

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
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AGT CRUNCH ACQUISITION LLC, et al., : Case No. 09-12889 (REG)
: :
Debtors.¹ : Jointly Administered
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**ORDER (I) ESTABLISHING DEADLINE FOR FILING
PROOFS OF CLAIM AND SECTION 503(b)(9) CLAIMS
(II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion (the “**Motion**”)² of the Debtors for entry of an order, pursuant to Bankruptcy Rule 3003(c)(3), fixing deadlines and establishing procedures for filing proofs of claim and approving the form and manner of notice thereof, as more fully set forth in the Motion; and it appearing that this proceeding is a core proceeding under 28 U.S.C. § 157(b); and jurisdiction existing for the Court to consider the Motion; and it appearing that venue of this proceeding and the Motion in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and it appearing that notice of the Motion was

¹ The Debtors in these cases are: AGT Crunch Acquisition LLC, Sports & Fitness Ventures LLC, AGT Crunch Services LLC, Crunch CFI LLC, AGT Crunch Atlanta LLC, Crunch CFI Georgia, LLC, Crunch CFI Atlanta, LLC, AGT Crunch Chicago LLC, Crunch CFI GW, LLC, AGT Crunch Los Angeles LLC, AGT Union Street LLC, AGT Crunch Miami LLC, AGT Crunch New York LLC, Fort Greene Sports Club, LLC, Hauppauge Sports Club, LLC, Crunch CFI New York, LLC, Park Slope Sports Club, LLC, 113 4th Sports Club, LLC, AGT Crunch San Francisco LLC, Crunch CFI San Francisco, LLC, AGT Crunch Washington DC LLC, and The Silver Springs Sports Club, L.L.C.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

adequate and proper under the circumstances of these cases and that no further or other notice need be given; and upon the files and records of these cases, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that, except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, joint ventures, corporations, and trusts) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against any Debtor that arose prior to the Petition Date (including, without limitation, claims entitled to priority under section 503(b)(9) of the Bankruptcy Code) shall file a proof of such claim in writing so that it is actually received at the Crunch Claims Processing Center on or before November 23, 2009 at 5:00 p.m. (PST) or at the Bankruptcy Court on or before November 23, 2009 at 5:00 p.m. (EST); and it is further

ORDERED that the following procedures for filing of proofs of claim shall apply:

- a) Proofs of claim must conform substantially to the Proof of Claim Form or Official Bankruptcy Form No. 10;
- b) Proofs of claim must be filed either by mailing or delivering by overnight courier the original proof of claim to AGT Crunch Acquisition LLC, c/o Omni Management Group, LLC, 16161 Ventura Blvd., Suite C, PMB 447, Encino, CA 91436 or by delivering the original proof of claim by hand to the United States Bankruptcy Court, Southern District of New York, One Bowling Green, Room 534, New York, NY 10004-1408;
- c) Proofs of claim sent by facsimile, telecopy, or email shall not be accepted;
- d) Proofs of claim shall be deemed timely filed only if actually received at the Crunch Claims Processing Center on or before 5:00 p.m. (PST) on the Bar Date or at the United States Bankruptcy Court on or before 5:00 (EST) on the Bar Date;
- e) Proofs of claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation (if voluminous, attach a summary) or an

explanation as to why documentation is not available; (iii) be written in the English language; and (iv) be denominated in lawful currency of the United States; provided, however, that the Debtors shall have the right to convert a claim denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the Petition Date, unless the Debtors deem another date more appropriate;

and it is further

ORDERED that the preceding paragraph shall apply to governmental units, except that their claims must be actually received by 11:59 p.m. on November 1, 2009.

ORDERED that the following persons or entities need not file a proof of claim on or prior to the Bar Dates:

- a) Any person or entity that has already properly filed a proof of claim against the applicable Debtor or Debtors with the Clerk of the Bankruptcy Court of the Southern District of New York or the Crunch Claims Processing Center in a form substantially similar to the Proof of Claim Form;
- b) Any person or entity that holds a claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- c) Any person or entity whose claim is authorized pursuant to the Court's prepetition payment orders;
- d) Any person or entity whose claim has been paid in full by any of the Debtors or a non-debtor third party;
- e) Any person or entity that holds a claim for which a specific deadlines have been fixed by an order of the Court entered on or before the Bar Date;
- f) Any person or entity that holds a claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of Bankruptcy Code); or
- g) Any person or entity that holds a claim as a holder of the Debtors' equity securities, except if such claim is asserted in the capacity as a creditor of any of the Debtors' estates;

and it is further

ORDERED that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection by the later of (a) the Bar Date, (b) 30 days after notice by the Debtors of the entry of an order authorizing rejection to which the claim relates, or (c) such date as this Court may fix in the applicable order authorizing such rejection; and it is further

ORDERED that the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative expense priority claims under section 503(b)(9) of the Bankruptcy Code; and it is further

ORDERED that, with regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the Proof of Claim Form or Official Bankruptcy Form No. 10, indicating on each Proof of Claim Form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated, or disputed); and it is further

ORDERED that pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim against one or more Debtors who is required, but fails, to timely file a proof of such claim in appropriate form in accordance with the terms of this Order shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and the Debtors, their estates, their successors and their respective property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote to accept or reject any plan or reorganization filed in

these cases, or participate in any distribution in these cases on account of such claim or to receive further notices regarding such claim; and it is further

ORDERED that the Bar Date Notice is approved and shall be deemed adequate and sufficient; and it is further

ORDERED that, pursuant to Bankruptcy Rule 2002(1), the Debtors shall publish notice of the Bar Dates in substantially the form of the Publication Notice in The USA Today (National Edition) at least 25 days prior to the Bar Date, and shall post a copy of the Publication Notice and the Proof of Claim Form on omnimanagementgroup.com, which Publication Notice is hereby approved and shall be deemed good, adequate, and sufficient notice of the Bar Dates; and it is further

ORDERED that the Notice Procedures are hereby approved and shall be deemed good, adequate, and sufficient notice for all relevant purposes; and it is further

ORDERED that the Debtors and Omni are authorized to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that nothing in this Order shall prejudice the right of any party in interest to object to any proof of claim, whether filed or scheduled, on any grounds, or to dispute or assert offsets or defenses to any claim reflected in the Schedules or any amendments thereto, as to amount, liability, classification or otherwise or to subsequently designate any claim as disputed, contingent, unliquidated, or undetermined; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

Dated: *October 14, 2009*

New York, New York

s/ Robert E. Gerber

UNITED STATES BANKRUPTCY JUDGE