

Fill in this information to identify the case:

Debtor 1 Gold's St. Louis LLC

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: Northern District of Texas

Case number 20-31333

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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?** Spirit GG O'Fallon MO, LLC
 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?** **Where should notices to the creditor be sent?** **Where should payments to the creditor be sent? (if different)**

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

c/o Craig Solomon Ganz, Ballard Spahr LLP
 Name
1 E. Washington Street, Suite 2300
 Number Street
Phoenix AZ 85004
 City State ZIP Code
 Contact phone 602 798-5400
 Contact email ganzc@ballardspahr.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: _____

7. How much is the claim? \$ 995,541.39 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.
Real Estate 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. \$ 112,846.28

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

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 09/09/2020
MM / DD / YYYY

/s/ Craig Solomon Ganz

Signature

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

Name Craig Solomon Ganz
First name Middle name Last name

Title Attorney

Company Ballard Spahr LLP, 1 E. Washington St, Suite 2300, Phoenix, AZ 85004
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1 E. Washington Street, Suite 2300
Number Street
Phoenix AZ 85004
City State ZIP Code

Contact phone 602 798-5400 Email ganzc@ballardspahr.com

Schedule to Proof of Claim

In re: Gold's St. Louis LLC,
Case No. 20-31333 (Chapter 11)
In re: Gold's Gym International, Inc.
Case No. 20-31319 (Chapter 11)

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

Creditor: Spirit GG O'Fallon MO, LLC

This Schedule supplements the information stated in the accompanying Proof of Claim form (the "**Proof of Claim**") and shall constitute part of the Proof of Claim.

I. Brief Explanation of the Basis of the Proof of Claim

As demonstrated below, Gold's St. Louis LLC ("**Debtor**") owes Spirit GG O'Fallon MO, LLC ("**Spirit**") \$995,541.39 pursuant to that certain *Lease Agreement* dated June 15, 2006 by and between Spirit and Debtor and guaranteed by Gold's Gym International, Inc. (the "**Lease**"). A true and correct copy of the Lease, the Guaranty and all supporting documents are available by request to counsel for Spirit at the address below. The claim consists of: rejection damages in the amount of \$876,483.56; amounts due on the Petition Date in the amount of \$112,846.28 and attorneys' fees in the amount of \$6,211.55.

II. Indebtedness under the Lease

The Lease

On June 15, 2006, Debtor entered into a Lease Agreement with Scannell Properties #60, LLC for the lease of the real property located at 2601 Highway K, O'Fallon, St. Charles County, Missouri (the "**Premises**"). Spirit is the current Landlord under the Lease. On May 7, 2020, the Court entered its *Interim 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* (the "**Interim Order**") (Doc. No. 66). The Interim Order provided that the Lease was rejected as of the Petition Date. The Court subsequently entered a Final Order granting finality to the rejection of the Lease.

III. Amount of the Claim

A. Rejection Damages Claim

The annual rent due under the Lease is \$876,483.56. The current term of the Lease expires on August 10, 2022. Pursuant to 11 U.S.C. § 502(b)(6), Landlord's claim is capped at the greater of one year rent or 15% of remaining rent, not to exceed 3 years, of the remaining term of such lease. Thus, pursuant to § 502(b)(6), Spirit's claim arising from the rejection of the Lease is \$876,483.56, equal to one year's rent due under the Lease.

B. Pre-Petition Amounts Due

On the Petition Date, Debtor owed rent for two months due April 1, 2020 and May 1, 2020. Pursuant to the Lease, default interest accrues on any unpaid amounts at the rate of 12% per annum and a late fee of \$100 is assessed on any payment not received within 5 days of the due date. The total pre-petition claim due is \$112,846.28, a breakdown is attached as **Exhibit 1**.

C. Attorneys' Fees

Pursuant to the Lease, Debtor agreed to pay Spirit's attorneys' fees and costs incurred in collection of amounts due under the Lease. Spirit has incurred attorneys' fees and costs in this bankruptcy and recoverable under the Lease in the amount of \$6,211.55. This amount has been split between Spirit's claims. Support for the claim of attorneys' fees is available on request.

IV. Reservation of Rights

Spirit reserves the right to 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 law. Spirit reserves all of its rights and remedies, including, without limitation, the right to amend this Proof of Claim to include additional charges, adjustments and the like, due and payable to Spirit, as the same become quantified, known or available. Spirit further reserves the general right to amend, supplement, or modify this claim as to amount or classification, or to add additional exhibits.

By filing this Proof of Claim, Spirit does not (i) submit to the jurisdiction of the Bankruptcy Court for any purpose other than with respect to this Proof of Claim, (ii) waive (and expressly reserves) all of its procedural and substantive defenses to any claim that may be asserted against it by the Debtor or any other person, including, without limitation, any defense based upon the lack of jurisdiction of the Bankruptcy Court to entertain any such claim, and (iii) waive (and expressly reserves) any claim, interest, right, or right of action that Spirit has or might have against any one or more of the Debtor, whether such claim, interest, right, or right of action arises prior to, upon, or after the Petition Date.

V. Notice

Notices or pleadings related to this or any other Proof of Claim should be sent to the following parties at the listed addresses:

Craig Solomon Ganz
Katherine Anderson Sanchez
Ballard Spahr LLP
1 E. Washington Street
Suite 2300
Phoenix, AZ 85004
Counsel for Spirit GG O'Fallon MO, LLC

Further, any distribution(s) or payment(s) made on account of this claim should be sent to the following party at the listed address:

Craig Solomon Ganz
Katherine Anderson Sanchez
Ballard Spahr LLP
1 E. Washington Street
Suite 2300
Phoenix, AZ 85004
Counsel for Spirit GG O'Fallon MO, LLC

Exhibit 1

Date: 6/2/2020

Tenant: Gold's Gym
 Address: 2601 Hwy K
 City: O'Fallon
 ST: MO
 Property ID: P02729
 Master Occ: L02277

Delinquent Month	Category	Rent Due	Grace Period	Days Delinquent	Rent Amount	Tax Amount	CAW Amount	Insurance Amount	0.00% Penalty	12.00% Default Interest	Misc Fees	Payments Received	Total Amount Due
April	Rent	4/1/2020	4/6/2020	58	55,538.00	-	-	-	100.00	1,059.03	-	-	56,697.03
May	Rent	5/1/2020	5/6/2020	28	55,538.00	-	-	-	100.00	511.25	-	-	56,149.25
TOTAL DUE:													
112,846.28													

Attorneys' Fees \$ 6,211.55
 Rejection Damage \$ 876,483.56
Total Claim \$ 995,541.39

If any installment of Base Rent is not received within five (5) days following the date on which such sum is due (the "Grace Period"), Tenant shall pay, as Additional Rent, a late fee/administrative charge equal to One Hundred and No/100 Dollars (\$100.00), plus interest accruing from and after the expiration of that Grace Period, at the rate of twelve percent (12%) per annum until paid in full.

Burglary Alarm 1,315.74
 Landscape 6,124.00
 Pool 4,635.00
 Site Inspection 2,100.00
 Misc 6,556.55
 Utilities 53,670.42
 RE Taxes 135,625.85
 Rent Damages 666,456.00
 876,483.56

Northern District of Texas Claims Register

20-31333-hdh11 Gold's St. Louis, LLC

Judge: Harlin DeWayne Hale **Chapter:** 11

Office: Dallas **Last Date to file claims:**

Trustee: **Last Date to file (Govt):**

<i>Creditor:</i> (19155503)	Claim No: 3	<i>Status:</i>
Spirit GG OFallon MO, LLC	<i>Original Filed</i>	<i>Filed by: AT</i>
c/o Craig Solomon Ganz	<i>Date: 09/09/2020</i>	<i>Entered by: Craig S. Ganz</i>
Ballard Spahr LLP	<i>Original Entered</i>	<i>Modified:</i>
1 E. Washington St, Suite 2300	<i>Date: 09/09/2020</i>	
Phoenix, AZ 85004		

Amount claimed: \$995541.39

History:

Details 3-1 09/09/2020 Claim #3 filed by Spirit GG OFallon MO, LLC, Amount claimed: \$995541.39 (Ganz, Craig)

Description: (3-1) Commercial Real Estate Lease

Remarks:

Claims Register Summary

Case Name: Gold's St. Louis, LLC

Case Number: 20-31333-hdh11

Chapter: 11

Date Filed: 05/04/2020

Total Number Of Claims: 1

Total Amount Claimed*	\$995541.39
Total Amount Allowed*	

*Includes general unsecured claims

The values are reflective of the data entered. Always refer to claim documents for actual amounts.

	Claimed	Allowed
Secured		
Priority		
Administrative		