Year End Adjustment (1/1 - 5/3/2020)	0.00		

Total:	44,908.68	42,015.30	