IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:

TOWN SPORTS INTERNATIONAL, LLC, et

 $al.,^1$

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

Ref. Docket No. 121, 262

CERTIFICATION OF COUNSEL REGARDING [CORRECTED] ORDER,
PURSUANT TO SECTIONS 105(a), 365(a), AND 554(a)
OF THE BANKRUPTCY CODE, AUTHORIZING THE DEBTORS
TO REJECT (I) CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL
REAL PROPERTY EFFECTIVE AS OF THE PETITION DATE AND
(II) ABANDON PROPERTY IN CONNECTION THEREWITH

On September 14, 2020, the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") filed the Motion of Debtors Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to (I) Reject Certain Unexpired Leases of Nonresidential Real Property Effective as of September 29, 2020 and (II) Abandon Property in Connection Therewith [Docket No. 9] (the "Motion"). On October 15, 2020, the Debtors submitted a Certification of Counsel requesting the Court's entry of a revised form of order (the "Revised Order") incorporating comments from the parties that asserted objections to the Motion (collectively, the "Objectors"). The Debtors determined that the Revised Order inadvertently omitted one modification requested by one of the Objectors.

Attached hereto as <u>Exhibit A</u> is a corrected version of the order approving the Motion (the "Corrected Order"). Annexed hereto as <u>Exhibit B</u> is a blacklined version of the proposed form of order, indicating the additional modification included in the Corrected Order.

The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at http://dm.epiq11.com/TownSports, or by contacting the proposed undersigned counsel for the Debtors.

WHEREFORE, the Debtors respectfully request that this Court enter the Corrected Order annexed hereto as Exhibit A at the Court's earliest convenience.

Dated: Wilmington, Delaware October 16, 2020

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sean T. Greecher

Robert S. Brady (No. 2847) Sean T. Greecher (No. 4484) Allison S. Mielke (No. 5934) 1000 North King Street Wilmington, Delaware 19801 Telephone: (302) 571-6600 Email: rbrady@ycst.com sgreecher@ycst.com

and

KIRKLAND & ELLIS LLP

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derek.hunter@kirkland.com

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KIRKLAND & ELLIS LLP

Joshua M. Altman (admitted *pro hac vice*) 300 North LaSalle Street Chicago, Illinois 60654 Telephone: (312) 862-2000 Email: josh.altman@kirkland.com

Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:

TOWN SPORTS INTERNATIONAL, LLC, et

 $al.,^1$

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

Ref. Docket No. 9, 262, 266

[CORRECTED] ORDER, PURSUANT TO SECTIONS 105(a), 365(a), AND 554(a) OF THE BANKRUPTCY CODE, AUTHORIZING THE DEBTORS TO REJECT (I) CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY EFFECTIVE AS OF THE PETITION DATE AND (II) ABANDON PROPERTY IN CONNECTION THEREWITH

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order, pursuant to sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, authorizing the Debtors to (i) reject the Rejected Leases set forth on Exhibit 1 and 2 to this Order, effective as of the Petition Date (the "Petition Date"), and (ii) abandon, effective as of the Petition Date, any Personal Property that remains, as of the Petition Date, on the Premises subject to the Rejected Leases; and upon consideration of the First Day Declaration and the record of these chapter 11 cases; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that this is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the

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

United States Constitution; and it appearing that venue of these chapter 11 cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED THAT:

- 1. The Motion is GRANTED as set forth herein.
- 2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, the Rejected Leases, to the extent not already terminated in accordance with their applicable terms or upon agreement of the parties, are hereby rejected by the Debtors, with such rejection being effective as of the Petition Date.
- 3. Pursuant to sections 105(a) and 554(a) of the Bankruptcy Code and Bankruptcy Rule 6007, any Personal Property remaining, as of the Petition Date, on the Premises is hereby abandoned by the Debtors (and in the case of the Personal Property remaining on the Premises listed on Schedule 3 to this order, free of all liens, claims, and encumbrances), with such abandonment being effective as of the Petition Date, and the landlords of the Premises may use or dispose of such Personal Property without further notice or liability to the Debtors or any other party. The automatic stay, to the extent applicable, is modified to allow for such utilization or disposition.
- 4. Notwithstanding anything to the contrary in paragraphs 2 and 3 herein, the effective date of rejection of the Rejected Leases at (i) the Bayonne Crossing shopping center, located in Bayonne, New Jersey and (ii) 39 West Northfield Road, Livingston, New Jersey shall

be the date on or prior to the date of this Order that the Debtors are determined by agreement of the parties or subsequent order of this Court, and the rights and defenses of the parties to assert that such date occurred on or prior to the date of this Order are reserved.

- 5. The rights and obligations of the parties, if any, with respect to any and all personal property remaining at the leased commercial real property identified in paragraphs 4(i) and 4(ii) herein shall be determined by agreement of the parties or subsequent order of this Court, and the rights and defenses of the parties with respect to such are reserved.
- 6. Nothing herein shall prejudice the rights of the Debtors to assert that the Rejected Leases were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of the Rejected Leases is limited to the remedies available under any applicable termination provision of the Rejected Leases, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates, or to otherwise contest any claims that may be asserted in connection with the Rejected Leases.
- 7. Claims arising out of the rejection of the Rejected Leases must be filed on or before the later of (i) the deadline for filing proofs of claim based on prepetition claims against any of the Debtors as set by an order of this Court or (ii) thirty (30) days after entry of this Order.
- 8. The Debtors are authorized to execute and deliver all instruments and documents, and take such other actions as may be necessary or appropriate, to implement and effectuate the relief granted by this Order.
- 9. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.
 - 10. The requirements in Bankruptcy Rule 6006 and 6007 are satisfied.

11. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

EXHIBIT 1

Rejected Leases

DEBTOR	COUNTERPARTY	COUNTERPARTY'S ADDRESS	REJECTED AGREEMENT
TSI Morris Park, LLC	1601 Bronxdale Property Owner LLC	Attn: Katina Khan 165 West 73 Street New York, NY 10023 and Nancy Lara	Real Property Lease for Club located at 1601 Bronxdale Avenue, Bronx, NY.
		1601 Bronxdale Property Owner LLC 30 West 26th Street, 8th Floor New York, NY 10010	
TSI Matawan, LLC	The Racquet Place	C/O Ronald Spivack and Ron Kogos 525 Green Street Iselin, NJ 08830	Real Property Lease for Club located at 450 Route 34 Matawan, NJ
TSI Princeton, LLC	Princeton (Edens), LLC	Attn: Julie Drobits Department # 2439 P.O. Box 442 Laurel, NY 11948	Real Property Lease for Club located at 301 North Harrison Street Princeton, NJ
TSI – Valencia, LLC	IVT River Oaks Valencia, L.L.C.	Attn: Robert Mettel and Kristina S. Raymond 3025 Highliand Parkway, Suite 350 Downers Grove, IL 60515	Real Property Lease for Club located at River Oaks Shopping Center 24245 Magic Mountain Parkway, Unit No. 1C Valencia, CA
TSI Watertown, LLC	ARE-MA Region No. 75, LLC	Tom Andrews ARE-MA Region No. 75, LLC c/o Alexandria Real Estate Equities, Inc. 26 North Euclid Avenue Pasadena, CA 91101	Real Property Lease for Club located at 311 Arsenal Street Watertown, MA

TSI Marlboro, LLC	W & L Associates	c/o Andrew Talbert 16239 Pantheon Pass Delray Beach, FL 33446 and Jay L Lubetkin, Esq. Rabinowitz, Lubetkin & Tully, L.L.C. 293 Eisenhower Parkway, Suite	Real Property Lease for Club located at 34 Route 9 North Morganville, NJ
TSI Providence Eastside, LLC	Riverview Retail, LLC	100 Livingston, NJ 07039 Mara Henderson King KGI Properties 10 memorial Boulevard, Suite 901 Providence, RI 02903 and	Real Property Lease for Club located at 131 Pitman Street Providence, RI
TSI First Avenue, LLC	GP Associates	Murray Gereboff 207 Waterman Street Providence, RI 02906 Daniel J. Ansell, Esq. Greenberg Traurig, LLP 200 Park Avenue New York, NY 10166	Real Property Lease for Club located at 1470 First Ave New York, NY
TSI Newark, LLC	One Gateway Center Property Owner LLC	212-801-9393 c/o Onyx Management Group, LLC PO Box 75428 Chicago, IL 60675-5428 and John A Saraceno, Jr. 900 Route 9 North, Suite 400 Woodbridge, NJ 07095	Real Property Lease for Club located at One Gateway Center Newark, NJ

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TSI Deer Park,	Tanger Outlets Deer	Michelle B. Dixon	Real Property Lease
LLC	Park LLC	P.O. Box 414225	for Club located at
		Boston, MA 02241-4225	455 Commack Road
			Deer Park, NY
		and	
		Stacey Ramis Nigro, Esq.	
		Tanger Outlets Deer Park LLC	
		43 Corporate Drive	
		Hauppauge, NY 11788	
TSI Newton,	135 Wells Avenue	Mike Fedotowsky	Real Property Lease
LLC	LLC	P.O. Box 9137	for Club located at
		Newton, MA 02460-9137	135 Wells Ave
		,	Newton, MA
		and	,
		Andrew C. Sucoff, Esq.	
		Goodwin Proctor LLP	
		100 Northern Avenue	
		Boston, MA 02210	
TSI Court	Twenty Six Court	Rivky Diamant	Real Property Lease
Street, LLC	Associates, LLC	26 Court Street	for Club located at
	Tissociates, EEC	Brooklyn, NY 11242	179 Remsen Street
		Brooklyn, 1(1 11212	Brooklyn, NY
			(including, for the
			avoidance of doubt,
			all applicable lease
			agreements related
			to the Club)
TSI 555 6 th	SP 101 W15 LLC	Kunal Chothani	Real Property Lease
Avenue, LLC	SI IOI WIJ LLC	SP 101 W 15 LLC	for Club located at
Avenue, LLC		c/o Stonehenge Management	555 Sixth Avenue,
		LLC	New York, NY
		1675 Broadway, 21st Floor	THEW TOIK, INT
		New York, NY 10019	
		100 101K, 101 10019	
		and	
		and	
		Matthew E Kasindorf, Esq.	
		Meister Seelig & Fein LLP	
		_	
		125 Park Avenue, 7th Floor	
		New York, NY 10017	

TSI Gallery Place, LLC	Oxford BIT Gallery Place Property Owner, LLC	Benjamin Kayden Director, Legal Oxford BIT Gallery Place Property Owner, LLC 600 Massachusetts Ave NW Washington, DC 20001 and Scott Rome, Esq. Veritas 1225 19th Street NW, Suite 320	Real Property Lease for Club located at 783 Seventh Street Washington, DC
		Washington, DC 20036	
TSI Ramsey, LLC	Adventures in Recreation, Inc.	Rita A Knutsen President Adventures in Recreation, Inc. 1100 Route 17 North Ramsey, NJ 07446	Real Property Lease for Club located at 1150 Route 17 North Ramsey, NJ
TSI Staten Island, LLC	D&M Richmond Realty, LLC	1212 Willowbrook Road Staten Island, NY 10314 and Howard File, Esq. 260 Christopher Lane, Suite 102 Staten Island, NY 10314	Real Property Lease for Club located at 300 West Service Rd. Staten Island, NY
TSI Radnor, LLC	Radnor Properties - 555 LA, LP	Michael McCalley and Bob Barson Brandywine Realty Trust FMC tower at Cira Centre South 2929 Walnut Street, Suite 1700 Philadelphia, PA 19104	Real Property Lease for Club located at 555 East Lancaster Avenue St. Davids, PA
TSI South Bethesda, LLC	6828 Wisconsin Ave LLC and Julian Josephs, LLC	Michael R. Cogan, P.C. 12 South Summit Avenue, Suite 250 Gaithersburg, MD 20877	Real Property Lease for Club located at 6828 Wisconsin Avenue Bethesda, MD

TSI Placentia, LLC	DSRG, LP-Village Center at Rose	Ryan Dan 200 E. Baker Street, Suite 100 Costa Mesa, CA 92626 and Law Office of Corey E Taylor, APC 629 Camino De Los Mares,	Real Property Lease for Club Located at Village Center at Rose, Phase II 860 North Rose Drive Placentia, CA
		Suite 305 San Clemente, CA 92673	
TSI Georgetown, LLC	Jamestown Premier Georgetown Park Corp.	c/o Jamestown Ponce City Market 675 Ponce de Leon Avenue, NE, 7th Floor Atlanta, GA 30308 and Paul J. Kiernan Holland & Knight 800 17th Street N.W., Suite 1100 Washington, DC 20006 Tel. 202-663-7276 Paul.Kiernan@hklaw.com	Real Property Lease for Club located at 3222 M Street NW Washington, DC 20007
TSI 1231 Third Avenue, LLC	1231 Third Fee Owners, LLC	Attn: Chaim Cohen and Sharon Bernat 50 Rutledge St, Suite 503 Brooklyn, NY 11249	Real Property Lease for Club located at 1231 Third Avenue New York, NY
TSI West 115 th Street, LLC	1400 Retail Owner LLC	Attn: John Birnbaum and Zachary G. Hammer 1400 Retail Owner LLC c/o Ashkenazy Acquisition Corporation 150 East 58th Street, 39th Floor New York, NY 10155	Real Property Lease for Club located at 1400 5th Avenue New York, NY

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TSI	TSI – Lucille Real	Attn: President	Real Property Lease
Massapequa,	Estate, LLC	399 Executive Boulevard	for Club located at
LLC		Elmsford, NY 10543	1000 Sunrise
			Highway,
		and	Massapequa, NY
			11758
		Stuart M. Steinberg	
		2 Rodeo Drive	
		Edgewood, NY 11717	

EXHIBIT 2Rejected Leases Subject to Modifications

DEBTOR	COUNTERPARTY	COUNTERPARTY'S ADDRESS	REJECTED AGREEMENT
TSI Bayonne, LLC	KRG Bayonne Urban Renewal, LLC	Attn: Robert McGuinness 15961 Collections Center Dr. Chicago, IL 60693 and	Real Property Lease for Club located at 600 Bayonne Crossing Way Bayonne, NJ
		Attn: Wade Achenchak and Ryan Joyce Kite Realty Group 30 S. Meridian Street, Suite 1100 Indianapolis, IN 46204	
TSI Ridgewood, LLC	John Sachs	500 Golden Harbour Drive Boca Raton, FL 33432 and	Real Property Lease for Club located at 129 South Broad Street Ridgewood, NJ
		Robert C. Welch, Jr., Esq. Dwyer, Dwyer & Welch 118 Prospect Street P.O. Box 704 Ridgewood, NJ 07451	
TSI – Northridge, LLC	K&A Real Estate LLC	Kam and Albert Yamin PO Box 241429 Los Angeles, CA 90024	Real Property Lease for Club located at 19456 Nordhoff Street Northridge, CA
TSI - Studio City, LLC	Laurel Center Group, LP	Dan Austin 6300 Wilshire Blvd., Suite 1800 Los Angeles, CA 90048	Real Property Lease for Club located at Laurel Promenade Shopping Center 12050 Ventura Boulevard, STE 201-B Studio City, CA
TSI Springfield, LLC	Kaufman Management Co.	Edward J. Hart 450 Seventh Avenue- Penthouse, New York, NY 10123	Real Property Lease for Club located at 215 Morris Avenue Springfield, NJ

TSI – Irvine,	Regency Centers,	Rivertowns Square Regency,	Real Property Lease
LLC	L.P.	LLC	for Club located at
		PO Box 844235	Heritage Plaza
		Boston, MA 02284-4235	14280 Culver
			Drive, Suite B
			Irvine, CA
TSI	39 West Northfield	Marietta DiSanti	Real Property Lease
Livingston,	Associates	80 Main Street	for Club located at
LLC		West Orange, NJ 07052	39 W. Northfield
			Road
		and	Livingston, NJ
		Neal Herstik, Esq.	
		Gross, Truss & Herstik, P.C.	
		Woodhull House,	
		63 West Main Street	
		PO Box 5008	
		Freehold, NJ 07728	
TSI - San Jose,	El Paseo Property	c/o Vallco Shopping Mall	Real Property Lease
LLC	Owner, LLC	10123 N. Wolfe Road, Ste 1095	for Club located at
	,	Cupertino, CA 95014	El Paseo de
			Saratoga Shopping
		and	Center 950 El Paseo
			de Saratoga
		Diana Beechie	San Jose, CA
		Sand Hill Property Company	,
		965 Page Mill Road	
		Palo Alto, CA 94304	
TSI –	Westfield Topanga	PO Box 54734	Real Property Lease
Topanga, LLC	Owner LLC	Los Angeles, CA 90074-4734	for Club located at
			Westfield Topanga
		and	Shopping Center
			6600 Topanga
		Moises Quezada	Canyon Blvd.,
		Unibail-Rodamco-Westfield	Store# 183H
		2049 Century Park East- 42nd Fl	Canoga Park, CA
		Century City, CA 90067	

TSI Clifton, 202 Main Ave. Attn: Ger	ald Corrado Real Property Lease
	n Avenue for Club located at
Clifton, N	
	Clifton, NJ
and	
D. M.	0 D W
	0 & De Marco
	chael P De Marco
	ont Avenue
	ledon, NJ 07508 Commercial Real Property Lease
	1 1
	, -
	k, NY 10017 New York, NY rgan Chase Bank Real Property Lease
LLC Associates, LLC PO Box 2	
New York	
	Street New York NV
TSI West 23, 278 Eighth 278 Eight	New York, NY Real Property Lease
	gement Corp. Real Floperty Lease for Club located at
	34th Street, 9th Floor 258-278 Eighth Ave
New Foli	k, NY 10001 New York, NY
and	
David Iar	mal Egg
David Jen	4th Street, 9th Floor
New York	k, NY 10001
and	
Jeremy K	rantz
1	Krantz, LLP
	in Building, Suite 1518
	k, NY 10168
	<i>'</i>

SCHEDULE 3

Free and Clear Personal Property Abandonment

DEBTOR	COUNTERPARTY	COUNTERPARTY'S	REJECTED
		ADDRESS	AGREEMENT
TSI – Irvine,	Regency Centers,	Rivertowns Square Regency,	Real Property Lease
LLC	L.P.	LLC	for Club located at
		PO Box 844235	Heritage Plaza
		Boston, MA 02284-4235	14280 Culver Drive,
			Suite B
			Irvine, CA
TSI Deer Park,	Tanger Outlets Deer	Michelle B. Dixon	Real Property Lease
LLC	Park LLC	P.O. Box 414225	for Club located at
		Boston, MA 02241-4225	455 Commack Road
			Deer Park, NY
		and	
		Stacey Ramis Nigro, Esq.	
		Tanger Outlets Deer Park LLC	
		43 Corporate Drive	
		Hauppauge, NY 11788	
TSI –	IVT River Oaks	Attn: Robert Mettel and Kristina	Real Property Lease
Valencia, LLC	Valencia, L.L.C.	S. Raymond	for Club located at
		3025 Highliand Parkway, Suite	River Oaks
		350	Shopping Center
		Downers Grove, IL 60515	24245 Magic
			Mountain Parkway,
			Unit No. 1C
TOI	N/ 1 11 1	M ' u D'C d'	Valencia, CA
TSI	Mandelbaum and	Marietta DiSanti	Real Property Lease
Livingston,	Mandelbaum	80 Main Street	for Club located at 39 W. Northfield
LLC		West Orange, NJ 07052	Road
		and	Livingston, NJ
		and	Livingsion, NJ
		Neal Herstik, Esq.	
		Gross, Truss & Herstik, P.C.	
		Woodhull House,	
		63 West Main Street	
		PO Box 5008	
		Freehold, NJ 07728	
TSI Newark,	One Gateway Center	c/o Onyx Management Group,	Real Property Lease
LLC	Property Owner	LLC	for Club located at
	LLC	PO Box 75428	One Gateway
		Chicago, IL 60675-5428	Center
	1		2 211001

DEBTOR	COUNTERPARTY	COUNTERPARTY'S	REJECTED
		ADDRESS	AGREEMENT
			Newark, NJ
		and	
		John A Saraceno, Jr.	
		900 Route 9 North, Suite 400	
		Woodbridge, NJ 07095	
TSI First	GP Associates	Daniel J. Ansell, Esq.	Real Property Lease
Avenue, LLC		Greenberg Traurig, LLP	for Club located at
		200 Park Avenue	1470 First Ave
		New York, NY 10166	New York, NY
		212-801-9393	

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:

Chapter 11

TOWN SPORTS INTERNATIONAL, LLC, et

Case No. 20-12168 (CSS)

al.,¹

(Jointly Administered)

Debtors.

Ref. Docket No. 9, 262

[CORRECTED] ORDER, PURSUANT TO SECTIONS 105(a), 365(a), AND 554(a) OF THE BANKRUPTCY CODE, AUTHORIZING THE DEBTORS TO REJECT (I) CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY EFFECTIVE AS OF THE PETITION DATE AND (II) ABANDON PROPERTY IN CONNECTION THEREWITH

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order, pursuant to sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, authorizing the Debtors to (i) reject the Rejected Leases set forth on Exhibit 1 and 2 to this Order, effective as of the Petition Date (the "Petition Date"), and (ii) abandon, effective as of the Petition Date, any Personal Property that remains, as of the Petition Date, on the Premises subject to the Rejected Leases; and upon consideration of the First Day Declaration and the record of these chapter 11 cases; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that this is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the

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United States Constitution; and it appearing that venue of these chapter 11 cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED THAT:

- 1. The Motion is GRANTED as set forth herein.
- 2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, the Rejected Leases, to the extent not already terminated in accordance with their applicable terms or upon agreement of the parties, are hereby rejected by the Debtors, with such rejection being effective as of the Petition Date.
- 3. Pursuant to sections 105(a) and 554(a) of the Bankruptcy Code and Bankruptcy Rule 6007, any Personal Property remaining, as of the Petition Date, on the Premises is hereby abandoned by the Debtors (and in the case of the Personal Property remaining on the Premises listed on Schedule 3 to this order, free of all liens, claims, and encumbrances), with such abandonment being effective as of the Petition Date, and the landlords of the Premises may use or dispose of such Personal Property without further notice or liability to the Debtors or any other party. The automatic stay, to the extent applicable, is modified to allow for such utilization or disposition.
- 4. Notwithstanding anything to the contrary in paragraphs 2 and 3 herein, the effective date of rejection of the Rejected Leases at (i) the Bayonne Crossing shopping center, located in Bayonne, New Jersey and (ii) 39 West Northfield Road, Livingston, New Jersey shall

be the date on or prior to the date of this Order that the Debtors are determined by agreement of the parties or subsequent order of this Court to have abandoned the subject properties, and the rights and defenses of the parties to assert that such date occurred on or prior to the date of this Order are reserved.

- 5. The rights and obligations of the parties, if any, with respect to any and all personal property remaining at the leased commercial real property identified in paragraphs 4(i) and 4(ii) herein shall be determined by agreement of the parties or subsequent order of this Court, and the rights and defenses of the parties with respect to such are reserved.
- 6. Nothing herein shall prejudice the rights of the Debtors to assert that the Rejected Leases were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of the Rejected Leases is limited to the remedies available under any applicable termination provision of the Rejected Leases, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates, or to otherwise contest any claims that may be asserted in connection with the Rejected Leases.
- 7. Claims arising out of the rejection of the Rejected Leases must be filed on or before the later of (i) the deadline for filing proofs of claim based on prepetition claims against any of the Debtors as set by an order of this Court or (ii) thirty (30) days after entry of this Order.
- 8. The Debtors are authorized to execute and deliver all instruments and documents, and take such other actions as may be necessary or appropriate, to implement and effectuate the relief granted by this Order.
- 9. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

- 10. The requirements in Bankruptcy Rule 6006 and 6007 are satisfied.
- 11. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

EXHIBIT 1

Rejected Leases

DEBTOR	COUNTERPARTY	COUNTERPARTY'S ADDRESS	REJECTED AGREEMENT
TSI Morris Park, LLC	1601 Bronxdale Property Owner LLC	Attn: Katina Khan 165 West 73 Street New York, NY 10023 and	Real Property Lease for Club located at 1601 Bronxdale Avenue, Bronx, NY.
		Nancy Lara 1601 Bronxdale Property Owner LLC 30 West 26th Street, 8th Floor New York, NY 10010	
TSI Matawan, LLC	The Racquet Place	C/O Ronald Spivack and Ron Kogos 525 Green Street Iselin, NJ 08830	Real Property Lease for Club located at 450 Route 34 Matawan, NJ
TSI Princeton, LLC	Princeton (Edens), LLC	Attn: Julie Drobits Department # 2439 P.O. Box 442 Laurel, NY 11948	Real Property Lease for Club located at 301 North Harrison Street Princeton, NJ
TSI – Valencia, LLC	IVT River Oaks Valencia, L.L.C.	Attn: Robert Mettel and Kristina S. Raymond 3025 Highliand Parkway, Suite 350 Downers Grove, IL 60515	Real Property Lease for Club located at River Oaks Shopping Center 24245 Magic Mountain Parkway, Unit No. 1C Valencia, CA
TSI Watertown, LLC	ARE-MA Region No. 75, LLC	Tom Andrews ARE-MA Region No. 75, LLC c/o Alexandria Real Estate Equities, Inc. 26 North Euclid Avenue Pasadena, CA 91101	Real Property Lease for Club located at 311 Arsenal Street Watertown, MA

TSI Marlboro, LLC	W & L Associates	c/o Andrew Talbert 16239 Pantheon Pass Delray Beach, FL 33446 and Jay L Lubetkin, Esq. Rabinowitz, Lubetkin & Tully, L.L.C. 293 Eisenhower Parkway, Suite 100 Livingston, NJ 07039	Real Property Lease for Club located at 34 Route 9 North Morganville, NJ
TSI Providence Eastside, LLC	Riverview Retail, LLC	Mara Henderson King KGI Properties 10 memorial Boulevard, Suite 901 Providence, RI 02903 and Murray Gereboff 207 Waterman Street Providence, RI 02906	Real Property Lease for Club located at 131 Pitman Street Providence, RI
TSI First Avenue, LLC	GP Associates	Daniel J. Ansell, Esq. Greenberg Traurig, LLP 200 Park Avenue New York, NY 10166 212-801-9393	Real Property Lease for Club located at 1470 First Ave New York, NY
TSI Newark, LLC	One Gateway Center Property Owner LLC	c/o Onyx Management Group, LLC PO Box 75428 Chicago, IL 60675-5428 and John A Saraceno, Jr. 900 Route 9 North, Suite 400 Woodbridge, NJ 07095	Real Property Lease for Club located at One Gateway Center Newark, NJ

TSI Deer Park, LLC	Tanger Outlets Deer Park LLC	Michelle B. Dixon P.O. Box 414225 Boston, MA 02241-4225 and Stacey Ramis Nigro, Esq. Tanger Outlets Deer Park LLC 43 Corporate Drive	Real Property Lease for Club located at 455 Commack Road Deer Park, NY
TSI Newton, LLC	135 Wells Avenue LLC	Hauppauge, NY 11788 Mike Fedotowsky P.O. Box 9137 Newton, MA 02460-9137 and Andrew C. Sucoff, Esq. Goodwin Proctor LLP 100 Northern Avenue Boston, MA 02210	Real Property Lease for Club located at 135 Wells Ave Newton, MA
TSI Court Street, LLC	Twenty Six Court Associates, LLC	Rivky Diamant 26 Court Street Brooklyn, NY 11242	Real Property Lease for Club located at 179 Remsen Street Brooklyn, NY (including, for the avoidance of doubt, all applicable lease agreements related to the Club)
TSI 555 6 th Avenue, LLC	SP 101 W15 LLC	Kunal Chothani SP 101 W 15 LLC c/o Stonehenge Management LLC 1675 Broadway, 21st Floor New York, NY 10019 and Matthew E Kasindorf, Esq. Meister Seelig & Fein LLP 125 Park Avenue, 7th Floor New York, NY 10017	Real Property Lease for Club located at 555 Sixth Avenue, New York, NY

TSI Gallery Place, LLC	Oxford BIT Gallery Place Property Owner, LLC	Benjamin Kayden Director, Legal Oxford BIT Gallery Place Property Owner, LLC 600 Massachusetts Ave NW Washington, DC 20001	Real Property Lease for Club located at 783 Seventh Street Washington, DC
		Scott Rome, Esq. Veritas 1225 19th Street NW, Suite 320 Washington, DC 20036	
TSI Ramsey,	Adventures in	Rita A Knutsen	Real Property Lease
LLC	Recreation, Inc.	President	for Club located at
		Adventures in Recreation, Inc.	1150 Route 17
		1100 Route 17 North	North
TOLOG	DOMD' 1 1	Ramsey, NJ 07446	Ramsey, NJ
TSI Staten	D&M Richmond	1212 Willowbrook Road	Real Property Lease for Club located at
Island, LLC	Realty, LLC	Staten Island, NY 10314	300 West Service
		and	Rd.
		and	Staten Island, NY
		Howard File, Esq.	Staten Island, N I
		260 Christopher Lane, Suite 102	
		Staten Island, NY 10314	
TSI Radnor,	Radnor Properties -	Michael McCalley and Bob	Real Property Lease
LLC	555 LA, LP	Barson	for Club located at
		Brandywine Realty Trust	555 East Lancaster
		FMC tower at Cira Centre South	Avenue
		2929 Walnut Street, Suite 1700	St. Davids, PA
		Philadelphia, PA 19104	<u> </u>
TSI South	6828 Wisconsin Ave	Michael R. Cogan, P.C.	Real Property Lease
Bethesda, LLC	LLC and Julian	12 South Summit Avenue,	for Club located at
	Josephs, LLC	Suite 250	6828 Wisconsin
		Gaithersburg, MD 20877	Avenue
			Bethesda, MD

TSI Placentia, LLC	DSRG, LP-Village Center at Rose	Ryan Dan 200 E. Baker Street, Suite 100 Costa Mesa, CA 92626 and Law Office of Corey E Taylor, APC 629 Camino De Los Mares, Suite 305 San Clemente, CA 92673	Real Property Lease for Club Located at Village Center at Rose, Phase II 860 North Rose Drive Placentia, CA
TSI Georgetown, LLC	Jamestown Premier Georgetown Park Corp.	c/o Jamestown Ponce City Market 675 Ponce de Leon Avenue, NE, 7th Floor Atlanta, GA 30308 and Paul J. Kiernan Holland & Knight 800 17th Street N.W., Suite 1100 Washington, DC 20006 Tel. 202-663-7276 Paul.Kiernan@hklaw.com	Real Property Lease for Club located at 3222 M Street NW Washington, DC 20007
TSI 1231 Third Avenue, LLC	1231 Third Fee Owners, LLC	Attn: Chaim Cohen and Sharon Bernat 50 Rutledge St, Suite 503 Brooklyn, NY 11249	Real Property Lease for Club located at 1231 Third Avenue New York, NY
TSI West 115 th Street, LLC	1400 Retail Owner LLC	Attn: John Birnbaum and Zachary G. Hammer 1400 Retail Owner LLC c/o Ashkenazy Acquisition Corporation 150 East 58th Street, 39th Floor New York, NY 10155	Real Property Lease for Club located at 1400 5th Avenue New York, NY

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TSI	TSI – Lucille Real	Attn: President	Real Property Lease
Massapequa,	Estate, LLC	399 Executive Boulevard	for Club located at
LLC		Elmsford, NY 10543	1000 Sunrise
			Highway,
		and	Massapequa, NY
			11758
		Stuart M. Steinberg	
		2 Rodeo Drive	
		Edgewood, NY 11717	

EXHIBIT 2Rejected Leases Subject to Modifications

DEBTOR	COUNTERPARTY	COUNTERPARTY'S ADDRESS	REJECTED AGREEMENT
			AGREEVIENT
TSI Bayonne, LLC	KRG Bayonne Urban Renewal,	Attn: Robert McGuinness 15961 Collections Center Dr.	Real Property Lease for Club located at
LLC	LLC	Chicago, IL 60693	600 Bayonne
			Crossing Way
		and	Bayonne, NJ
		Attn: Wade Achenchak and	
		Ryan Joyce	
		Kite Realty Group	
		30 S. Meridian Street, Suite 1100	
		Indianapolis, IN 46204	
TSI	John Sachs	500 Golden Harbour Drive	Real Property Lease
Ridgewood, LLC		Boca Raton, FL 33432	for Club located at 129 South Broad
		and	Street
			Ridgewood, NJ
		Robert C. Welch, Jr., Esq.	8
		Dwyer, Dwyer & Welch	
		118 Prospect Street	
		P.O. Box 704	
		Ridgewood, NJ 07451	
TSI –	K&A Real Estate	Kam and Albert Yamin	Real Property Lease
Northridge,	LLC	PO Box 241429	for Club located at
LLC		Los Angeles, CA 90024	19456 Nordhoff
			Street
			Northridge, CA
TSI - Studio	Laurel Center	Dan Austin	Real Property Lease
City, LLC	Group, LP	6300 Wilshire Blvd.,	for Club located at
		Suite 1800	Laurel Promenade
		Los Angeles, CA 90048	Shopping Center
			12050 Ventura
			Boulevard, STE
			201-B
TOT	TZ C	D1 11 11 11	Studio City, CA
TSI	Kaufman	Edward J. Hart	Real Property Lease
Springfield,	Management Co.	450 Seventh Avenue- Penthouse,	for Club located at
LLC		New York, NY 10123	215 Morris Avenue
			Springfield, NJ

TSI – Irvine, LLC	Regency Centers, L.P.	Rivertowns Square Regency, LLC PO Box 844235 Boston, MA 02284-4235	Real Property Lease for Club located at Heritage Plaza 14280 Culver Drive, Suite B Irvine, CA
TSI Livingston, LLC	39 West Northfield Associates	Marietta DiSanti 80 Main Street West Orange, NJ 07052 and	Real Property Lease for Club located at 39 W. Northfield Road Livingston, NJ
		Neal Herstik, Esq. Gross, Truss & Herstik, P.C. Woodhull House, 63 West Main Street PO Box 5008 Freehold, NJ 07728	
TSI - San Jose, LLC	El Paseo Property Owner, LLC	c/o Vallco Shopping Mall 10123 N. Wolfe Road, Ste 1095 Cupertino, CA 95014 and	Real Property Lease for Club located at El Paseo de Saratoga Shopping Center 950 El Paseo de Saratoga
		Diana Beechie Sand Hill Property Company 965 Page Mill Road Palo Alto, CA 94304	San Jose, CA
TSI – Topanga, LLC	Westfield Topanga Owner LLC	PO Box 54734 Los Angeles, CA 90074-4734 and	Real Property Lease for Club located at Westfield Topanga Shopping Center
		Moises Quezada Unibail-Rodamco-Westfield 2049 Century Park East- 42nd Fl Century City, CA 90067	6600 Topanga Canyon Blvd., Store# 183H Canoga Park, CA

TSI Clifton, LLC	202 Main Ave. Associates	Attn: Gerald Corrado 1578 Main Avenue Clifton, NJ 07011 and De Marco & De Marco Attn: Michael P De Marco 912 Belmont Avenue North Haledon, NJ 07508	Real Property Lease for Club located at 202 Main Ave Clifton, NJ
TSI Pine Street, LLC	EBRA 70 Pine Master Tenant LLC	70 Pine - Commercial 777 Third Avenue, 6th Floor Attn: Kathy Panaro New York, NY 10017	Real Property Lease for Club located at 70 Pine Street New York, NY
TSI West 41, LLC	230 West 41st Associates, LLC	c/o JPMorgan Chase Bank PO Box 27756 New York, NY 10087-7756	Real Property Lease for Club located at 230 West 41st Street New York, NY
TSI West 23, LLC	278 Eighth Associates	278 Eighth Associates ISJ Management Corp. 110 West 34th Street, 9th Floor New York, NY 10001 and David Jemal, Esq. 110 W. 34th Street, 9th Floor New York, NY 10001 and Jeremy Krantz Smith & Krantz, LLP The Chanin Building, Suite 1518 New York, NY 10168	Real Property Lease for Club located at 258-278 Eighth Ave New York, NY

SCHEDULE 3

Free and Clear Personal Property Abandonment

DEBTOR	COUNTERPARTY	COUNTERPARTY'S	REJECTED
		ADDRESS	AGREEMENT
TSI – Irvine, LLC	Regency Centers, L.P.	Rivertowns Square Regency, LLC PO Box 844235 Boston, MA 02284-4235	Real Property Lease for Club located at Heritage Plaza 14280 Culver Drive, Suite B Irvine, CA
TSI Deer Park, LLC	Tanger Outlets Deer Park LLC	Michelle B. Dixon P.O. Box 414225 Boston, MA 02241-4225 and Stacey Ramis Nigro, Esq. Tanger Outlets Deer Park LLC 43 Corporate Drive Hauppauge, NY 11788	Real Property Lease for Club located at 455 Commack Road Deer Park, NY
TSI – Valencia, LLC	IVT River Oaks Valencia, L.L.C.	Attn: Robert Mettel and Kristina S. Raymond 3025 Highliand Parkway, Suite 350 Downers Grove, IL 60515	Real Property Lease for Club located at River Oaks Shopping Center 24245 Magic Mountain Parkway, Unit No. 1C Valencia, CA
TSI Livingston, LLC	Mandelbaum and Mandelbaum	Marietta DiSanti 80 Main Street West Orange, NJ 07052 and Neal Herstik, Esq. Gross, Truss & Herstik, P.C. Woodhull House, 63 West Main Street PO Box 5008 Freehold, NJ 07728	Real Property Lease for Club located at 39 W. Northfield Road Livingston, NJ
TSI Newark, LLC	One Gateway Center Property Owner LLC	c/o Onyx Management Group, LLC PO Box 75428 Chicago, IL 60675-5428	Real Property Lease for Club located at One Gateway Center

DEBTOR	COUNTERPARTY	COUNTERPARTY'S	REJECTED
		ADDRESS	AGREEMENT
			Newark, NJ
		and	
		John A Saraceno, Jr.	
		900 Route 9 North, Suite 400	
		Woodbridge, NJ 07095	
TSI First	GP Associates	Daniel J. Ansell, Esq.	Real Property Lease
Avenue, LLC		Greenberg Traurig, LLP	for Club located at
		200 Park Avenue	1470 First Ave
		New York, NY 10166	New York, NY
		212-801-9393	