

United States Bankruptcy Court Southern District of New York		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): AGT Crunch Acquisition LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Crunch Fitness, Crunch		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-3685442		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 22 West 19th Street 4th Floor New York, New York ZIP CODE: 10011		Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: New York		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE		Mailing Address of Joint Debtor (if different from street address): ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.* <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors** <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input checked="" type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets** <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities** <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

* Distribution, if any, cannot be known at this time.

** The estimated number of creditors, estimated assets, and estimated liabilities are on a consolidated basis with the other affiliated Debtors.

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): AGT Crunch Acquisition LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 1	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

AGT Crunch Acquisition LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Shmuel Vasser
Signature of Attorney for Debtor(s)

Shmuel Vasser
Davin J. Hall
DECHERT LLP
1095 Avenue of the Americas
New York, New York 10036
Telephone: (212) 698-3500
Facsimile: (212) 698-3599
shmuel.vasser@dechert.com

May 6, 2009

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Michael Jacobs
Signature of Authorized Individual
Michael Jacobs
Printed Name of Authorized Individual

President & Chief Financial Officer
Title of Authorized Individual

May 5, 2009
Date

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

----- X
In re: : Chapter 11
AGT CRUNCH ACQUISITION LLC, : Case No.: 09-_____ (____)
Debtor. :
----- X

Schedule 1

PENDING BANKRUPTCY CASES OF AFFILIATES

On the date hereof, each of the affiliated entities listed below (and the Debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, these entities filed a motion requesting the Court jointly administer their chapter 11 cases.

- 113 4th Sports Club, LLC
- AGT Crunch Atlanta LLC
- AGT Crunch Chicago LLC
- AGT Crunch Los Angeles LLC
- AGT Crunch Miami LLC
- AGT Crunch New York LLC
- AGT Crunch San Francisco LLC
- AGT Crunch Services LLC
- AGT Crunch Washington D.C. LLC
- AGT Union Street LLC
- Crunch CFI Atlanta, LLC
- Crunch CFI Georgia, LLC
- Crunch CFI GW, LLC
- Crunch CFI New York, LLC
- Crunch CFI San Francisco, LLC
- Crunch CFI, LLC
- Fort Greene Sports Club, LLC
- Hauppauge Sports Club, LLC
- Park Slope Sports Club, LLC
- Sports & Fitness Ventures, LLC
- The Silver Springs Sports Club, L.L.C.

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

----- X
 :
 In re: : Chapter 11
 :
 AGT CRUNCH ACQUISITION LLC, : Case No.: 09-_____ (____)
 :
 Debtor. :
 :
 ----- X

**DEBTOR’S LIST OF EQUITY SECURITY HOLDERS
IN ACCORDANCE WITH BANKRUPTCY RULE 1007**

Common Units

Name and Address of Equity Holder	Equity Interest
AG Private Equity Partners II, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	4,496.48771 (11.9%)
AG Private Equity Partners III, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	15,611.05208 (41.2%)
AG Super Fund, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	2,374.91204 (6.3%)
AG Princess, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	109,56185 (0.3%)

Nutmeg Partners, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	338.35255 (0.9%)
AG MM, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	148.23053 (0.4%)
AG CNG Fund, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	251.34749 (0.7%)
Herald Ritch 10 Forts Hill Lane Greenwich, CT 06831	416.6667 (1.13%)
William Brenizer 81 High Farms Road Glen Head, NY 11545	27.77778 (.08%)
The Nils Revocable Trust 70 Duncan Drive Greenwich, CT 06831	27.77778 (.08%)
Donato de Donato 470 West End Avenue Apt. 9A New York, NY 10024	27.77778 (.08%)
PTMO Fitness LLC 299 Park Avenue – 24 th Floor New York, NY 10003	166.6667 (.45%)
Southampton Associates 115 Central Park West – Apt. 12F New York, NY 10023	55.55556 (.15%)
Golub Capital 515 Madison Avenue New York, NY 10022	870.33770 (2.3%)

Belvedere Capital Group 152 West 57 th Street New York, NY 10019	2,777.77778 (7.3%)
Keith McGowan 325 Woodbury Road Cold Springs Harbor, NY 11724	200.00000 (0.5%)
Marc Tascher 803 The Parkway Mamaroneck, NY 10543	7,626,16899 (20.1%)
Lynn Cunningham 178 Old Town Road East Setauket, NY 11735	83.35800 (0.2%)
Charles Kent Smith 2857 Litchfield Road Shaker Heights, OH 44120	35.14981 (0.1%)
Clifford Barr 600 SW 14 th Street Boca Raton, FL 33486	124.46132 (0.3%)
Fred Mansbach 155 W. 68 th Street New York, NY 10023	62.23066 (0.2%)
Gabe and Devera Garber 2200 Stackhouse Drive Yardley, PA 19067	17.57490 (0.0%)
Gary Gordon 628 Orienta Avenue Mamaroneck, NY 10543	159.61113 (0.4%)
Gerald Nestadt 1031 W. Padonia Road Cockeysville, MD 21030	35.14981 (0.1%)
Jack & Sharon Weiss 9205 Maria Avenue Great Falls, VA 22066	62.23066 (0.2%)

James Kern 115 Central Park West – Apt 17D New York, NY 10023	124.46132 (0.3%)
Jay Treadwell 5420 Grove Street Chevy Chase, MD 20815	97.38047 (0.3%)
Jeffrey Jay 5200 Wissioming Road Bethesda, MD 20816	49.80126 (0.1%)
Jonathan Roosevelt 452 Concord Road Sudbury, MA 01776	265.06055 (0.7%)
Kermit Roosevelt 5052 Macomb Street NW Washington, DC 20016	70.29962 (0.2%)
Kermit Roosevelt/Priscilla Roosevelt 5052 Macomb Street NW Washington, DC 20016	124.46132 (0.3%)
Laurence Smith 184 North Sheridan Road Hubbard Hills, IL 60093	194.76094 (0.5%)
Le Roy Eakin III – Terry Eakin 5060 Millwood Lane NW Washington, DC 20016	35.14981 (0.1%)
Nicholas Grant Maisel Trust – L. Maisel 136 E. 79 th Street New York, NY 10021	62.23066 (0.2%)
Nora Weiss 5 Avalon Court Bethesda, MD 20816	35.14981 (0.1%)
Jennifer Aidlin 1720 Middlehurst Road Cleveland Heights, OH 44118	62.2386 (.16%)

Matthew Richman 345 East 12 th Street New York, NY 10003	13.4538 (.03%)
Myrna Aidlin 9582 Music Street Novelty, OH 44072	10.0963 (.03%)
Laura London 5309 Tuscarawas Road Bethesda, MD 20816	6.7388 (.02%)
David London 5309 Tuscarawas Road Bethesda, MD 20816	6.7388 (.02%)
Muriel Asher 2307 Forest Glen Road Silver Spring, MD 20910	6.7388 (.02%)
Carole Sears 2552-B Pine Street San Francisco, CA 94115	6.7388 (.02%)
Rebecca Aidlin 624 6 th Avenue Brooklyn, NY 11215	6.7388 (.02%)
Paul London 5309 Tuscarawas Road Bethesda, MD 20816	338.67025 (0.9%)
Paula Stern/Paul London 3314 Ross Place NW Washington, DC 20008	20.08546 (0.1%)
Robert Weiss 5 Avalon Court Bethesda, MD 20816	37.33003 (0.1%)
Sherri and Les Reiss 134 Betty Road New Hyde Park, NY 11040	70.29962 (0.3%)

12% Preferred Units

Name and Address of Equity Holder	Equity Interest
AG Private Equity Partners II, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	40,468.38935 (11.9%)
AG Private Equity Partners III, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	140,499.46876 (41.2%)
AG Super Fund, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	237,491.20 (6.3%)
AG Princess, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	986.05666 (0.3%)
Nutmeg Partners, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	3,045.17293 (0.9%)
AG MM, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	1,334.07480 (0.4%)
AG CNG Fund, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	2,262.13 (0.7%)

Herald Ritch 10 Forts Hill Lane Greenwich, CT 06831	3,750.00 (1.13%)
William Brenizer 81 High Farms Road Glen Head, NY 11545	250.00 (.08%)
The Nils Revocable Trust 70 Duncan Drive Greenwich, CT 06831	250.00 (.08%)
Donato de Donato 470 West End Avenue Apt. 9A New York, NY 10024	250.00 (.08%)
PTMO Fitness LLC 299 Park Avenue – 24 th Floor New York, NY 10003	1,500.00 (.45%)
Southampton Associates 115 Central Park West – Apt. 12F New York, NY 10023	500.00 (.15%)
Golub Capital 515 Madison Avenue New York, NY 10022	7,833.03926 (2.3%)
Belvedere Capital Group 152 West 57 th Street New York, NY 10019	25,000.00000 (7.3%)
Keith McGowan 325 Woodbury Road Cold Springs Harbor, NY 11724	1,800.00000 (0.5%)
Marc Tascher 803 The Parkway Mamaroneck, NY 10543	68,635.52092 (20.1%)
Lynn Cunningham 178 Old Town Road East Setauket, NY 11735	750.22200 (0.2%)

Charles Kent Smith 2857 Litchfield Road Shaker Heights, OH 44120	316.34828 (0.1%)
Clifford Barr 600 SW 14 th Street Boca Raton, FL 33486	1,120.15185 (0.3%)
Fred Mansbach 155 W. 68 th Street New York, NY 10023	560.07593 (0.2%)
Gabe and Devera Garber 2200 Stackhouse Drive Yardley, PA 19067	158.17414 (0.0%)
Gary Gordon 628 Orienta Avenue Mamaroneck, NY 10543	1,436.50013 (0.4%)
Gerald Nestadt 1031 W. Padonia Road Cockeysville, MD 21030	316.34828 (0.1%)
Jack & Sharon Weiss 9205 Maria Avenue Great Falls, VA 22066	560.07593 (0.2%)
James Kern 115 Central Park West – Apt 17D New York, NY 10023	1,120.15185 (0.3%)
Jay Treadwell 5420 Grove Street Chevy Chase, MD 20815	876.42421 (0.3%)
Jeffrey Jay 5200 Wissioming Road Bethesda, MD 20816	448.21134 (0.1%)
Jonathan Roosevelt 452 Concord Road Sudbury, MA 01776	2,385,54499 (0.7%)

Kermit Roosevelt 5052 Macomb Street NW Washington, DC 20016	632.69657 (0.2%)
Kermit Roosevelt/Priscilla Roosevelt 5052 Macomb Street NW Washington, DC 20016	1,120.15185 (0.3%)
Laurence Smith 184 North Sheridan Road Hubbard Hills, IL 60093	1,752.84842 (0.5%)
Le Roy Eakin III – Terry Eakin 5060 Millwood Lane NW Washington, DC 20016	316.34828 (0.1%)
Nicholas Grant Maisel Trust – L. Maisel 136 E. 79 th Street New York, NY 10021	560.07593 (0.2%)
Nora Weiss 5 Avalon Court Bethesda, MD 20816	316.34828 (0.1%)
Jennifer Aidlin 1720 Middlehurst Road Cleveland Heights, OH 44118	560.1476 (.16%)
Matthew Richman 345 East 12 th Street New York, NY 10003	121.0839 (.03%)
Myrna Aidlin 9582 Music Street Novelty, OH 44072	90.8667 (.03%)
Laura London 5309 Tuscarawas Road Bethesda, MD 20816	60.6495 (.02%)
David London 5309 Tuscarawas Road Bethesda, MD 20816	60.6495 (.02%)

Muriel Asher 2307 Forest Glen Road Silver Spring, MD 20910	60.6495 (.02%)
Carole Sears 2552-B Pine Street San Francisco, CA 94115	60.6495 (.02%)
Rebecca Aidlin 624 6 th Avenue Brooklyn, NY 11215	60.6495 (.02%)
Paul London 5309 Tuscarawas Road Bethesda, MD 20816	3,048.03225 (0.9%)
Paula Stern/Paul London 3314 Ross Place NW Washington, DC 20008	180.76916 (0.1%)
Robert Weiss 5 Avalon Court Bethesda, MD 20816	335.97026 (0.1%)
Sherri and Les Reiss 134 Betty Road New Hyde Park, NY 11040	632.69657 (0.2%)

18% Senior Preferred Units

Name and Address of Equity Holder	Equity Interest
AG Private Equity Partners II, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	30,149.1962 (15.1%)
AG Private Equity Partners III, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	104,672.9587 (52.3%)
AG Super Fund, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	15,923.9152 (8.0%)
AG Princess, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	734.6182 (0.4%)
Nutmeg Partners, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	2,268.6724 (1.1%)
AG MM, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	993.8938 (0.5%)
AG CNG Fund, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	1,685.2987 (0.8%)

Herald Ritch 10 Forts Hill Lane Greenwich, CT 06831	3333.3333 (1.66%)
William Brenizer 81 High Farms Road Glen Head, NY 11545	222.2222 (.11%)
The Nils Revocable Trust 70 Duncan Drive Greenwich, CT 06831	222.2222 (.11%)
Donato de Donato 470 West End Avenue Apt. 9A New York, NY 10024	222.2222 (.11%)
PTMO Fitness LLC 299 Park Avenue – 24 th Floor New York, NY 10003	1333.3333 (.66%)
Southampton Associates 115 Central Park West – Apt. 12F New York, NY 10023	444.4444 (.22%)
Belvedere Capital Group 152 West 57 th Street New York, NY 10019	22,222.2222 (11.1%)
Jack & Sharon Weiss 9205 Maria Avenue Great Falls, VA 22066	351.4981 (0.2%)
James Korman 2450 North Wakefield Court Arlington, VA 22207	351.4981 (0.2%)
Robert Weiss 5 Avalon Court Bethesda, MD 20816	249.0063 (0.1%)
Gary Gordon 628 Orienta Avenue Mamaroneck, NY 10543	7,500.0000 (3.8%)

Kermit Roosevelt/Priscilla Roosevelt 5052 Macomb Street NW Washington, DC 20016	2,000.0000 (1.0%)
Jonathan Roosevelt 452 Concord Road Sudbury, MA 01776	2,000.0000 (1.0%)
Laurence Smith 184 North Sheridan Road Hubbard Hills, IL 60093	1,800.0000 (0.9%)
Nora Weiss 5 Avalon Court Bethesda, MD 20816	125.0000 (0.1%)
Clifford Barr 600 SW 14 th Street Boca Raton, FL 33486	750.0000 (0.4%)

18% Series A Senior Preferred Units

Name and Address of Equity Holder	Equity Interest
AG Private Equity Partners II, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	41,432.9957 (19.2%)
AG Private Equity Partners III, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	143,848.4205 (66.8%)
AG Super Fund, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	21,883.6849 (10.2%)

AG Princess, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	1,009.5603 (0.5%)
Nutmeg Partners, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	3,117.7578 (1.4%)
AG MM, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	1,365.8739 (0.6%)
AG CNG Fund, L.P. c/o Angelo Gordon & Co. 245 Park Avenue New York, NY 10167 Attention: Brent Leffel	2,316.0476 (1.1%)
Nicholas Grant Maisel Trust – L. Maisel 136 E. 79 th Street New York, NY 10021	389.0362 (0.2%)

18% Senior Management Unit

Name and Address of Equity Holder	Equity Interest
Tim Miller 22 West 19th Street, 4th Floor New York, NY 10011	(100%)

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

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In re: : Chapter 11
AGT CRUNCH ACQUISITION LLC, : Case No.: 09-_____ (____)
Debtor. :
----- X

**DECLARATION CONCERNING THE DEBTOR’S LIST OF EQUITY
SECURITY HOLDERS IN ACCORDANCE WITH BANKRUPTCY RULE 1007**

I, the undersigned officer of AGT Crunch Acquisition LLC, the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing Debtor’s List of Equity Security Holders and that it is true and correct to the best of my knowledge, information, and belief.

Dated: May 5, 2009

/s/ Michael Jacobs
Name: Michael Jacobs
Title: President & Chief Financial Officer

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

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:
In re: : Chapter 11
:
AGT CRUNCH ACQUISITION LLC, : Case No.: 09-_____ (___)
:
Debtor. :
:
----- X

CORPORATE OWNERSHIP STATEMENT

In accordance with Bankruptcy Rule 1007(a)(1), AGT Crunch Acquisition LLC, (the “Debtor”) states that AG Private Equity II LLC indirectly owns at least 10% of the Debtor’s equity interests.

AG Private Equity III LLC indirectly owns at least 10% of the Debtor’s equity interests.

JM Funds LLC indirectly owns at least 10% of the Debtor’s equity interests.

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

----- X
:
In re: : Chapter 11
:
AGT CRUNCH ACQUISITION LLC, : Case No.: 09-_____ (____)
:
Debtor. :
:
----- X

**DECLARATION CONCERNING THE
CORPORATE OWNERSHIP STATEMENT**

I, the undersigned officer of AGT Crunch Acquisition LLC, the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing Corporate Ownership Statement and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: May 5, 2009

/s/ Michael Jacobs
Name: Michael Jacobs
Title: President & Chief Financial Officer

**Certificate of Resolutions of
AGT Crunch Acquisition LLC**

I, the undersigned, being duly elected or appointed as Secretary of AGT Crunch Acquisition LLC, a Delaware limited liability company (the “Company”), do hereby certify that the Board of Directors of the Company (the “Board”) has duly adopted the following resolutions May 4, 2009, in accordance with the requirements of the Delaware Limited Liability Company Act, and that, as of the date hereof, these resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company, its creditors, stakeholders, and other interested parties that a petition be filed by the Company (the “Chapter 11 Filing”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), in which the authority to operate as a debtor in possession will be sought; and

WHEREAS, the Board has reviewed the terms of the debtor in possession financing (the “DIP Financing Agreement”) from CH Fitness Investors, LLC (“CH Fitness”), and has determined that the DIP Financing Agreement, by and among the Company and its subsidiaries, and the transactions contemplated thereby are advisable and are fair to and in the best interests of the Company, its subsidiaries, its creditors, stakeholders, and other interested parties; and

WHEREAS, the Board has reviewed the proposed stalking horse bid by CH Fitness pursuant to a proposed asset purchase agreement (the “APA”) for substantially all of the Company’s and its subsidiaries’ assets and has determined that it is desirable and in the best interests of the Company, its subsidiaries, its creditors, stakeholders, and other interested parties that the Company and its subsidiaries effectuate a sale of substantially all of the Company’s assets pursuant to the APA.

NOW, THEREFORE, BE IT:

RESOLVED, that the Chapter 11 Filing is hereby authorized; and it is further

RESOLVED, that the officers of the Company (each, an “Authorized Officer”) be, and each of them hereby is, authorized on behalf of the Company to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause such petition to be filed in the United States Bankruptcy Court for the Southern District of New York (the “Court”), with such petition to be filed at such time as the Authorized Officer executing the petition shall determine, and to be in the form approved by the Authorized Officer executing such petition, such approval to be conclusively evidenced by the execution, verification, and filing thereof; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to execute and file in connection with the Chapter 11 Filing all petitions, schedules, motions, lists, applications, notices, pleadings, and other papers, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Company may enter into the DIP Financing Agreement, together with all related and ancillary agreements and documents thereto, with CH Fitness, subject to Bankruptcy Court approval, to meet the Company's funding requirement as they determine to be in the best interest of the Company and its subsidiaries, and the Authorized Officers may execute the DIP Financing Agreement on behalf of the Company; and it is further

RESOLVED, that the Company may enter into the APA, with CH Fitness serving as a stalking horse bidder, subject to Bankruptcy Court approval, for substantially all of the Company's and its subsidiaries' assets and the Authorized Officers may execute the APA on behalf of the Company; and it is further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to retain on behalf of the Company (i) the law firm of Dechert LLP, to render legal services to, and to represent, the Company in connection with the Chapter 11 Filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (ii) FocalPoint Securities, LLC, to render investment banking services to the Company in connection with the Chapter 11 Filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (iii) Andrew P. Hines, to render restructuring services to, and to represent, the Company in connection with the Chapter 11 Filing and any other matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (iv) Omni Management Group, LLC, to render claims and noticing services to the Company in connection with the Chapter 11 Filing and any other matters in connection therewith, and (v) such other professionals as the Authorized Officers deem necessary and appropriate during the course of the Chapter 11 Filing; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by any Authorized Officer, manager, member, or the directors of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of May, 2009.

/s/ Brent Leffel
By: Brent Leffel
Title: Secretary
AGT Crunch Acquisition LLC

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

----- X
 In re: : Chapter 11
 :
 AGT CRUNCH ACQUISITION LLC, : Case No.: 09-_____ (____)
 :
 Debtor. :
 :
 ----- X

**LIST OF CREDITORS THAT HOLD THE 30 LARGEST
CONSOLIDATED UNSECURED CLAIMS AGAINST THE DEBTORS**

The following is a list of the known creditors as of the Petition Date holding the 30 largest unsecured claims against the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the “Debtors”). The list has been prepared on a consolidated basis from the Debtors’ books and records and has been prepared in accordance with Bankruptcy Rule 1007(d) for filing in this case. This list does not include (i) persons who fall within the definition of “insider” set forth in section 101 of the Bankruptcy Code or (ii) secured creditors, unless the collateral is such that there is an unsecured deficiency.¹

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
PARKWAY POINTE RETAIL CORP. 1787 PAYSHERE CIRCLE CHICAGO, IL 60674	ANN CROWDER PARKWAY POINTE RETAIL CORP. PAYSHERE CIRCLE CHICAGO, IL 60674 PHONE: 404-869- 7070, 1787 FAX: 410-878-4889	RENT		\$456,721.19 (secured by \$350,000 letter of credit)

¹ The Debtors have not listed their secured lenders, CH Fitness Investors, LLC and AG Super Fund, L.P., although these lenders may have deficiency claims.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
DFD DEVELOPMENT LLP 352 PARK AVENUE SOUTH SUITE 702 15TH FLOOR NEW YORK, NY 10010	EVAN STEIN DFD DEVELOPMENT LLP 352 PARK AVENUE SOUTH SUITE 702 15TH FLOOR NEW YORK, NY 10010 PHONE: 212-689- 0639 FAX: 212-689-1432	RENT		\$396,685.44
B. BROS. BROADWAY REALTY, LLC 88 PINE STREET 27TH FLOOR NEW YORK, NY 10005	KEVIN D. WOLF B. BROS. BROADWAY REALTY, LLC 88 PINE STREET 27TH FLOOR NEW YORK, NY 10005 PHONE: 212-709- 0822 FAX: 212-635-0870	RENT		\$323,581.64
PRINCIPAL LIFE INSURANCE P.O. BOX 6113 LOCKBOX # 118026113 HICKSVILLE, NY 11802	LAURA ROGAN PRINCIPAL LIFE INSURANCE P.O. BOX 6113 LOCKBOX # 118026113 HICKSVILLE, NY 11802 PHONE: 617-225- 0477 FAX: 617-225-2017	RENT		\$320,700.26
8000 SUNSET BLVD OWNER, LLC 4839 PAYSHERE CIRCLE CHICAGO, IL 60674	DIRK DEGENAARS 8000 SUNSET BLVD OWNER, LLC 4839 PAYSHERE CIRCLE CHICAGO, IL 60674 PHONE:312-499-1981 FAX: 312-499-1901	RENT		\$247,523.58

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
25 BROADWAY OFF PROPERTIES,LLC ONE STATE STREET PLAZA NEW YORK, NY 10004	ELI LEVITIN 25 BROADWAY OFF PROPERTIES,LLC ONE STATE STREET PLAZA NEW YORK, NY 10004 PHONE: 212-344- 5210 FAX: 212-344-2499	RENT		\$226,035.55 (secured by letter of credit)
ROC AGENT ROC LE TRIOMPHE 110 E. 59TH STREET 20TH FLOOR NEW YORK, NY 10022	GEORGE TOCKSTEIN ROC AGENT ROC LE TRIOMPHE 110 E. 59TH STREET 20TH FLOOR NEW YORK, NY 10022 PHONE: 212-835- 2400 FAX: 212-835-2458	RENT		\$218,878.00
KS REALTY INC 37 W 39TH STREET SUITE 401 NEW YORK, NY 10018	SURESH SACHDEV - MANAGER KS REALTY INC 37 W 39TH STREET SUITE 401 NEW YORK, NY 10018 PHONE: 212-278- 0061 FAX: 212-398-9068	RENT		\$194,306.57
GOOGLE, INC 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043-1351	JEFFERY DONOVAN, ESQ. GOOGLE, INC 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043-1351 PHONE: 650-623- 4000 FAX: 650-618-1499	TRADE DEBT		\$176,403.04

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
BIG TIME DESIGN STUDIOS 901 NE 79TH STREET MIAMI, FL 33138	CALLIN FORTIS - PRESIDENT/OWNER BIG TIME DESIGN STUDIOS 901 NE 79TH STREET MIAMI, FL 33138 PHONE: 305-758- 4566 FAX: 305-758-4567	TRADE DEBT	CONTINGENT AND UNLIQUIDATED	\$165,798.89
DDR/VAN NESS OPERATING COMPANY 3300 ENTERPRISE PARKWAY BEECHWOOD, OH 44122	MICHELLE KAUS DDR/VAN NESS OPERATING COMPANY 3300 ENTERPRISE PARKWAY BEECHWOOD, OH 44122 PHONE: 925-676- 4848 FAX: 216-755-1500	RENT		\$147,769.50 (secured by \$75,000 cash security deposit)
TOWER PLAZA LLP 75 REMITTANCE DRIVE #6706 CHICAGO, IL 60675- 6706	FAYE PHILLIPS TOWER PLAZA LLP 75 REMITTANCE DRIVE #6706 CHICAGO, IL 60675- 6706 PHONE: 404-467- 6555 FAX: 404-261-8623	RENT		\$138,546.56
PPF OFF 345 SPEARS ST., LLP P.O. BOX 601125 LOS ANGELES, CA 90060-1125	WES POWELL, AGENT - JLL PPF OFF 345 SPEARS ST., LLP P.O. BOX 601125 LOS ANGELES, CA 90060-1125 PHONE: 415-395- 4904 FAX: 415-777-1250	RENT		\$128,776.60

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
RED APPLE REAL ESTATE, INC 823 ELEVENTH AVENUE 6TH FLOOR NEW YORK, NY 10019	VICTOR ANGELILLO RED APPLE REAL ESTATE, INC 823 ELEVENTH AVENUE 6TH FLOOR NEW YORK, NY 10019 PHONE: 212-397- 5070 FAX: 212-262-4979	RENT		\$121,176.00
LITKE PROPERTIES ANSOME, LLC 3490 CALIFORNIA ST SUITE 206 SAN FRANCISCO, CA 94118	JEFFREY LITKE - OWNER LITKE PROPERTIES SANSOME, LLC 3490 CALIFORNIA ST SUITE 206 SAN FRANCISCO, CA 94118 PHONE: 415-922- 0178 FAX: 415-922.6439	RENT		\$110,193.26 (secured by \$50,000 cash security deposit)
ARCHIVES, LLC 290 PARK AVENUE SOUTH NEW YORK, NY 10010-5312	PAT DUNPHY ARCHIVES, LLC 290 PARK AVENUE SOUTH NEW YORK, NY 10010-5312 PHONE: 212-375- 1155 FAX: 212-375-1195	RENT		\$97,659.42 (secured by \$135,240 cash security deposit)
18-19TH ASSOCIATES, LLC 450 SEVENTH STREET NEW YORK, NY 10123	BARBARA RASKOB 18-19TH ASSOCIATES, LLC 450 SEVENTH STREET NEW YORK, NY 10123 PHONE: 212-471- 4300 FAX: 212-967-7056	RENT		\$95,837.50 (secured by \$140,250 letter of credit)

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
PARKWOOD REALTY ASSOC.,LLC 250 WEST 26TH STREET NEW YORK, NY 10001	GARY SPINDLER PARKWOOD REALTY ASSOC.,LLC 250 WEST 26TH STREET NEW YORK, NY 10001 PHONE: 212-929- 9404 FAX: N/A	RENT		\$90,403.88 (secured by \$205,592.68 cash security deposit)
RN 120 COMPANY, LLC 401 WILSHIRE BLVD. SUITE 700 SANTA MONICA, CA 90401-1452	TOM O'HERN - SVP & CFO RN 120 COMPANY, LLC 401 WILSHIRE BLVD. SUITE 700 SANTA MONICA, CA 90401-1452 PHONE: 310-394- 6000 FAX: 310-395-2791	RENT		\$89,307.75 (secured by \$151,000 letter of credit)
PIX REALTY LLP ONE WEST ELM STREET GREENWICH, CT 06830	GARY BRANDT - PRESIDENT PIX REALTY LLP ONE WEST ELM STREET GREENWICH, CT 06830 PHONE: 203-661- 3300 FAX: 203-661-4676	RENT		\$77,018.79 (secured by \$83,010 cash security deposit)
HOLLYWOOD HORIZONS PROPERTIES 120 S. CENTRAL PARK S 11D NEW YORK, NY 10019	RON D. FRANKLIN ESQ. HOLLYWOOD HORIZONS PROPERTIES 120 S. CENTRAL PARK S 11D NY, NY 10019 PHONE:212-506-2527 FAX: 212-849-8927	RENT		\$73,711.34

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
RIVERBANK WEST 560 WEST 43RD STREET NEW YORK, NY 10036	STEVEN JACOBS RIVERBANK WEST 560 WEST 43RD STREET NEW YORK, NY 10036 PHONE: 860-368- 2818 FAX: 212-564-5911	RENT		\$70,000.00
MYLAW REALTY CORP. 85 WATERMILL LANE GREAT NECK, NY 11021	KEN CORWEN - OWNER MYLAW REALTY CORP. 85 WATERMILL LANE GREAT NECK, NY 11021 PHONE: 516-466- 8580 FAX: 516-466-8578	RENT		\$69,853.76 (secured by \$1,682 cash security deposit)
THE LUCIA GROUP, INC. 45 MAIN STREET SUITE 204 BROOKLYN, NY 11201	CRAIG LUCIA - PRESIDENT/SALES THE LUCIA GROUP, INC. 45 MAIN STREET SUITE 204 BROOKLYN, NY 11201 PHONE: 212-767- 0111 FAX: 212-767-0222	TRADE DEBT	CONTINGENT AND SUBJECT TO SETOFF	\$68,649.96
SOL GOLDMAN INVESTMENTS, LLC 640 FIFTH AVENUE 3RD FLOOR NEW YORK, NY 10019	JUDY BRENNER SOL GOLDMAN INVESTMENTS, LLC 640 FIFTH AVENUE 3RD FLOOR NEW YORK, NY 10019 PHONE: 212-265- 2171 FAX: 212-586-1632	RENT		\$66,232.46

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
2700 HALSTED BUILDING, LLC 1332 N HALSTED STREET CHICAGO, IL 60622	MICKEY BROWN 2700 HALSTED BUILDING, LLC 1332 N HALSTED STREET CHICAGO, IL 60622 PHONE: 773-339- 2379 FAX: 312-475-1188	RENT		\$64,630.11
QUEDAN CONSTRUCTION SERVICES 38-34 11TH STREET LONG ISLAND CITY, NY 11101	CLIFF REID QUEDAN CONSTRUCTION SERVICES 38-34 11TH STREET LONG ISLAND CITY, NY 11101 PHONE: 718-361- 1148 FAX: 718-361-1282	TRADE DEBT		\$63,493.72
COAST COUNTIES PROPERTY MNGMT. 55 NEW MONTGOMERY STREET SUITE 200 SAN FRANSISCO, CA 94105	BRAD BERNHEIM COAST COUNTIES PROPERTY MNGMT. 55 NEW MONTGOMERY STREET SUITE 200 SAN FRANSISCO, CA 94105 PHONE: 415-974- 0880 FAX: 415-974-0883	RENT		\$62,752.60
BLATTELS & SCHNUR TRUST 25 KEARNY STREET SUITE 508 SAN FRANCISCO, CA 94108	MICHAEL SILVAGGIO - PRINCIPAL BLATTELS & SCHNUR TRUST 25 KEARNY STREET SUITE 508 SAN FRANCISCO, CA 94108 PHONE:415-391-9888 FAX: 415-391-6888	RENT		\$60,000.00

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, TELECOPY NUMBER, AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTACT, ETC.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM (IF SECURED, ALSO STATE VALUE OF SECURITY)
ARAMARK 4200 S. HALSTED STREET #604 CHICAGO, IL 60609- 2635	BRAD KERIN ARAMARK 4200 S. HALSTED STREET #604 CHICAGO, IL 60609- 2635 PHONE: 800-213- 4927 FAX: 908-851-0996	TRADE DEBT		\$59,800.00

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

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In re: : Chapter 11
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AGT CRUNCH ACQUISITION LLC, : Case No.: 09-_____ (____)
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Debtor. :
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**DECLARATION CONCERNING THE
LIST OF CREDITORS THAT HOLD THE 30 LARGEST
CONSOLIDATED UNSECURED CLAIMS AGAINST THE DEBTORS**

I, the undersigned officer of AGT Crunch Acquisition LLC, the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing List of Creditors that Hold the 30 Largest Consolidated Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: May 5, 2009

/s/ Michael Jacobs
Name: Michael Jacobs
Title: President & Chief Financial Officer