

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

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: :  
In re: : Chapter 11  
: :  
THE SILVER SPRINGS SPORTS CLUB, L.L.C, : Case No. 09-12909 (REG)  
: :  
Debtors.<sup>1</sup> : Jointly Administered  
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**GLOBAL NOTES REGARDING DEBTORS’ SCHEDULES OF  
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

1. These Global Notes (the “**Global Notes**”) regarding the Schedules of Assets and Liabilities and Executory Contracts and Unexpired Leases (the “**Schedules**”) and Statements of Financial Affairs (the “**Statements**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) comprise an integral part of the Schedules and Statements and should be referred to and considered in connection with any review thereof. The Schedules and Statements have been prepared pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure by the management of the Debtors and are unaudited. Unless otherwise indicated in the Schedules, Statements, or these Global Notes, the information provided is as of on or about May 6, 2009 (the “**Petition Date**”). While the Debtors’ management has made every reasonable effort to ensure that the Schedules and Statements are accurate and complete based upon information that was available to them at the time of preparation, inadvertent errors and/or omissions may exist, and/or the subsequent receipt of information and/or further review and analysis of the Debtors’ books and records may result in changes to financial data and other information contained in the Schedules and/or Statements. Moreover, because the Schedules and Statements contain unaudited information, which is subject to further review and potential adjustment, there can be no assurance that the Schedules and Statements are complete or accurate.
2. The Debtors reserve all of their rights to amend the Schedules and/or the Statements in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Schedules as to

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<sup>1</sup> 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.

amount, liability, or classification or to otherwise subsequently designate any claim as “contingent,” “unliquidated,” or “disputed.” Any failure to designate a claim as “contingent,” “unliquidated,” or “disputed” does not constitute an admission by the Debtors that such claim is not “contingent,” “unliquidated,” or “disputed.” Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of the Debtors’ rights with respect to their bankruptcy cases and, specifically, with respect to any issues involving causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and other relevant nonbankruptcy laws to recover assets or avoid transfers.

3. The preparation of the Schedules and Statements required the Debtors to make estimates and assumptions that affect the reported amounts of liabilities, the disclosures of contingent liabilities, and the reported amounts of expenses during the reporting period. Actual results could differ from estimates. Certain assumptions and estimates are described in more detail in the Schedules.
4. Some of the Debtors’ scheduled assets and liabilities are unknown and/or unliquidated at this time. In such cases, the amounts are listed as “Unknown” or “Undetermined.” Accordingly, the Schedules may not accurately reflect the aggregate amount of the Debtors’ assets and liabilities.
5. To the extent that the Court has entered an order authorizing the payment of certain prepetition liabilities of the Debtors, corresponding claims (if any) as of the Petition Date may not be reflected in the Schedules or Statements. By way of example, the Court has entered interim and final orders authorizing the payment of certain prepetition employee wage, salary, commission, and benefits claims. Claims that were paid pursuant to such orders may not be reflected in the Schedules or Statements.
6. As noted in the Debtors’ motion for authority to continue their cash management system, which was filed on the Petition Date and upon which the Court has entered a final order thereon, the Debtors do not maintain individual company ledgers delineating intercompany transactions. Accordingly, intercompany payables and receivables have not been accounted for in the Schedules and Statements.
7. The Debtors have sought to allocate liabilities between prepetition and postpetition periods based on information from research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. In addition, the Debtors also reserve the right to change the attribution of liability from a particular Debtor to another to the extent additional information becomes available and amend the Schedules and Statements accordingly.
8. Given the differences between the information requested in the Schedules and Statements and the financial information utilized under generally accepted accounting principles in the United States (“GAAP”), the aggregate asset values and claim amounts set forth in

the Schedules do not necessarily reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP.

9. It would be prohibitively expensive, unduly burdensome, and time-consuming to obtain current market valuations of the Debtors' property interests. Accordingly, to the extent any asset value is listed herein, unless otherwise indicated, net book values, rather than current market values, of the Debtors' interests in property are reflected on the applicable Schedules or Statements. As applicable, assets that have been fully depreciated or were expensed for accounting purposes have no net book value and are not reflected on the Schedules. Unless otherwise indicated, all financial asset amounts and claim amounts are listed as of on or about the Petition Date.
10. Unless otherwise indicated, accounts receivable are presented as a gross amount and without offsetting for any mutual counterparty accounts payable, open or terminated contract liabilities, liquidated damages, setoff rights, or collateral held by the Debtors. Likewise, accounts payable are shown without consideration of offsetting accounts receivable, open or terminated contracts, liquidated damages, setoff rights or collateral that has been posted on behalf of the counterparty. If these accounts were shown net of potential setoffs, the dollar amounts could change significantly.
11. The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights, deposits posted by or on behalf of the Debtors, or inchoate statutory lien rights. Such counterparties may be listed on Schedule F. In addition, because the Debtors have not been able to completely determine which of their creditors may hold prepetition claims under secured financing leases or like-agreements, the claims of such creditors may have been listed on Schedule F.
12. While every reasonable effort has been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contract, agreement, or lease set forth on Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed on Schedule G. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized in writing and could be subject to dispute. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as barter agreements, easements, right of way, subordination, non-disturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure or substance of any transaction, or any document or instrument (including without limitation, any intercompany agreement). In

the ordinary course of business, the Debtors may have entered into agreements, written or oral, for the provision of certain services on a month-to-month or at-will basis. Such contracts may not be included on Schedule G. However, each Debtor reserves the right to assert that such agreements constitute executory contracts.

13. The listing of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all rights to challenge whether any of the listed contracts, leases, agreements or other documents constitute an executory contract or unexpired lease, including if any are unexpired non-residential real property leases. Any and all of the Debtors' rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G are hereby reserved and preserved.
14. The listing of a contract, agreement, or claim on Schedule D does not constitute an admission that such contract, agreement, or claim is secured by a valid, perfected lien on property of the Debtors' estates, except as may be provided pursuant to Court order. Except as may be provided by Court order, the Debtors reserve all rights to challenge whether any of the listed contracts, agreements, or claims constitute secured claims, and all of the Debtors' rights, claims, and causes of action with respect thereto are hereby reserved and preserved.
15. The Debtors and their agents, attorneys, officers, and advisors do not guarantee or warrant the accuracy, completeness, or currentness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist.

# United States Bankruptcy Court Southern District Of New York

THE SILVER SPRINGS SPORTS CLUB, L.L.C.

09-12909

11

Debtor

Case No. (If known)

Chapter

## SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		OTHER
			ASSETS	LIABILITIES	
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	4	\$0.00		
C - Property Claimed As Exempt	NO	0			
D - Creditors Holding Secured Claims	YES	2		\$79,568,036.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	1		\$40,527.71	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			
J - Current Expenditures of Individual Debtor(s)	NO	0			
Total		12	\$0.00	\$79,608,563.71	

In re THE SILVER SPRINGS SPORTS CLUB, L.L.C. Case No. 09-12909  
 Debtor \_\_\_\_\_ (If known)

### SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If any entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
<b>NONE</b>				

Total

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Subtotal  
(Total of this page)

<b>\$0.00</b>
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In re THE SILVER SPRINGS SPORTS CLUB, L.L.C.	Case No.: 09-12909  (If known)
Debtor.	

### SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand	x			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	x			
3. Security deposits with public utilities, telephone companies, landlords, and others.	x			
4. Household goods and furnishings, including audio, video, and computer equipment.	x			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	x			
6. Wearing apparel.	x			
7. Furs and jewelry.	x			
8. Firearms and sports, photographic and other hobby equipment.	x			

In re THE SILVER SPRINGS SPORTS CLUB, L.L.C.	Case No.: 09-12909
Debtor.	(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
**(Continuation Sheet)**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<input checked="" type="checkbox"/>			
10. Annuities. Itemize and name each issuer.	<input checked="" type="checkbox"/>			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b))	<input checked="" type="checkbox"/>			
12. Interests in IRA, ERISA, Keough, or other pension or profit sharing plans. Itemize.	<input checked="" type="checkbox"/>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<input checked="" type="checkbox"/>			
14. Interests in partnerships or joint ventures. Itemize.	<input checked="" type="checkbox"/>			
15. Government and corporate bonds and other negotiable and non negotiable instruments.	<input checked="" type="checkbox"/>			
16. Accounts Receivable.	<input checked="" type="checkbox"/>			
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	<input checked="" type="checkbox"/>			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	<input checked="" type="checkbox"/>			

In re THE SILVER SPRINGS SPORTS CLUB, L.L.C.	Case No.: 09-12909
Debtor.	(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
**(Continuation Sheet)**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	<input checked="" type="checkbox"/>			
20. Contingent and non contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<input checked="" type="checkbox"/>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and right to set off claims. Give estimated value of each.	<input checked="" type="checkbox"/>			
22. Patents, copyrights, and other intellectual property. Give particulars.	<input checked="" type="checkbox"/>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<input checked="" type="checkbox"/>			
24. Customer lists or other compilations containing personally identifiable information provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<input checked="" type="checkbox"/>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<input checked="" type="checkbox"/>			
26. Boats, motors, and accessories.	<input checked="" type="checkbox"/>			
27. Aircraft and accessories.	<input checked="" type="checkbox"/>			
28. Office equipment, furnishings, and supplies.	<input checked="" type="checkbox"/>			

In re THE SILVER SPRINGS SPORTS CLUB, L.L.C.	Case No.: 09-12909
Debtor.	(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J OR C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment and supplies.	x			
30. Inventory.	x			
31. Animals.	x			
32. Crop-growing or harvested. Give particulars.	x			
33. Farming equipment and implements.	x			

Total \$0.00

In re <b>THE SILVER SPRINGS SPORTS CLUB, L.L.C.</b>	Case No.: <b>09-12909</b>
Debtor.	(If known)

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Code debtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See Instructions Above)</small>	CODEBTOR	H/W/J/C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Last four digits of <u>ACCOUNT NO.</u> AG SUPER FUND L.P. 245 PARK AVENUE NEW YORK, NY 10167	X		PROMISSORY NOTES SECURED BY SECOND LIEN ON ALL ASSETS OF DEBTOR  _____ VALUE				\$22,735,966.00	UNKNOWN
Last four digits of <u>ACCOUNT NO.</u> CH FITNESS INVESTORS, LLC 245 PARK AVENUE NEW YORK, NY 10167	X		BANK DEBT SECURED BY FIRST LIEN ON ALL ASSETS OF DEBTOR  _____ VALUE				\$56,832,070.00	UNKNOWN
Last four digits of <u>ACCOUNT NO. 0545</u> MACROLEASE 1 WEST AMES COURT, SUITE 101 PLAINVIEW, NY 11803	X		EQUIPMENT LEASES ROCK CREEK  _____ VALUE	X	X		UNKNOWN	UNKNOWN
Last four digits of <u>ACCOUNT NO. -001</u> MARLIN LEASING P.O. BOX 13604 PHILADELPHIA, PA 19101-3604	X		EQUIPMENT LEASES ROCK CREEK  _____ VALUE	X	X		UNKNOWN	UNKNOWN

Subtotal (Total of this page)	<b>\$79,568,036.00</b>	<b>\$0.00</b>
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\* Contingent, unliquidated and disputed with respect to status as secured creditor.

In re <b>THE SILVER SPRINGS SPORTS CLUB, L.L.C.</b>	Case No.: <b>09-12909</b>
Debtor.	(If known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER  (See Instructions Above)	CODEBATOR	HM/JC	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY VALUE OF SUBJECT TO LIEN	CONTINGENT*	UNLIQUIDATED*	DISPUTED*	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
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Total	<b>\$79,568,036.00</b>	<b>UNKNOWN</b>
(Report also on Summary of Schedules.)	(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)	

Subtotal (Total of this page)	<b>\$0.00</b>	<b>\$0.00</b>
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\* Contingent, unliquidated and disputed with respect to status as secured creditor.  
 Sheet no. 1 of 1 Continuation  
 Sheets attached to Schedule of Creditors  
 Holding Secured Claims

THE SILVER SPRINGS SPORTS CLUB, L.L.C.

09-12909

Debtor

Case No. (If known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts who file a case under chapter 7 or 13 report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts who file a case under chapter 7 report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans.**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the creation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\*Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

THE SILVER SPRINGS SPORTS CLUB, L.L.C.

09-12909

Debtor

Case No. (If known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
 (0 continuation sheets attached)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER  (See instructions.)	CODEBTR	HMJC	DATE CLAIM WAS INCURRED, AND CONSIDERATION FOR CLAIM.	TYPE OF PRIORITY			TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
				CONTINGENT	UNLIQUIDATED	DISPUTED			
ACCOUNT NO. DELAWARE DIVISION OF CORPORATIONS DELAWARE SECRETARY OF STATE PO BOX 74072 BALTIMORE, MD 21274			TAXING AGENCIES	X	X		UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO. INTERNAL REVENUE SERVICES DEPARTMENT OF FINANCE 190 ADMIRAL COCHRANE DRIVE ANNAPOLIS, MD 21401			TAXING AGENCIES	X	X		UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO. STATE OF MARYLAND DEPT. OF ASSESSMENT & TAXATION 301 WEST PRESTON STREET, RM 801 BALTIMORE, MD 21201-2395			TAXING AGENCIES	X	X		UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO. STATE OF MARYLAND DIVISION OF UNEMPLOYMENT INSURANCE PO BOX 1683 BALTIMORE, MD 21203-1683			TAXING AGENCIES	X	X		UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO. STATE OF MARYLAND DEPT OF ASSESMENT AND TAXATION PO BOX 17052 BALTIMORE, MD 21297-1052			TAXING AGENCIES	X	X		UNKNOWN	UNKNOWN	UNKNOWN
Total							\$0.00		
Totals								\$0.00	\$0.00

(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)

\$0.00	\$0.00	\$0.00
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THE SILVER SPRINGS SPORTS CLUB, L.L.C.

09-12909

Debtor

Case No. (If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a "minor child" is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on the page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing a "H," "W," "J," or "C," in the column labeled "Husband, Wife, Joint or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding general unsecured claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	CODEBTOR	H/W/J/C	DATE CLAIM WAS INCURRED, AND CONSIDERATION FOR CLAIM. IF CLAIM SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
<b>ACCOUNT NO.</b> F&H PROPERTIES C/O FINMARC MANAGEMENT, INC. 4733 BETHESDA AVENUE, SUITE 650 BETHESDA, MD 20814	X		CONTRACTS/AGREEMENTS REAL PROPERTY LEASE ROCK CREEK		X		\$40,527.71	
<b>ACCOUNT NO.</b> GREEN COURT BUILDING, LLC ATTN: PAUL LONDON 5309 TUSCARAWAS ROAD BETHESDA, MD 20816	X		CONTRACTS/AGREEMENTS REAL PROPERTY LEASE ROCK CREEK		X		UNKNOWN	
<b>ACCOUNT NO.</b> IAN PORTNOY MCKENNA LONG ALDRIDGE 1900 K STREET, N.W. WASHINGTON, DC 20006	X		CONTRACTS/AGREEMENTS REAL PROPERTY LEASE ROCK CREEK		X		UNKNOWN	
Total								\$40,527.71

**THE SILVER SPRINGS SPORTS CLUB, L.L.C.****09-12909**

Debtor

Case No. (If known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B, a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed.R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY, STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
<b>F&amp;H PROPERTIES C/O FINMARC MANAGEMENT, INC. 4733 BETHESDA AVENUE, SUITE 650 BETHESDA, MD 20814</b>	<b>CONTRACTS/AGREEMENTS REAL PROPERTY LEASE ROCK CREEK</b>
<b>GREEN COURT BUILDING, LLC ATTN: PAUL LONDON 5309 TUSCARAWAS ROAD BETHESDA, MD 20816</b>	<b>CONTRACTS/AGREEMENTS REAL PROPERTY LEASE ROCK CREEK</b>
<b>IAN PORTNOY MCKENNA LONG ALDRIDGE 1900 K STREET, N.W. WASHINGTON, DC 20006</b>	<b>CONTRACTS/AGREEMENTS REAL PROPERTY LEASE ROCK CREEK</b>
<b>MACROLEASE 1 WEST AMES COURT, SUITE 101 PLAINVIEW, NY 11803</b>	<b>EQUIPMENT LEASES ROCK CREEK</b>
<b>MARLIN LEASING P.O. BOX 13604 PHILADELPHIA, PA 19101-3604</b>	<b>EQUIPMENT LEASES ROCK CREEK</b>

**THE SILVER SPRINGS SPORTS CLUB, L.L.C.**

**09-12909**

Debtor

Case No. (If known)

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B, a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
AGT CRUNCH ACQUISITION, LLC 22 WEST 19TH STREET, 4TH FLOOR NEW YORK, NY 10011	F&H PROPERTIES C/O FINMARC MANAGEMENT, INC. 4733 BETHESDA AVENUE, SUITE 650 BETHESDA, MD 20814
AGT CRUNCH ACQUISITION, LLC 22 WEST 19TH STREET, 4TH FLOOR NEW YORK, NY 10011	GREEN COURT BUILDING, LLC ATTN: PAUL LONDON 5309 TUSCARAWAS ROAD BETHESDA, MD 20816
AGT CRUNCH ACQUISITION, LLC 22 WEST 19TH STREET, 4TH FLOOR NEW YORK, NY 10011	IAN PORTNOY MCKENNA LONG ALDRIDGE 1900 K STREET, N.W. WASHINGTON, DC 20006
AGT CRUNCH ACQUISITION, LLC 22 WEST 19TH STREET, 4TH FLOOR NEW YORK, NY 10011	MARLIN LEASING P.O. BOX 13604 PHILADELPHIA, PA 19101-3604
AGT CRUNCH ACQUISITION, LLC 22 WEST 19TH STREET, 4TH FLOOR NEW YORK, NY 10011	MACROLEASE 1 WEST AMES COURT, SUITE 101 PLAINVIEW, NY 11803
AGT CRUNCH ACQUISITION, LLC 22 WEST 19TH STREET, 4TH FLOOR NEW YORK, NY 10011	AG SUPER FUND, L.P. 245 PARK AVENUE, 26TH FLOOR NEW YORK, NY 10167
AGT CRUNCH ACQUISITION, LLC 22 WEST 19TH STREET, 4TH FLOOR NEW YORK, NY 10011	CH FITNESS INVESTORS, LLC 245 PARK AVENUE, 26TH FLOOR NEW YORK, NY 10167

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**  
**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION**

I, Andrew Hines, declare under penalty of perjury that I have read the foregoing Summary and Schedules, consisting of 13 sheets, and that they are true and correct to the best of my knowledge, information, and belief

Date: 6/22/2009

Signature \_\_\_\_\_ / s / Andrew Hines  
Andrew Hines  
Chief Restructuring Officer  
THE SILVER SPRINGS SPORTS CLUB, L.L.C.