

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.¹	:	
	:	
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AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED FOR TELEPHONIC HEARING ON JULY 29, 2020 AT 10:00 A.M. (EASTERN TIME)³

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: July 29, 2020 10:00 AM Eastern Time (US and Canada)**

Join ZoomGov Meeting:
<https://debuscourts.zoomgov.com/j/1600771242>

**Meeting ID: 160 077 1242
Password: 034827**

¹ 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.

² **Amended items appear in bold.**

³ 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, 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. **DIP Motion** – Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 6/15/20] (Docket No. [17](#)).

Response Deadline: July 7, 2020 at 4:00 p.m. Eastern Time. Extended to July 9, 2020 at 4:00 p.m. Eastern Time for ACE American Insurance Company/Federal Insurance Company; July 10, 2020 at 10:00 a.m. Eastern Time for the United States Trustee; and July 10, 2020 at 12:00 p.m. Eastern Time for the Official Committee of Unsecured Creditors.

Responses Received:

- a) Informal comments from the United States Trustee.
- b) Informal comments from ACE American Insurance Company/Federal Insurance Company.
- c) The Texas Taxing Authorities' Objection to the Debtors' Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. [426](#)).
- d) Limited Objection of Frank Napolitano and Charles Huff to the Debtors' Motion for Entry of a Final Order Authorizing the Debtors to Obtain Post-Petition Financing [Filed: 7/7/20] (Docket No. [427](#)).
- e) Limited Objection of Various Landlords to Motion of Debtors for Entry of Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, Etc. [Filed: 7/7/20] (Docket No. [430](#)).
- f) Caplow Denver, LLC and Denver Exchange, LLC d/b/a Denver Exchange, LLC's: (I) Limited Objection to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. [17](#)); and (II) Request for Adequate Protection [Filed: 7/7/20] (Docket No. [432](#)).

- g) Limited Objection of Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Centercal Properties, LLC, Citivest Commercial Investments, LLC, Federal Realty Investment Trust, Gerrity Group, GS Pacific ER LLC, Houston Willowbrook LLC, PGIM Real Estate, Realty Income Corporation, Seven Hills Properties 31, LLC, Shopone Centers Reit Inc., Starwood Retail Partners, LLC, and The Macerich Company to Motion of Debtors for Entry Of Interim And Final Orders (I) Authorizing The Debtors To Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens And Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. [433](#)).
- h) Limited Objection of Brookfield Properties Retail, Inc., Centerco Realty LLC, Regency Centers L.P., and Site Centers Corp. to Motion of Debtors for Entry of Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. [434](#)).
- i) Limited Objection of TR Wateridge LLC to Debtors' Motion for Entry of Final Order Authorizing Postpetition Financing [Filed: 7/7/20] (Docket No. [435](#)).
- j) Joinder of Grove at Winter Park, LLC to the Limited Objection of Various Landlords to Motion of Debtors for Entry of Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, Etc. [Filed: 7/7/20] (Docket No. [436](#)).
- k) Limited Objection and Joinder of Westfield, LLC and Its Landlord Affiliates to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. [437](#)).
- l) Joinder of HUH/DI OCP Cinque Terre, LLC and to Limited Objection of Brookfield Properties Retail, Inc., Centerco Realty LLC, Regency Centers L.P. and Site Centers Corp. to Motion of Debtors for Entry of Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. [438](#)).

- m) Limited Objection of Rudeth Realty, LLC to Motion of the Debtors for Entry of a Final Order Authorizing the Debtors to Obtain Postpetition Financing [Filed: 7/7/20] (Docket No. 439).
- n) Joinder of the Taubman Landlords to Objections of Certain Landlords to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. 440).
- o) Joinder of HSC Lafayette LLC to Objections of Certain Landlords to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. 442).
- p) Limited Objection and Joinder of SR19 Mark II Portfolio, LLC, Arka Miramar II, L.P. and Pacifica Real Estate III, LLC to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. 445).
- q) Joinder of Lowry Denver Fitness, LP, Almaden Fitness, LP and Hancock Fitness, LP to Limited Objection of Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Centercal Properties, LLC, Citivest Commercial Investments, LLC, Federal Realty Investment Trust, Gerrity Group, GS Pacific ER LLC, Houston Willowbrook LLC, PGIM Real Estate, Realty Income Corporation, Seven Hills Properties 31, LLC, ShopOne Centers Reit Inc., Starwood Retail Partners, LLC, and The Macerich Company to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens And Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/7/20] (Docket No. 447).
- r) Joinder of United Parcel Service, Inc. and BT-OH, LLC to: Limited Objection of Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Centercal Properties, LLC, Citivest Commercial Investments, LLC, Federal Realty Investment Trust, Gerrity Group, GS Pacific ER LLC, Houston

Willowbrook LLC, PGIM Real Estate, Realty Income Corporation, Seven Hills Properties 31, LLC, ShopOne Centers Reit Inc., Starwoodretail Partners, LLC, and The Macerich Company to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Dkt 433] [Filed: 7/7/20] (Docket No. 448).

- s) Joinder of San Jose Central Travel, Inc. to Limited Objection of TR Wateridge LLC to Debtors' Motion for Entry of Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, Etc. [Filed: 7/8/20] (Docket No. 450).
- t) Joinder of MEPT Westwood Village LLC to Various Landlord Objections for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/8/20] (Docket No. 451).
- u) Joinder of US VI Downey, LLC to Limited Objection in Relation to Post-Petition Financing Motion [Filed: 7/8/20] (Docket No. 452).
- v) Joinder and Objection in Its Own Right of Huntington South Center, LLC to Objections of Certain Landlords to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/8/20] (Docket No. 454).
- w) Joinder of RNB Partners, LLC to Limited Objection in Relation to Post-Petition Financing Motion [Filed: 7/8/20] (Docket No. 455).
- x) Joinder of Sunnyvale Shopping Center, LLC and La Costa Town Center, LLC to Limited Objection in Relation to Post-Petition Financing Motion [Filed: 7/8/20] (Docket No. 459).
- y) Joinder of 525 Colorado LLC in Objections to Motion of Debtors for Entry of Order Authorizing the Debtors to Obtain Postpetition Financing, Etc. [Filed: 7/8/20] (Docket No. 460).
- z) Joinder of Kin Properties, Inc. to the Limited Objections of Various Landlords to the Debtors' Motion for Entry of a Final Postpetition Financing Order [Filed: 7/9/20] (Docket No. 468).

- aa) Joinder of the AVG Entities to the Limited Objections of Various Landlords to the Debtors' Motion for Entry of a Final Postpetition Financing Order [Filed: 7/9/20] (Docket No. [472](#)).
- bb) Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/10/20] (Docket No. [477](#)).
- cc) Limited Objection, Joinder and Reservation of Rights of Post Road Plaza Leasehold, LLC to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/10/20] (Docket No. [478](#)).
- dd) Joinder of W Hawthorne, LLC to Limited Objection of Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Centercal Properties, LLC, Citivest Commercial Investments, LLC, Federal Realty Investment Trust, Gerrity Group, GS Pacific ER LLC, Houston Willowbrook LLC, PGIM Real Estate, Realty Income Corporation, Seven Hills Properties 31, LLC, ShopOne Centers Reit Inc., Starwood Retail Partners, LLC, and the Macerich Company to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/10/20] (Docket No. [487](#)).

Replies Filed:

- a) Debtors' Omnibus Reply to Objections to Motion for Entry of Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying Automatic Stay, and (VI) Granting Related Relief [Filed: 7/13/20] (Docket No. [523](#)).
- (i) Debtors' Motion for Leave to File Late Reply in Support of Motion of Debtors for Entry of Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to

Prepetition Lenders, (V) Modifying Automatic Stay, and (VI) Granting Related Relief [Filed: 7/13/20] (Docket No. [524](#)).

- (ii) [Signed] Order Granting Debtors' Motion for Leave to File Late Reply in Support of Motion of Debtors for Entry of Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying Automatic Stay, and (VI) Granting Related Relief [Filed: 7/14/20] (Docket No. [553](#)).
- b) Omnibus Reply of the Ad Hoc Group to Objections to the Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/13/20] (Docket No. [525](#)).
- (i) Motion of Ad Hoc Group for Leave to File and Serve Reply in Support of the DIP Motion [Filed: 7/13/20] (Docket No. [526](#)).
- (ii) [Signed] Order Granting Ad Hoc Group Leave to File and Serve Reply in Support of the DIP Motion [Filed: 7/14/20] (Docket No. [552](#)).

Related Documents:

- a) Declaration of Tyler W. Cowan in Support of Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 6/16/20] (Docket No. [18](#)).
- b) [Signed] Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related [Filed: 6/16/20] (Docket No. [136](#)).
- c) Notice of Entry of Interim Order and Final Hearing Regarding Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the

Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 6/17/20] (Docket No. [155](#)).

- d) Notice of Filing of Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief [Filed: 7/13/20] (Docket No. [527](#)).
- e) Supplemental Declaration of Tyler W. Cowan in Support of Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 7/13/20] (Docket No. [528](#)).
- f) Notice of Rescheduled Status Conference [Filed: 7/20/20] (Docket No. [580](#)).
- g) **Notice of Filing of First Amendment to Superpriority Senior Secured Debtor-In-Possession Credit Agreement [Filed: 7/27/20] (Docket No. [619](#)).**

Status: The matter is adjourned to July 31, 2020 at 1:00 p.m. Eastern Time.

Witness Information: The Debtors' witnesses in support will be Daniel Hugo of FTI Consulting, Inc. and Tyler W. Cowan of Lazard Frères & Co. LLC. Mr. Hugo will appear via Zoom videoconference from Chicago, Illinois, and Mr. Cowan will appear via Zoom videoconference from Sargentville, Maine.

- 2. **BRE Motion to Compel** – Motion of BRE Retail Residual Owner 1, LLC to Compel Immediate Rejection of Lease and Surrender Possession of the Premises Pursuant to 11 U.S.C. § 365(d) or Alternatively, Granting Relief from Stay Pursuant to 11 U.S.C. § 362(d); and for Related Relief [Filed: 6/29/20] (Docket No. [363](#)).

Response Deadline: July 7, 2020 at 4:00 p.m. Eastern Time. Extended to July 9, 2020 at 4:00 p.m. Eastern Time for the Debtors.

Responses Received:

- a) Objection of Debtors to Motion of BRE Retail Residual Owner 1, LLC to Compel Immediate Rejection of Lease and Surrender Possession of the Premises Pursuant to 11 U.S.C. § 365(d) or Alternatively, Granting Relief from Stay Pursuant to 11 U.S.C. § 362(d); and for Related Relief [Filed: 7/9/20] (Docket No. [469](#)).

Related Documents:

- a) **Declaration of Lauren Bottonari in Support of BRE Retail Residual Owner 1, LLC's Motion to Compel Immediate Rejection of Lease and Surrender**

Possession of the Premises Pursuant to 11 U.S.C. § 365(d) or Alternatively, Granting Relief from Stay Pursuant to 11 U.S.C. § 362(d); and for Related Relief [Filed: 7/27/20] (Docket No. 622).

Status: This matter will go forward.

Witness Information: The Debtors' witness in support will be Daniel Hugo of FTI Consulting, Inc. Mr. Hugo will appear via Zoom videoconference from Chicago, Illinois. **The movant's witness in support will be Lauren Bottonari, Vice President of Leasing of a wholly owned affiliate of Brixmor Operating Partnership LP and Brixmor Property Group, Inc. Ms. Bottonari will appear via Zoom videoconference from Dallas, Texas.**

Dated: July 28, 2020
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Peter J. Keane

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