

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BLINK HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11686 (JKS)

(Jointly Administered)

Ref. Docket Nos. 81, 348, & 591

**NOTICE OF ASSUMPTION AND ASSIGNMENT OF LEASES  
TO LOTEMD FIT LLC**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On August 16, 2024, the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed the *Debtors’ Motion for Entry of Orders (I)(A) Approving Certain Bidding Procedures and the Form and Manner of Notice Thereof, (B) Scheduling an Auction and a Hearing on the Approval of the Sale of All of Substantially All of the Debtors’ Assets, (C) Establishing Certain Assumption and Assignment Procedures and Approving Manner of Notice Thereof, and (D) Granting Related Relief; and (II)(A) Authorizing and Approving the Debtors’ Entry into an Asset Purchase Agreement, (B) Authorizing the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances, (C) Approving the Assumption and Assignment of the Assumed Contracts, and (D) Granting Related Relief* [Docket No. 81] (the “**Bidding Procedures Motion**”).

On September 10, 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. 348] approving the relief requested in the Bidding Procedures Motion.

On November 7, 2024, the Court entered the *Order (I) Approving the Sale of Assets to Lotemd Fit LLC Free and Clear of All Liens, Claims, Encumbrances, and Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* [Docket No. 591] (the “**Sale Order**”),<sup>2</sup> approving the Asset Purchase Agreement and authorizing the sale (the “**Sale**”) of the Acquired Assets to Lotemd

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<sup>1</sup> The last four digits of Blink Holdings, Inc.’s federal tax identification number are 6354. The mailing address for Blink Holdings, Inc. is 45 West 45th Street, 10th Floor, New York, New York 10036. Due to the large number of debtors in these chapter 11 cases, 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 <https://dm.epiq11.com/BlinkFitness>, or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Sale Order.

Fit LLC, a New York limited liability company (the “**Purchaser**”). On November 29, 2024, the Sale closed (the “**Closing**”).

Pursuant to section 2.6 of the Asset Purchase Agreement, the Debtors have assumed and assigned the Assumed Leases (as defined in the Asset Purchase Agreement) set forth on **Exhibit A** attached hereto to the Purchaser or its designated assignees as of the Closing.

Dated: Wilmington, Delaware  
December 2, 2024

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

*/s/ Rebecca L. Lamb*

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**EXHIBIT A**

**Assumed Leases**

Blink Fitness  
JTRE Assumption List

Contract #	CASE NUMBER	DEBTOR ENTITY	ASSIGNEE	COUNTERPARTY NAME	CONTRACT DESCRIPTION
855	24-11692	BLINK 1060 W ALAMEDA, INC.	Burbank Gym LLC	RANCHO MARKETPLACE GATEWAY LLC	FIRST AMENDMENT TO SHOPPING CENTER LEASE DTD 9/28/2021 (AMENDS LEASE DTD 8/20/2018)
854	24-11692	BLINK 1060 W ALAMEDA, INC.	Burbank Gym LLC	RANCHO MARKETPLACE GATEWAY LLC	LEASE AGREEMENT DTD 8/20/2018
856	24-11692	BLINK 1060 W ALAMEDA, INC.	Burbank Gym LLC	RANCHO MARKETPLACE GATEWAY LLC	THIRD AMENDMENT TO SHOPPING CENTER LEASE DTD 2/1/2024 (AMENDS LEASE DTD 8/20/2018)
267	24-11807	BLINK 16123 BELLFLOWER BLVD., INC	Bellflower Gym LLC	AL CALIFORNIA LLC	FIRST AMENDMENT TO SUBLEASE DTD 6/1/2021 (AMENDS SUBLEASE DTD 8/30/2019)
266	24-11807	BLINK 16123 BELLFLOWER BLVD., INC	Bellflower Gym LLC	AL CALIFORNIA LLC	SUBLEASE AGREEMENT DTD 8/30/2019 (RE: LEASE DTD 3/29/2019)
900	24-11807	BLINK 16123 BELLFLOWER BLVD., INC	Bellflower Gym LLC	SHADRALL BELLFLOWER LP	SUBLEASE AGREEMENT DTD 8/30/2019 (RE: LEASE DTD 3/29/2019)
75	24-11796	BLINK 2192 TEXAS PARKWAY, INC.	Missouri City Gym LLC	2192 TEXAS PARKWAY PARTNERS LLC	FIRST AMENDMENT OF LEASE DTD 11/1/2023 (AMENDS LEASE DTD 11/11/2019)
74	24-11796	BLINK 2192 TEXAS PARKWAY, INC.	Missouri City Gym LLC	2192 TEXAS PARKWAY PARTNERS LLC	RETAIL LEASE 11/11/2019
339	24-11762	BLINK 8201 BROADWAY, INC.	Hobby Gym LLC	BRIXMOR HOLDINGS 12 SPE LLC	FIRST AMENDMENT TO RENT FORBEARANCE & LEASE MODIFICATION AGREEMENT DTD 4/15/2021 (AMENDS RETAIL LEASE DTD 6/28/2019)
340	24-11762	BLINK 8201 BROADWAY, INC.	Hobby Gym LLC	BRIXMOR HOLDINGS 12 SPE LLC	RENT FORBEARANCE & LEASE MODIFICATION AGREEMENT DTD 9/9/2020 (AMENDS RETAIL LEASE DTD 6/28/2019)
341	24-11762	BLINK 8201 BROADWAY, INC.	Hobby Gym LLC	BRIXMOR HOLDINGS 12 SPE LLC	RETAIL LEASE DTD 6/28/2019
847	24-11793	BLINK 9901 S. ALAMEDA, INC.	Watts Gym LLC	PRIMESTOR JORDAN DOWNS LLC	FIRST AMENDMENT TO LEASE DTD 9/1/2020 (AMENDS LEASE DTD 11/5/2018)
846	24-11793	BLINK 9901 S. ALAMEDA, INC.	Watts Gym LLC	PRIMESTOR JORDAN DOWNS LLC	LEASE AGREEMENT DTD 11/5/2018
848	24-11793	BLINK 9901 S. ALAMEDA, INC.	Watts Gym LLC	PRIMESTOR JORDAN DOWNS LLC	SECOND AMENDMENT TO LEASE DTD 4/27/2021 (AMENDS LEASE DTD 11/5/2018)
155	24-11799	BLINK AIRLINE DRIVE, INC.	Northline Gym LLC	4704 AIRLINE DRIVE PARTNERS LLC	FIRST AMENDMENT OF LEASE (AMENDS TITLE OF CONTRACT DTD 5/31/2019)
154	24-11799	BLINK AIRLINE DRIVE, INC.	Northline Gym LLC	4704 AIRLINE DRIVE PARTNERS LLC	RETAIL LEASE DTD 5/31/2019
189	24-11809	BLINK ASHLAND AVENUE, INC.	Bridgeport Gym LLC	5510-5520 BROADWAY LLC	OMNIBUS RENT DEFERRAL LEASE AMENDMENT DTD 11/23/2020
192	24-11809	BLINK ASHLAND AVENUE, INC.	Bridgeport Gym LLC	5510-5520 BROADWAY LLC	OMNIBUS RENT DEFERRAL LEASE AMENDMENT DTD 11/23/2020
500	24-11809	BLINK ASHLAND AVENUE, INC.	Bridgeport Gym LLC	FW IL-RIVERSIDE/RIVERS EDGE LLC	OMNIBUS RENT DEFERRAL LEASE AMENDMENT DTD 11/23/2020
502	24-11809	BLINK ASHLAND AVENUE, INC.	Bridgeport Gym LLC	FW IL-RIVERSIDE/RIVERS EDGE LLC	OMNIBUS RENT DEFERRAL LEASE AMENDMENT DTD 11/23/2020
499	24-11809	BLINK ASHLAND AVENUE, INC.	Bridgeport Gym LLC	FW IL-RIVERSIDE/RIVERS EDGE LLC	SHOPPING CENTER LEASE DTD 12/3/2018
796	24-11741	BLINK BROOKHURST, INC.	Anaheim Gym LLC	PK II BROOKHURST CENTER LP	FIRST AMENDMENT TO LEASE DTD 6/2/2021 (AMENDS LEASE DTD 9/27/2017)
793	24-11741	BLINK BROOKHURST, INC.	Anaheim Gym LLC	PK II BROOKHURST CENTER LP	LETTER AGREEMENT DTD 6/21/2021 (AMENDS LEASE DTD 9/27/2017)
795	24-11741	BLINK BROOKHURST, INC.	Anaheim Gym LLC	PK II BROOKHURST CENTER LP	SHOPPING CENTER LEASE DTD 9/27/2017
409	24-11774	BLINK COURTESY PLAZA INC.	Midway Gym LLC	COURTESY PLAZA LLC	SECOND AMENDMENT OF LEASE DTD 11/18/2020 (AMENDS LEASE DTD 11/2/2018)
410	24-11774	BLINK COURTESY PLAZA INC.	Midway Gym LLC	COURTESY PLAZA LLC	THIRD AMENDMENT TO LEASE DTD 3/27/2024 (AMENDS LEASE DTD 11/2/2018)
412	24-11774	BLINK COURTESY PLAZA INC.	Midway Gym LLC	COURTESY/KATZ LIMITED PARTNERSHIP	RETAIL LEASE DTD 11/2/2018
422	24-11805	BLINK FITNESS RIALTO INC.	Rialto Gym LLC	DARVISH INVESTMENT GROUP LLC	FIRST AMENDMENT TO LEASE DTD 6/26/2019 (AMENDS LEASE DTD 1/16/2019)
423	24-11805	BLINK FITNESS RIALTO INC.	Rialto Gym LLC	DARVISH INVESTMENT GROUP LLC	RETAIL LEASE DTD 1/16/2019
424	24-11805	BLINK FITNESS RIALTO INC.	Rialto Gym LLC	DARVISH INVESTMENT GROUP LLC	SECOND AMENDMENT TO LEASE (AMENDS LEASE DTD 1/16/2019)
39	24-11686	BLINK HOLDINGS, INC.	Gardena Gym LLC	15519 NORMANDIE LLC	FIRST AMENDMENT OF LEASE DTD 10/1/2023 (AMENDS LEASE DTD 4/10/2017)
40	24-11686	BLINK HOLDINGS, INC.	Gardena Gym LLC	15519 NORMANDIE LLC	SETTLEMENT AGREEMENT AND RELEASE DTD 7/7/2021
76	24-11686	BLINK HOLDINGS, INC.	Missouri City Gym LLC	2192 TEXAS PARKWAY PARTNERS LLC	FIRST AMENDMENT OF LEASE DTD 11/1/2023 (AMENDS LEASE DTD 11/11/2019)
156	24-11686	BLINK HOLDINGS, INC.	Northline Gym LLC	4704 AIRLINE DRIVE PARTNERS LLC	FIRST AMENDMENT OF LEASE (AMENDS TITLE OF CONTRACT DTD 5/31/2019)
193	24-11686	BLINK HOLDINGS, INC.	Bridgeport Gym LLC	5510-5520 BROADWAY LLC	OMNIBUS RENT DEFERRAL LEASE AMENDMENT DTD 11/23/2020
268	24-11686	BLINK HOLDINGS, INC.	Bellflower Gym LLC	AL CALIFORNIA LLC	FIRST AMENDMENT TO SUBLEASE DTD 6/1/2021 (AMENDS SUBLEASE DTD 8/30/2019)
342	24-11686	BLINK HOLDINGS, INC.	Hobby Gym LLC	BRIXMOR HOLDINGS 12 SPE LLC	FIRST AMENDMENT TO RENT FORBEARANCE & LEASE MODIFICATION AGREEMENT DTD 4/15/2021 (AMENDS RETAIL LEASE DTD 6/28/2019)
343	24-11686	BLINK HOLDINGS, INC.	Hobby Gym LLC	BRIXMOR HOLDINGS 12 SPE LLC	RENT FORBEARANCE & LEASE MODIFICATION AGREEMENT DTD 9/9/2020 (AMENDS RETAIL LEASE DTD 6/28/2019)
394	24-11686	BLINK HOLDINGS, INC.	Spring Branch Gym LLC	CM HOUSTON PROPERTIES #1 LLC	FIRST AMENDMENT OF LEASE DTD 7/18/2022 (AMENDS TITLE OF CONTRACT DTD 6/17/2019)
411	24-11686	BLINK HOLDINGS, INC.	Midway Gym LLC	COURTESY PLAZA LLC	SECOND AMENDMENT TO LEASE DTD 3/27/2024 (AMENDS LEASE DTD 11/2/2018)
425	24-11686	BLINK HOLDINGS, INC.	Rialto Gym LLC	DARVISH INVESTMENT GROUP LLC	SECOND AMENDMENT OF LEASE (AMENDS LEASE DTD 1/16/2019)
503	24-11686	BLINK HOLDINGS, INC.	Bridgeport Gym LLC	FW IL-RIVERSIDE/RIVERS EDGE LLC	OMNIBUS RENT DEFERRAL LEASE AMENDMENT DTD 11/23/2020
579	24-11686	BLINK HOLDINGS, INC.	Spring Branch Gym LLC	HCL LONG POINT LLC	SECOND AMENDMENT TO LEASE DTD 9/1/2023 (AMENDS RETAIL LEASE DTD 6/17/2019)
1090	24-11686	BLINK HOLDINGS, INC.	Merionette Gym LLC	MACROLEASE CORORATION	MASTER EQUIPMENT FINANCING AGREEMENT #27526 DTD 7/21/2016
1091	24-11686	BLINK HOLDINGS, INC.	Merionette Gym LLC	MACROLEASE CORORATION	SCHEDULE #27526-6 DTD 2/10/2020
1092	24-11686	BLINK HOLDINGS, INC.	Merionette Gym LLC	MACROLEASE CORORATION	SCHEDULE #9 DTD 6/1/2020
797	24-11686	BLINK HOLDINGS, INC.	Anaheim Gym LLC	PK II BROOKHURST CENTER LP	FIRST AMENDMENT TO LEASE DTD 6/2/2021 (AMENDS LEASE DTD 9/27/2017)
794	24-11686	BLINK HOLDINGS, INC.	Anaheim Gym LLC	PK II BROOKHURST CENTER LP	LETTER AGREEMENT DTD 6/21/2021 (AMENDS LEASE DTD 9/27/2017)
849	24-11686	BLINK HOLDINGS, INC.	Watts Gym LLC	PRIMESTOR JORDAN DOWNS LLC	FIRST AMENDMENT TO LEASE DTD 9/1/2020 (AMENDS LEASE DTD 11/5/2018)
850	24-11686	BLINK HOLDINGS, INC.	Watts Gym LLC	PRIMESTOR JORDAN DOWNS LLC	SECOND AMENDMENT TO LEASE DTD 4/27/2021 (AMENDS LEASE DTD 11/5/2018)
857	24-11686	BLINK HOLDINGS, INC.	Burbank Gym LLC	RANCHO MARKETPLACE GATEWAY LLC	FIRST AMENDMENT TO SHOPPING CENTER LEASE DTD 9/28/2021 (AMENDS LEASE DTD 8/20/2018)
858	24-11686	BLINK HOLDINGS, INC.	Burbank Gym LLC	RANCHO MARKETPLACE GATEWAY LLC	THIRD AMENDMENT TO SHOPPING CENTER LEASE DTD 2/1/2024 (AMENDS LEASE DTD 8/20/2018)
2000	24-11686	BLINK HOLDINGS, INC.	Merionette Gym LLC	MACROLEASE CORORATION	SCHEDULE #2 DTD 10/23/2018
2001	24-11686	BLINK HOLDINGS, INC.	Merionette Gym LLC	MACROLEASE CORORATION	SCHEDULE #4 DTD 3/4/2019
2002	24-11686	BLINK HOLDINGS, INC.	Merionette Gym LLC	MACROLEASE CORORATION	SCHEDULE #5 DTD 3/4/2019
2003	24-11686	BLINK HOLDINGS, INC.	Merionette Gym LLC	MACROLEASE CORORATION	SCHEDULE #27526-7 DTD 10/20/2019
2004	24-11686	BLINK HOLDINGS, INC.	Merionette Gym LLC	MACROLEASE CORORATION	SCHEDULE #8 DTD 5/28/2020
395	24-11693	BLINK LONG POINT, INC.	Spring Branch Gym LLC	CM HOUSTON PROPERTIES #1 LLC	FIRST AMENDMENT OF LEASE DTD 7/18/2022 (AMENDS TITLE OF CONTRACT DTD 6/17/2019)
393	24-11693	BLINK LONG POINT, INC.	Spring Branch Gym LLC	CM HOUSTON PROPERTIES #1 LLC	RETAIL LEASE DTD 6/17/2019
580	24-11693	BLINK LONG POINT, INC.	Spring Branch Gym LLC	HCL LONG POINT LLC	SECOND AMENDMENT TO LEASE DTD 9/1/2023 (AMENDS RETAIL LEASE DTD 6/17/2019)
38	24-11721	BLINK NORMANDIE AVENUE, INC.	Gardena Gym LLC	15501 GARDENA LLC	SHOPPING CENTER RETAIL LEASE DTD 4/10/2017
41	24-11721	BLINK NORMANDIE AVENUE, INC.	Gardena Gym LLC	15519 NORMANDIE LLC	FIRST AMENDMENT OF LEASE DTD 10/1/2023 (AMENDS LEASE DTD 4/10/2017)
42	24-11721	BLINK NORMANDIE AVENUE, INC.	Gardena Gym LLC	15519 NORMANDIE LLC	SETTLEMENT AGREEMENT AND RELEASE DTD 7/7/2021
886	24-11730	BLINK NORTH RIVERSIDE LLC	North Riverside Gym LLC	SERITAGE SRC FINANCE LLC	FIRST AMENDMENT TO LEASE DTD 6/17/2021 (AMENDS LEASE DTD 12/31/2018)
885	24-11696	BLINK SER PORTFOLIO, INC.	North Riverside Gym LLC	SERITAGE SRC FINANCE LLC	LEASE AGREEMENT DTD 12/31/2018
505	24-11710	BLINK STONEBROOK, INC.	Merionette Gym LLC	FW IL-STONEBROOK PLAZA LLC	SHOPPING CENTER LEASE DTD 12/3/2018
945	24-11710	BLINK STONEBROOK, INC.	Merionette Gym LLC	TCB-STONEBROOK LLC	FIRST AMENDMENT TO LEASE DTD 12/9/2020 (AMENDS LEASE AGREEMENT DTD 12/3/2018)
947	24-11710	BLINK STONEBROOK, INC.	Merionette Gym LLC	TCB-STONEBROOK LLC	SECOND AMENDMENT TO LEASE DTD 11/3/2021 (AMENDS LEASE DTD 12/3/2018)
609	24-11750	BLINK WESTCHASE INC.	Westchase Gym LLC	JBL MARKET AT WESTCHASE BWSQ LLC	FIRST AMENDMENT TO LEASE AGREEMENT DTD 7/2/2020 (AMENDS LEASE DTD 6/3/2019)
610	24-11750	BLINK WESTCHASE INC.	Westchase Gym LLC	JBL MARKET AT WESTCHASE BWSQ LLC	SECOND AMENDMENT TO LEASE AGREEMENT DTD 2/10/2021 (AMENDS LEASE DTD 6/3/2019)
611	24-11750	BLINK WESTCHASE INC.	Westchase Gym LLC	JBL MARKET AT WESTCHASE LLC	FIRST AMENDMENT TO LEASE AGREEMENT DTD 7/2/2020 (AMENDS LEASE DTD 6/3/2019)
612	24-11750	BLINK WESTCHASE INC.	Westchase Gym LLC	JBL MARKET AT WESTCHASE LLC	SECOND AMENDMENT TO LEASE AGREEMENT DTD 2/10/2021 (AMENDS LEASE DTD 6/3/2019)
1009	24-11750	BLINK WESTCHASE INC.	Westchase Gym LLC	WEINGARTEN REALTY INVESTORS	LEASE AGREEMENT DTD 6/3/2019