

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

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In re: : Chapter 11
AGT ACQUISITION WIND-DOWN LLC, et al., : Case No. 09-12889 (REG)
Debtors.¹ : Jointly Administered
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**DECLARATION OF MICHAEL JACOBS IN SUPPORT OF DEBTORS’ OBJECTION
TO MOTION OF GEM STAR REQUESTING PRODUCTION OF DOCUMENTS
FROM DEBTOR AND REQUESTING RELIEF FROM AUTOMATIC STAY**

Michael Jacobs declares, pursuant to section 1746 of Title 28 of the United States Code, as follows:

1. I am the former President and Chief Financial Officer of AGT Acquisition Wind-Down LLC (f/k/a AGT Crunch Acquisition LLC), a limited liability company organized under the laws of the state of Delaware, and each of its affiliated debtors (collectively, the “Debtors”). In my capacity as a former officer of the Debtors, I was generally familiar with the Debtors’ day-to-day operations, business affairs, books, and records. If called to testify, I would attest to the facts described herein.

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

2. I submit this Declaration in support of the Debtors' Objection (the "**Objection**") to the Motion of Gem Star Fitness Center, Inc. Requesting Production of Documents from Debtors and Requesting Relief from the Automatic Stay.

3. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, information supplied to me by other members of the Debtors' management, or learned from my review of relevant documents. I am authorized to submit this Declaration on behalf of the Debtors.

4. On November 19, 2009, I understand that the Debtors filed the Objection. I attest to and verify the factual representations set forth in the following paragraphs of the Objection: 1, 4, 5, 7, 11, 12, 13, 17, 20, 23, and 30.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: November 19, 2009

/s/ Michael Jacobs

Name: Michael Jacobs