

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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	:	
In re	:	Chapter 11
	:	
24 HOUR FITNESS	:	Case No. 20-11558 (KBO)
WORLDWIDE, INC., et al.,	:	
	:	(Jointly Administered)
Debtors. <sup>1</sup>	:	
	:	
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**AMENDED<sup>2</sup> NOTICE OF AGENDA OF MATTERS  
SCHEDULED FOR TELEPHONIC HEARING  
ON DECEMBER 21, 2020 AT 3:00 P.M. (EASTERN TIME)<sup>3</sup>**

**This hearing will be held telephonically via CourtCall and, in certain circumstances, by video via Zoom. All parties wishing to appear must do so telephonically by contacting CourtCall, LLC at 866-582-6878. Only those parties that will be addressing the Court should appear by video via Zoom in addition to their CourtCall registration.**

**PLEASE NOTE THAT THE MICROPHONES ON THE ZOOM MEETING WILL BE MUTED AND THE ONLY AUDIO WILL BE THROUGH COURTCALL.**

**Topic: 24 Hour Fitness Worldwide, Inc., 20-11558-KBO  
Time: December 21, 2020 3:00 PM Eastern Time (US and Canada)**

**Join ZoomGov Meeting:  
<https://debuscourts.zoomgov.com/j/1618504465>**

**Meeting ID: 161 850 4465  
Passcode: 900719**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are 24 Hour Holdings II LLC (N/A); 24 Hour Fitness Worldwide, Inc. (5690); 24 Hour Fitness United States, Inc. (8376); 24 Hour Fitness USA, Inc. (9899); 24 Hour Fitness Holdings LLC (8902); 24 San Francisco LLC (3542); 24 New York LLC (7033); 24 Denver LLC (6644); RS FIT Holdings LLC (3064); RS FIT CA LLC (7007); and RS FIT NW LLC (9372). The Debtors’ corporate headquarters and service address is 12647 Alcosta Blvd., Suite 500, San Ramon, CA 94583.

<sup>2</sup> **Amended items are noted in bold.**

<sup>3</sup> This agenda contains hyperlinks to filed documents pursuant to the Court’s Interim Order re: Cessation of Hand Deliveries, dated March 13, 2020. Parties may access the filed documents through the hyperlink for a fee through the Court’s website at [www.deb.uscourts.gov](http://www.deb.uscourts.gov), referencing Case No. 20-11558 (KBO), or the documents may be obtained for free by accessing the Debtors’ restructuring website at <https://restructuring.primeclerk.com/24hourfitness>.

**MATTERS GOING FORWARD**

1. **Cooper Stay Motion** – Motion of John Cooper for Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code [Filed: 10/9/20] (Docket No. [1033](#)).

Response Deadline: October 23, 2020 at 4:00 p.m. Eastern Time.

Responses Received:

- a) Objection of Debtors to Motion of John Cooper for Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code [Filed: 10/23/20] (Docket No. [1116](#)).

Related Documents:

- a) Re-Notice of Motions and Hearing [Filed: 10/12/20] (Docket No. [1048](#)).
- b) [Signed] Order Limiting Notice with Respect to the Motion of John Cooper for Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code [Filed: 11/11/20] (Docket No. [1199](#)).

Status: This matter will go forward. The parties are in discussions to attempt to resolve this matter.

2. **First Amended Plan** – First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 11/17/20] (Docket No. [1245](#)).

Response Deadline: December 11, 2020 at 4:00 p.m. Eastern Time. Extended to December 14, 2020 at 4:00 p.m. Eastern Time for Andrew Andrade.

Responses Received:

- a) Informal Response from Local Texas Taxing Authorities.
- b) The Texas Taxing Authorities' Objection to the Debtors' Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 11/3/20] (Docket No. [1146](#)).
- (i) **Notice of Withdrawal of Objection [Filed: 12/17/20] (Docket No. [1455](#)).**
- c) Certain Texas Taxing Entities' Objection to the Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 12/10/20] (Docket No. [1333](#)).

- (i) **Withdrawal of Certain Texas Taxing Entities' Objection to the Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 12/18/20] (Docket No. 1464).**
- d) Objection of Eduardo Deras-Nava to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 12/10/20] (Docket No. 1334).
- e) Limited Objection of K-5 Signs and Graphics, Inc. to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24-Hour Fitness Worldwide, Inc. and Its Affiliated Debtors and Notice of Assumption of Lease with Respect to Store No. 615 [Filed: 12/10/20] (Docket No. 1342).
- f) Response and Objection of Shops at Bella Terra Owner, LP Regarding Debtors' Proposed Cure Notice and Chapter 11 Plan [Filed: 12/11/20] (Docket No. 1343).
- g) Limited Objection of Man GLG US CLO 2018-1 Ltd. and Man GLG US CLO 2018-2 Ltd. to Confirmation of First Amended Joint Chapter 11 Plan of Reorganization [Filed: 12/11/20] (Docket No. 1344).
- h) Limited Objection of Brookfield Properties Retail, Inc., Centerco Properties, L.L.C., Regency Centers, L.P., ShopCore Properties LP and Site Centers Corp. to Proposed Cure Amounts and Assumption and Assignment of Certain Leases Pursuant to Debtors' Joint Chapter 11 Plan of Reorganization [Filed: 12/11/20] (Docket No. 1346).
- i) Limited Objection of U.S. Electrical Services, Inc. to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24-Hour Fitness Worldwide, Inc. [Filed: 12/11/20] (Docket No. 1348).
- j) The North Texas Taxing Jurisdictions' Limited Objection to the First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 12/11/20] (Docket No. 1349).

  - (i) **The North Texas Taxing Jurisdictions' Supplemental Limited Objection to the First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 12/17/20] (Docket No. 1454).**
  - (ii) **Withdrawal of The North Texas Taxing Jurisdictions' Limited Objection to the First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 12/18/20] (Docket No. 1465).**
- k) Limited Objection of Wendt Industries, Inc. d/b/a Club Resource Group to (I) Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24-Hour Fitness Worldwide, Inc. and Its Affiliated Debtors, and (II) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to

Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/11/20] (Docket No. [1351](#)).

- l) EPR Fitness, LLC, Objection to Confirmation of Debtors' First Amended Joint Chapter 11 Plan of Reorganization [Filed: 12/11/20] (Docket No. [1352](#)).
- m) Limited Objection and Reservation of Rights of Landlord (Icon Owner Pool 1 West/Southwest, LLC) to Confirmation of Plan [Filed: 12/11/20] (Docket No. [1356](#)).
- n) Objection of Mikenna Kossow to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24-Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 12/11/20] (Docket No. [1361](#)).
- o) Objection of State of Washington Department of Revenue to First Amended Joint Chapter 11 Plan of Reorganization [Filed: 12/11/20] (Docket No. [1363](#)).
  - (i) **Notice of Withdrawal of Objection of State by the State of Washington Department of Revenue to the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24-Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 12/18/20] (Docket No. [1468](#)).**
- p) Limited Objection of Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Centercal Properties, LLC, Citivest Commercial Investments, LLC, East West Bank, Federal Realty Investment Trust, Gerrity Group, Inc., GS Pacific ER LLC, Houston Willowbrook LLC, Koko Marina Holdings, LLC, PGIM Real Estate, Realty Income Corporation, Seven Hills Properties 31, LLC, ShopOne Centers Reit Inc., Starboard Realty Advisors, Starwood Retail Partners, LLC, Steve Padis, Jewelry Plus Enterprises, Inc., The Macerich Company, Urban Edge Properties, and Weitzman to the Debtors' First Amended Joint Plan of Reorganization [Filed: 12/12/20] (Docket No. [1368](#)).
- q) Limited Objection of Multiple Landlords to Confirmation of First Amended Joint Chapter 11 Plan of Reorganization [Filed: 12/12/20] (Docket No. [1369](#)).
- r) Limited Objection of 1830-1850 Ocean Avenue LLC to (I) Debtors' Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors; and (II) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/14/20] (Docket No. [1374](#)).
- s) Objection by the United States to the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 12/14/20] (Docket No. [1378](#)).

- (i) Notice of Withdrawal of Objection by the United States to the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 12/15/20] (Docket No. [1387](#)).
- t) US VI Downey, LLC's (I) Limited Objection to Schedule of Assumed Executory Contracts and Unexpired Leases and Related Notice and (II) Joinder to Plan Objection [Filed: 12/15/20] (Docket No. [1385](#)).
- u) Huntington South Center, LLC's Response and Reservation of Rights Re: (1) Cure Amount for Assumption of Real Property Lease, and (2) Exhibit D to "Plan Supplement to First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 12/15/20] (Docket No. [1388](#)).
- v) Objection of Mililani Shopping Center, LLC to the Debtors' Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors Pursuant to Proposed Plan of Reorganization [Filed: 12/15/20] (Docket No. [1390](#)).
- w) Limited Objection of Los Altos School District to (I) Debtors' Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors, and (II) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1402](#)).
- x) Response and Reservation of Rights of Landlord Mann Enterprises Inc., formerly known as Nevada Investment Holdings, Inc., to Debtors' (I) Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors; and; (II) Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1404](#)).
- y) Limited Objection of Agree Littleton Co LLC to (I) Debtors' Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors; and (II) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1413](#)).
- z) Cure Objection of SMBP LLC to Debtors' Joint Plan of Reorganization and Notice of Assumption of Santa Monica Lease [Filed: 12/15/20] (Docket No. [1416](#)).
- aa) Objection of OB Frank SRC Finance LLC to (I) Debtors' Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors; and (II) Notice of Assumption

or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1417](#)).

- bb) Limited Objection of 80-02 Leasehold LLC to (I) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors and (II) Corresponding Plan Supplement [Filed: 12/15/20] (Docket No. [1421](#)).
- cc) Objection of Cynthia F. Miller [Filed: 12/15/20] (Docket No. [1430](#)).
- dd) Legacy Retail LLC's Limited Objection to Debtor's Plan Supplement for Proposed Cure and Motion for Allowance and Payment of Administrative Claim Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1)(A), and 507(a) [Filed: 12/15/20] (Docket No. [1435](#)).
- ee) **Objection James M. McCarthy to Confirmation of Plan [Filed: 12/17/20] (Docket No. [1457](#))**

Cure Responses Received:

- a) Limited Objection (Cure Objection) by LaSalle, LP and AAP Trust (formerly Goodman Enterprises, LLC) to Debtor's "Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors (Doc. 1302)" Store #475 [Filed: 12/9/20] (Docket No. [1322](#)).
- b) Objection of Safeway Inc. to the Assumption Notice for the Sublease of the Property Located in El Cerrito, California (#937) and Reservation of Rights [Filed: 12/10/20] (Docket No. [1338](#)).
- c) Limited Objection of K-5 Signs and Graphics, Inc. to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24-Hour Fitness Worldwide, Inc. and Its Affiliated Debtors and Notice of Assumption of Lease with Respect to Store No. 615 [Filed: 12/10/20] (Docket No. [1342](#)).
- d) Response and Objection of Shops at Bella Terra Owner, LP Regarding Debtors' Proposed Cure Notice and Chapter 11 Plan [Filed: 12/11/20] (Docket No. [1343](#)).
- e) Limited Objection of Brookfield Properties Retail, Inc., Centerco Properties, L.L.C., Regency Centers, L.P., ShopCore Properties LP and Site Centers Corp. to Proposed Cure Amounts and Assumption and Assignment of Certain Leases Pursuant to Debtors' Joint Chapter 11 Plan of Reorganization [Filed: 12/11/20] (Docket No. [1346](#)).
- f) Limited Objection, Joinder and Reservation of Rights of Post Road Plaza Leasehold, LLC to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/11/20] (Docket No. [1350](#)).

- g) Limited Objection of Wendt Industries, Inc. d/b/a Club Resource Group to (I) Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24-Hour Fitness Worldwide, Inc. and Its Affiliated Debtors, and (II) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/11/20] (Docket No. [1351](#)).
- h) Limited Objection, Joinder, and Reservation of Rights of Grove at Winter Park, LLC to the Debtors' Notice of Cure Amounts [Filed: 12/11/20] (Docket No. [1355](#)).
- i) Limited Objection and Reservation of Rights of Landlord to Confirmation of Plan [Filed: 12/11/20] (Docket No. [1356](#)).
- j) Limited Objection of EQYInvest Owner II, Ltd, LLP to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors (Docket # 1302) Relating to Debtor's Store Number 304 [Filed: 12/11/20] (Docket No. [1365](#)).
- k) Koko Marina Holdings, LLC's Objection to Debtors' Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/13/20] (Docket No. [1370](#)).
- l) Cure and Assignment Objection of Westfield, LLC and Certain Landlord Affiliates [Filed: 12/14/20] (Docket No. [1373](#)).
- m) Limited Objection of 1830-1850 Ocean Avenue LLC to (I) Debtors' Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors; and (II) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/14/20] (Docket No. [1374](#)).
- n) Limited Objection of Glade Inline 2, LLC to Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Filed: 12/14/20] (Docket No. [1375](#)).
- o) Objection of Spirit Master Funding X, LLC to Proposed Cure Notice [Filed: 12/14/20] (Docket No. [1381](#)).
- p) Conditional Objection and Reservation by Shapell Calaveras LLC to Debtor 24 Hour Fitness' Notice of Proposed Cure Amounts and Reservation of Rights [Filed: 12/14/20] (Docket No. [1384](#)).
- q) US VI Downey, LLC's (I) Limited Objection to Schedule of Assumed Executory Contracts and Unexpired Leases and Related Notice and (II) Joinder to Plan Objection [Filed: 12/15/20] (Docket No. [1385](#)).

- r) Kimco Realty Corporation's Limited Objection to Debtors' Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1386](#)).
- s) Huntington South Center, LLC's Response and Reservation of Rights Re: (1) Cure Amount for Assumption of Real Property Lease, and (2) Exhibit D to "Plan Supplement to First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 12/15/20] (Docket No. [1388](#)).
- t) Objection of Mililani Shopping Center, LLC to the Debtors' Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors Pursuant to Proposed Plan of Reorganization [Filed: 12/15/20] (Docket No. [1390](#)).
- u) Crimson/RELP/Springwoods 24HFP, LLC's Objection to Debtors' Proposed Cure Amount [Filed: 12/15/20] (Docket No. [1391](#)).
- v) Limited Objections of 24 HR – TX (TX) Limited Partnership and Fit (TX) LP to Debtors' Notice of Assumption of Executory Contracts and Unexpired Leases Regarding Debtors' Proposed Cure Amounts [Filed: 12/15/20] (Docket No. [1393](#)).
- w) Caplow Denver, LLC and Denver Exchange, LLC d/b/a Denver Exchange I, LLC's Objection to Notice of Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors (ECF No. 1302) [Filed: 12/15/20] (Docket No. [1392](#)).
- x) Objection of 1601 PCH, LP to Assumption of Its Unexpired Lease of Real Property and Cure Amounts [Filed: 12/15/20] (Docket No. [1396](#)).
- y) Limited Objection (Cure Objection) of Gahrahmat Family Limited Partnership II, LP to Debtor's Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1397](#)).
- z) Objection of Village FV, Ltd. to Notice of Cure Amounts with Respect to Executory Contracts and Unexpired Lease of Debtor [Filed: 12/15/20] (Docket No. [1398](#)).
- aa) Objections of AmCap Austin Bluffs LLC, AmCap Tiffany LLC, and ADLP-U&A, LLC to Debtors' Designated Cure Amount [Filed: 12/15/20] (Docket No. [1399](#)).
- bb) Limited Objection of Columbus Avenue II LLC to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Docket No. 1302] [Filed: 12/15/20] (Docket No. [1400](#)).



- cc) Reservation of Rights of United Parcel Service, Inc. and BT-OH, LLC with Respect to Debtors' Notice of Assumption of Executory Contracts and Unexpired Leases Regarding Debtors' Proposed Cure Amounts [Filed: 12/15/20] (Docket No. [1401](#)).
- dd) Limited Objection of Los Altos School District to (I) Debtors' Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors, and (II) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1402](#)).
- ee) Limited Objection 111 Sutter Street Owner LP to Cure Amount [Filed: 12/15/20] (Docket No. [1403](#)).
- ff) Response and Reservation of Rights of Landlord Mann Enterprises Inc., formerly known as Nevada Investment Holdings, Inc., to Debtors' (I) Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors; and; (II) Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1404](#)).
- gg) Willow Glen Shopping Center's Opposition to Debtors' Proposed Cure Amount for Almaden Fitness LP Sublease [Filed: 12/15/20] (Docket No. [1405](#)).
- hh) Objection of Cole 24 Orlando FL, LLC to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1406](#)).
- ii) Objection of Continental 1500 Rosecrans LLC to the Proposed Cure Amount for Assumption of the Lease for Store # 163 [Filed: 12/15/20] (Docket No. [1407](#)).
- jj) Objection of LBG Hilltop, LLC to the Proposed Cure Amount for Assumption of the Lease for Store # 494 [Filed: 12/15/20] (Docket No. [1409](#)).
- kk) Creditor HGV Commercial, LLC's Limited Objection to Debtors' Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1410](#)).
- ll) Limited Objection of 93 Bovet Lease Partners, LLC to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1412](#)).
- mm) Limited Objection of Agree Littleton Co LLC to (I) Debtors' Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors; and (II) Notice of Assumption

- or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1413](#)).
- nn) Objection of Vereit Real Estate, L.P. to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1414](#)).
- oo) Objection of Park Square UCF, LLC, to Cure Amount for Assumption of Lease [Filed: 12/15/20] (Docket No. [1415](#)).
- pp) Cure Objection of SMBP LLC to Debtors' Joint Plan of Reorganization and Notice of Assumption of Santa Monica Lease [Filed: 12/15/20] (Docket No. [1416](#)).
- qq) Objection of OB Frank SRC Finance LLC to (I) Debtors' Plan Supplement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors; and (II) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1417](#)).
- rr) Limited Objection of Dome Entertainment Center, Inc. and Reservation of Rights of Anaheim Gateway, LLC to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1418](#)).
- ss) Limited Objection of Broadmoor Towne Center, LLC to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contract and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1419](#)).
- tt) Limited Objection of Simon Property Group, Inc. to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtor [Filed: 12/15/20] (Docket No. [1420](#)).
- uu) Limited Objection of 80-02 Leasehold LLC to (I) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors and (II) Corresponding Plan Supplement [Filed: 12/15/20] (Docket No. [1421](#)).
- vv) Cure Objection of Lowry Denver Fitness, LP, Hancock Fitness, LP and Phoenix Metro Center Fitness, LP [Filed: 12/15/20] (Docket No. [1422](#)).
- ww) Limited Objection of 525 Colorado LLC to Cure Amounts, Adequate Assurance Demand, and Reservation of Rights [Filed: 12/15/20] (Docket No. [1423](#)).
- xx) Reservation of Rights of TA Brentwood L.L.C. with Respect to Potential Assumption or Assumption and Assignment of Unexpired Lease [Filed: 12/15/20] (Docket No. [1424](#)).

- yy) Limited Objection of Laguna Village Investors, LLC to Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Filed: 12/15/20] (Docket No. [1425](#)).
- zz) Limited Objection and Reservation of Rights of 1301 East Gladstone Street Investors LLC and Vestar California XXI, LLC to Notice of Assumption or Assumption and Assignment and Curecosts Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1426](#)).
- aaa) 2500 Dunstan LLC's Objection to Cure Costs and Assumption and Assignment of Unexpired Lease [Filed: 12/15/20] (Docket No. [1427](#)).
- bbb) Limited Objection (Cure Objection) and Reservation of Rights of Che Chen Liu and Shu Fen Liu Revocable Trust to Debtors' Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1428](#)).
- ccc) EPR Fitness, LLC, Objection to Conditional Assumption and Proposed Cure Amount with Respect to Non-Residential Lease of Real Property [Filed: 12/15/20] (Docket No. [1429](#)).
- ddd) San Jose Central Travel, Inc.'s Response and Reservation of Rights Regarding Cure Cost for Assumption of Real Property Lease [Filed: 12/15/20] (Docket No. [1431](#)).
- eee) Objection of TKG Nordhoff-Tampa Plaza, LLC to Notice of Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/15/20] (Docket No. [1432](#)).
- fff) Legacy Retail LLC's Limited Objection to Debtor's Plan Supplement for Proposed Cure and Motion for Allowance and Payment of Administrative Claim Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1)(A), and 507(a) [Filed: 12/15/20] (Docket No. [1435](#)).
- ggg) Limited Objection of 3501 E. Chapman, LLC to Debtor's Assumption of Lease [Filed: 12/16/20] (Docket No. [1437](#)).
- hhh) Preliminary Objection by Ocean Ice Palace, Inc. to Assumption and Assignment of Lease and Demand for Adequate Assurance of Future Performance [Filed: 12/16/20] (Docket No. [1439](#)).
- iii) Response of Multiple Landlords to Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/16/20] (Docket No. [1441](#)).
- jjj) Limited Objection of Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Centercal Properties, LLC, East West Bank, Federal Realty Investment Trust, GS Pacific ER LLC, Gerrity Group, Inc., Houston Willowbrook

LLC, PGIM Real Estate, Realty Income Corporation, Seven Hills Properties 31, LLC, ShopOne Centers Reit Inc., Steve Padis, Jewelry Plus Enterprises, Inc., The Macerich Company, Urban Edge Properties, and Weitzman to the Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/16/20] (Docket No. [1442](#)).

- kkk) **Amended Objection of Unitas Trust, LAP Empire Avenue, LLC, Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, CenterCal Properties, LLC, East West Bank, Federal Realty Investment Trust, GS Pacific ER, LLC, Gerrity Group, LLC, JEWELRY PLUS ENTERPRISES, INC., PGIM Real Estate, Realty Income Corporation, STEVE PADIS, Seven Hills Properties 31, LLC, ShopOne Centers REIT Inc., The Macerich Company, Urban Edge Properties, Weitzman To The Notice Of Assumption Or Assumption And Assignment And Cure Costs Relating To Executory Contracts And Unexpired Leases Of The Debtors [Filed: 12/17/20] (Docket No. [1445](#)).**
- lll) **Objection and Reservation of Rights of Chino Central Group, LLC to the Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/17/20] (Docket No. [1450](#)).**
- mmm) **Objection and Reservation of Rights of Hudson Met Park North, LLC to the Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/18/20] (Docket No. [1469](#)).**

Related Documents:

- a) Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 10/7/20] (Docket No. [1016](#)).
- b) Disclosure Statement for Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 10/7/20] (Docket No. [1017](#)).
- c) Notice of Filing of First Amendment to Restructuring Support Agreement [Filed: 11/2/20] (Docket No. [1142](#)).
- d) Notice of Filing of Exhibits to Disclosure Statement for Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates (Liquidation Analysis and Financial Projections) [Filed: 11/16/20] (Docket No. [1174](#)).
- e) First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 11/16/20] (Docket No. [1231](#)).

- f) Disclosure Statement for First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 11/16/20] (Docket No. [1233](#)).
- g) Notice of Filing of Blacklines of First Amended Plan and Disclosure Statement [Filed: 11/16/20] (Docket No. [1235](#)).
- h) [Signed] Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/16/20] (Docket No. [1241](#)).
- i) [Signed] Order (1) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [Filed: 11/17/20] (Docket No. [1243](#)).
- j) Disclosure Statement for First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 11/17/20] (Docket No. [1246](#)).
- k) Notice of Filing of Blacklines of Solicitation Versions of First Amended Plan and Disclosure Statement [Filed: 11/17/20] (Docket No. [1247](#)).
- l) Affidavit of Publication Regarding Notice of (I) Approval of Disclosure Statement, (II) Establishment of Voting Record Date, (III) Telephonic Hearing on Confirmation of the Proposed Plan, (IV) Procedures for Objecting to the Confirmation of the Proposed Plan, (V) Procedures and Deadline for Voting on the Proposed Plan [Filed: 11/25/20] (Docket No. [1274](#)).
- m) Rights Offering Materials [Filed: 11/25/20] (Docket No. [1279](#)).
- n) Affidavit of Service of Solicitation Materials and Notice of (I) Approval of Disclosure Statement, (II) Establishment of Voting Record Date, (III) Telephonic Hearing on Confirmation of the Proposed Plan, (IV) Procedures for Objecting to the Confirmation of the Proposed Plan, (V) Procedures and Deadline for Voting on the Proposed Plan [Filed: 11/30/20] (Docket No. [1285](#)).
- o) Notice of Filing of Plan Supplement to First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 12/4/20] (Docket No. [1301](#)).
- p) Notice of Assumption or Assumption and Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [Filed: 12/5/20] (Docket No. [1302](#)).

- q) Notice of Continued Hearing to Consider Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors [Filed: 12/5/20] (Docket No. [1389](#)).
- r) **Memorandum of Law in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors** [Filed: 12/17/20] (Docket No. [1459](#)).
- s) **Declaration of Daniel Hugo in Support of Confirmation of the Debtors' First Amended Joint Chapter 11 Plan of Reorganization** [Filed: 12/17/20] (Docket No. [1460](#)).
- t) **Declaration of Tyler W. Cowan in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors** [Filed: 12/17/20] (Docket No. [1461](#)).
- u) **Declaration of James Daloia of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on the First Amended Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Affiliated Debtors** [Filed: 12/17/20] (Docket No. [1462](#)).

Status: This matter will go forward with respect to plan confirmation.

Cure Objections Status: All cure objections are adjourned to the next omnibus hearing date on January 12, 2021 at 11:00 a.m. Eastern Time.

Witness Information: The Debtors' witnesses in support of confirmation are Daniel Hugo and Tyler W. Cowan. Mr. Hugo will be available to testify via Zoom videoconference from Wilmette, Illinois, and Mr. Cowan will be available to testify via Zoom videoconference from Sargentville, Maine.

3. **Motion to Terminate** – Motion of Debtors for Entry of Order (I) Authorizing Debtors to Terminate Deferred Compensation Plan and (II) Granting Related Relief [Filed: 12/8/20] (Docket No. [1317](#)).

Response Deadline: December 17, 2020 at 1:00 p.m. Eastern Time.

Responses Received: None as of the date hereof.

Related Documents:

- a) Declaration of Daniel Hugo in Support of Motion of Debtors for Entry of Order (I) Authorizing Debtors to Terminate Deferred Compensation Plan and (II) Granting Related Relief [Filed: 12/8/20] (Docket No. [1318](#)).
- b) Debtors' Motion to Shorten Notice and Schedule Hearing with Respect to Motion of Debtors for Entry of Order (I) Authorizing Debtors to Terminate Deferred

Compensation Plan and (II) Granting Related Relief [Filed: 12/8/20] (Docket No. [1319](#)).

- c) [Signed] Order Granting Debtors' Motion to Shorten Notice and Schedule Hearing with Respect to Motion of Debtors for Entry of Order (I) Authorizing Debtors to Terminate Deferred Compensation Plan and (II) Granting Related Relief [Filed: 12/9/20] (Docket No. [1320](#)).
- d) Notice of Hearing Regarding Motion of Debtors for Entry of Order (I) Authorizing Debtors to Terminate Deferred Compensation Plan and (II) Granting Related Relief [Filed: 12/9/20] (Docket No. [1324](#)).

Status: This matter will go forward.

Witness Information: The Debtors' witness in support of this motion is Daniel Hugo, and Mr. Hugo will testify via Zoom videoconference from Wilmette, Illinois.

Dated: December 18, 2020  
Wilmington, Delaware

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Peter J. Keane*

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