

Hearing Date and Time: June 24, 2009 at 9:45 a.m. (Eastern Standard Time)
Objection Deadline: June 19, 2009 at 4:00 p.m. (Eastern Standard Time)

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Debtors and Debtors in Possession

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

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In re: : Chapter 11
: :
AGT CRUNCH ACQUISITION LLC, et al., : Case No. 09-12889 (REG)
: :
Debtors.¹ : Jointly Administered
-----X

**NOTICE OF HEARING ON THE DEBTORS' MOTION FOR ENTRY OF AN ORDER
APPROVING, AMONG OTHER THINGS, THE DEBTORS' SALE OF CERTAIN
ASSETS RELATING TO ROCK CREEK FACILITY AND THE ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY MEMBERSHIP CONTRACTS**

PLEASE TAKE NOTICE that on May 29, 2009, the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") filed a Motion (the "**Rock Creek Sales Motion**") for Entry of an Order (A) Approving the Debtors' Sale of Certain Assets Relating to Rock Creek Facility, Subject to Higher and Better Offers, (B) Authorizing the Assumption and

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.

Assignment of Certain Executory Membership Contracts, (C) Setting a Deadline for the Submission of Higher and Better Offers, and (D) Granting Related Relief.

PLEASE TAKE FURTHER NOTICE that pursuant to the Rock Creek Sales Motion, among other things, the Debtors propose to assume the membership agreements with members of the Debtors' fitness club facility (known as the "**Rock Creek Sports Club**") located in Silver Spring, Maryland, and to assign the Debtors' rights under such agreements to L.A. Fitness International, LLC.

PLEASE TAKE FURTHER NOTICE that because Debtors do not believe that any amounts will be owed to cure any defaults with respect to the membership agreements, the Debtors do not propose to pay any "cure costs" under the Rock Creek Sales Motion for the assumption and assignment of membership agreements to L.A. Fitness International, LLC.

PLEASE TAKE FURTHER NOTICE that the Debtors propose that the proposed sale to L.A. Fitness International, LLC under the Rock Creek Sales Motion will be free and clear of all liens, claims, and encumbrances, subject to liabilities assumed under the Assumed Contacts (as defined in the Rock Creek Sales Motion).

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Rock Creek Sales Motion will be held on June 24, 2009, at 9:45 a.m. (Eastern Time) (the "**Hearing**") before the Honorable Robert E. Gerber, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 621, New York, New York 10004, or as soon thereafter as counsel can be heard.

PLEASE TAKE FURTHER NOTICE that a copy of the Rock Creek Sales Motion may be viewed free of charge at the website operated by Omni Management Group at <http://omnimgt.com> and on the court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein, or by contacting Omni Management Group, 16501 Ventura Blvd., Suite 440, Encino, CA 91436-2068, Tel: (818) 906-8300, Fax: (818) 783-2737, Email: AGTCrunch@Omnimgt.com.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Rock Creek Sales Motion must be in writing, setting forth the facts and authorities upon which the objection is based, and filed with the Clerk of the Court, United States Bankruptcy Court, One Bowling Green, New York, New York, 10004, with a copy provided to the Chambers of the Honorable Robert E. Gerber; provided, however that pursuant to General Order M-182, entities with internet access may file objections (formatted with Adobe Acrobat) at <http://www.nysb.uscourts.gov>, and served so as to be received by: (i) counsel to the Debtors, Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036-6797, Attn: Shmuel Vasser and Davin J. Hall; (ii) the Debtors, Crunch, 22 West 19th Street, 4th Floor, New York, New York 10011, Attn: Michael Jacobs; (iii) counsel to the Debtors' postpetition lenders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Philip

C. Dublin and Brian D. Geldert; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, New York, New York 10004, Attn: Susan Golden; and (v) counsel to the official committee of unsecured creditors, Silverman Acampora LLP, 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753, Attn: Ronald Friedman, and shall be filed with the Clerk of the United States Bankruptcy Court, Southern District of New York, in each case so as to be received no later than three (3) business days before the Hearing.

Dated: May 29, 2009
New York, New York

/s/ Shmuel Vasser
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