

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_ Chapter 11

Check if this an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name TSI Holdings II, LLC

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 61-1723368

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>399 Executive Blvd., Elmsford, NY 10523</u> Number, Street, City, State & ZIP Code  <u>Westchester</u> County	_____ P.O. Box, Number, Street, City, State & ZIP Code  <b>Location of principal assets, if different from principal place of business</b> _____ Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.townsportsinternational.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor TSI Holdings II, LLC  
Name

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business**

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7139

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check **all that apply**:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- No.
- Yes.

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor See Schedule 1 Relationship \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_ Case number, if known \_\_\_\_\_

Debtor **TSI Holdings II, LLC**  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?** *Check all that apply:*

Debtor has had its domicile, 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.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**  No  Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** *(Check all that apply.)*

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_  
 Number, Street, City, State & ZIP Code

**Is the property insured?**

No

Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

**Statistical and administrative information (on a consolidated basis)**

**13. Debtor's estimation of available funds** *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input checked="" type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

**15. Estimated Assets**

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input checked="" type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

**16. Estimated liabilities**

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input checked="" type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor **TSI Holdings II, LLC**  
Name

Case number (if known) \_\_\_\_\_

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

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

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/14/2020  
MM / DD / YYYY

**X** /s/ Patrick Walsh  
 Signature of authorized representative of debtor  
  
 Title Chief Executive Officer

Patrick Walsh  
 Printed name

**18. Signature of attorney**

**X** /s/ Robert S. Brady  
 Signature of attorney for debtor

Date 09/14/2020  
MM / DD / YYYY

Robert S. Brady  
 Printed name

Young Conaway Stargatt & Taylor, LLP  
 Firm name

1000 North King Street  
 Wilmington, DE 19801  
 Number, Street, City, State & ZIP Code

Contact phone 302-571-6600 Email address rbrady@ycst.com

2847 (DE)  
 Bar number and State

**SCHEDULE 1****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below, including the Debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

<b>Company</b>	<b>Tax ID#</b>
TSI Lincoln, LLC	13-3217462
TSI Cobble Hill, LLC	13-3285675
TSI East 76, LLC	13-3680542
TSI West 80, LLC	13-3694556
TSI Glover, LLC	52-1842000
TSI First Avenue, LLC	13-3736708
TSI Broadway, LLC	11-3000086
TSI East 23, LLC	13-3834638
TSI Scarsdale, LLC	13-3593359
TSI East 51, LLC	13-3866959
TSI West 23, LLC	13-3896459
TSI Forest Hills, LLC	11-3327332
TSI East 91, LLC	13-3910665
TSI Princeton, LLC	22-3511330
TSI East 36, LLC	13-3486149
TSI North Bethesda, LLC	52-2033988
TSI Allston, LLC	20-2106668
TSI Hoboken, LLC	22-3539811
TSI Fenway, LLC	20-2106936
TSI Society Hill, LLC	23-2931237
TSI West 125, LLC	13-3978641
TSI Croton, LLC	13-3982171
TSI Matawan, LLC	22-3567666
TSI Marlboro, LLC	22-3567661
TSI Oceanside, LLC	11-3432030
TSI Staten Island, LLC	13-4007763
TSI Brooklyn Belt, LLC	11-3436781
TSI Ramsey, LLC	22-2396438
TSI Whitestone, LLC	11-3438769
TSI Springfield, LLC	22-3598663
TSI Bulfinch, LLC	20-2107143
TSI West 73, LLC	13-4020357
TSI Larchmont, LLC	13-4032565
TSI Commack, LLC	11-3466826
TSI Long Beach, LLC	11-2787121
TSI Garden City, LLC	11-3496320

Debtor **TSI Holdings II, LLC**  
Name

Case number (if known)

TSI Connecticut Avenue, LLC	52-2185711
TSI Highpoint, LLC	54-1880836
TSI Central Square, LLC	20-2106837
TSI Court Street, LLC	11-3549905
TSI Lynnfield, LLC	04-3100325
TSI Lexington (MA), LLC	04-2931936
TSI Wellesley, LLC	04-3259257
TSI West 16, LLC	13-4145988
TSI West 94, LLC	13-4159717
TSI West 41, LLC	13-4162540
TSI Ridgewood, LLC	13-4178569
TSI South Park Slope, LLC	11-3576282
TSI Gallery Place, LLC	90-0016157
TSI Murray Hill, LLC	13-4185032
TSI Downtown Crossing, LLC	22-3821061
TSI West 48, LLC	30-0033088
TSI Westwood, LLC	01-0715576
TSI Jersey City, LLC	01-0715570
TSI Newark, LLC	22-3860893
TSI Waltham, LLC	45-0489363
TSI Grand Central, LLC	35-2187324
TSI Astoria, LLC	81-0611120
TSI Livingston, LLC	22-3768516
TSI Hoboken North, LLC	13-4278513
TSI White Plains City Center, LLC	13-4278511
TSI Bay Ridge, LLC	56-2457922
TSI Watertown, LLC	34-2011362
TSI South End, LLC	34-2011367
TSI Boylston, LLC	20-3391971
TSI South Station, LLC	20-2106457
TSI South Bethesda, LLC	20-3392176
TSI Hawthorne, LLC	20-3392045
TSI Varick Street, LLC	20-3442477
TSI Rego Park, LLC	20-4249854
TSI Radnor, LLC	20-3601836
TSI Glendale, LLC	20-4310458
TSI Carmel, LLC	26-2300417
TSI Newton, LLC	20-5288787
TSI Clifton LLC	20-5306663
TSI West 115th, LLC	20-5683543
TSI West 145 <sup>th</sup> Street, LLC	20-8987153
TSI Morris Park, LLC	20-5331095
TSI Davis Square, LLC	20-5330714
TSI Smithtown, LLC	20-4073505
TSI Bayridge 86th Street LLC	20-5330923
TSI Dobbs Ferry, LLC	20-4742691

Debtor **TSI Holdings II, LLC**  
Name

Case number (if known)

TSI Butler, LLC	26-3338194
TSI Columbia Heights, LLC	20-2602018
TSI Wellington Circle, LLC	20-5331149
TSI Hicksville, LLC	26-2720808
TSI Sunnyside, LLC	26-1150637
TSI Westborough, LLC	26-2047867
TSI West Hartford, LLC	26-0850565
TSI Garnerville, LLC	26-1761910
TSI Deer Park, LLC	26-3299026
TSI Providence Eastside, LLC	26-2955808
TSI Bayonne, LLC	61-1652557
TSI Greenpoint, LLC	35-2469962
TSI Back Bay, LLC	38-3906383
TSI Avenue A, LLC	32-0422162
TSI Dorchester, LLC	35-2506644
TSI Wayland, LLC	30-0819132
TSI 30 Broad Street, LLC	46-5686787
TSI 1231 3rd Avenue, LLC	36-4788966
TSI Elite Back Bay, LLC	37-1767808
TSI 555 6th Avenue, LLC	46-4238513
TSI Astor Place, LLC	61-1843400
TSI Massapequa, LLC	36-4876291
TSI Westboro Tennis, LLC	32-0548423
TSI - Studio City, LLC	32-0556425
TSI - Northridge, LLC	36-4891666
TSI - Irvine, LLC	38-4062283
TSI - San Jose, LLC	61-1870502
TSI - Alameda, LLC	35-2617476
TSI - Westlake, LLC	38-4065018
TSI - Valencia, LLC	35-2619990
TSI - Torrance, LLC	30-1040164
TSI - Topanga, LLC	30-1042632
TSI - Cal.Glendale, LLC	36-4893001
TSI Peabody, LLC	37-1913596
TSI Salisbury, LLC	30-1141332
TSI Methuen, LLC	36-4914128
TSI Pine Street, LLC	37-1916577
TSI-ATC Cape Coral, LLC	30-1174876
TSI-ATC Boyscout, LLC	38-4107078
TSI-ATC Alico Mission, LLC	30-1171940
TSI-ATC Beneva Road, LLC	36-4927816
TSI-ATC Ben Pratt, LLC	36-4927817
TSI-ATC Tamiami Trail, LLC	30-1174829
TSI - Lucille 38th Avenue, LLC	32-0534621
TSI - Lucille Austin Street, LLC	61-1847853
TSI - Lucille Clifton, LLC	32-0534724

Debtor **TSI Holdings II, LLC**  
Name

Case number (if known)

TSI - Lucille Kings Highway, LLC	38-4040881
TSI - Lucille Valley Stream, LLC	32-0536228
TSI Dupont II, Inc.	52-1887282
TSI East 86, LLC	13-4036613
TSI Cash Management, LLC	13-3607389
TSI Hartsdale, LLC	34-2011353
TSI Sheridan, LLC	13-3754408
TSI West 38, LLC	13-4046618
TSI White Plains, LLC	13-3965540
TSI Giftco, LLC	36-4785941
TSI Holdings (CIP), LLC	11-3465800
TSI-ATC Holdco, LLC	30-1166015
TSI-HR 13 <sup>th</sup> Street, LLC	30-1194317
TSI-HR 45 <sup>th</sup> Street, LLC	36-4936607
TSI-HR 76 <sup>th</sup> Street, LLC	32-0598093
TSI-HR Whitehall Street, LLC	61-1927953
TSI Stoked, LLC	N/A
TSI Total Woman Holdco, LLC	36-4889261
TSI Placentia, LLC	36-4892098
TSI Holdings (IP), LLC	52-1868513
TSI Holdings (DC), LLC	52-1786716
TSI Georgetown, LLC	13-4278506
TSI University Management, LLC	90-0238870
TSI International, Inc.	13-3433612
TSI Holdings (MA), LLC	80-0920973
TSI Holdings (MD), LLC	52-1483416
TSI Holdings (NJ), LLC	20-2118374
TSI Colonia, LLC	22-3598664
TSI Holdings (PA), LLC	23-2995708
TSI Holdings (VA), LLC	52-2103430
TSI Beacon Street, LLC	61-1712404
TSI Clarendon, LLC	22-3768520
Town Sports International, LLC	20-5047365
TSI Holdings II, LLC	61-1723368

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

In re:

TSI HOLDINGS II, LLC,

Debtor.

Chapter 11

Case No. 20-\_\_\_\_ (\_\_\_)

**COMBINED CORPORATE OWNERSHIP STATEMENT  
AND LIST OF EQUITY INTEREST HOLDERS  
PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor and debtor in possession (collectively, the “Debtors”), hereby states as follows:

1. TSI Holdings II, LLC is 100% owned by Town Sports International, Inc.

The following is a list of all entities that directly or indirectly own 10% or more of any class of equity security interests in Town Sports International Holdings, Inc:

<b>Equity Holder</b>	<b>Nature of Interest Held</b>	<b>Unit Holdings and <u>% Ownership</u></b>
Fitness TSI, LLC	Common Stock	4,200,000 (14.13%)

**UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
TSI HOLDINGS II, LLC**

September 13, 2020

The board of directors (the “Board”) of TSI Holdings II, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts, approves, and consents to the following resolutions by written consent as of the date hereof:

**WHEREAS**, the Board has reviewed and considered the financial and operational condition of the Company and Town Sports International, LLC, its wholly owned subsidiary (“TSI” together with the Company, each an “Entity”) and collectively, the “Entities”), and the Entities’ business on the date hereof, including the assets of the Entities, and current and long-term liabilities of the Entities, and the recommendations of the Entities’ legal, financial, and restructuring advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

**WHEREAS**, the Board has determined that it is in the best interests of the Entities and the Entities stakeholders, creditors, and other interested parties to commence a case under the provisions of chapter 11 of the Bankruptcy Code;

**WHEREAS**, the special committee of the Company, formed on September 13, 2020 (the “Special Committee”) has had an opportunity to consult with the Company’s financial and legal advisors and review the chapter 11 preparation materials, and the Special Committee recommends the filing of chapter 11 petitions; and

**WHEREAS**, the Board wishes to approve and authorize the taking of actions and execution of documents in connection with the foregoing.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that, in the judgment of the Board, it is desirable and in the best interests of the Company, the creditors of the Company, and other interested parties of the Company, that a voluntary petition (the “Petition”) be filed by the Company with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under the provisions of chapter 11 of the Bankruptcy Code; and it is further

**RESOLVED**, that the officers of the Company and Patrick Walsh (each, an “Authorized Person” and collectively, the “Authorized Persons”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition and all documents ancillary thereto, and to cause the Petition to be filed with the Bankruptcy Court commencing a case (the “Bankruptcy Case”), and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify, and file or cause to be filed all other petitions, schedules, lists, motions, applications, declarations, affidavits, and

other papers or documents necessary, appropriate, or desirable in connection with the foregoing; and it is further

**RESOLVED**, that the law firms of Kirkland & Ellis LLP, Kirkland & Ellis International LLP (collectively, with Kirkland & Ellis LLP, "Kirkland"), and Young Conaway Stargatt & Taylor, LLP be, and hereby are, authorized and empowered to represent the Company as bankruptcy counsel on the terms set forth in their respective engagement letters with the TSI or the Company, as applicable, which is hereby ratified and approved, and to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including without limitation the preparation of certain documents to be filed simultaneously with the Petition or during the Bankruptcy Case; and it is further

**RESOLVED**, that Houlihan Lokey, Inc. be, and hereby is, authorized and empowered to serve as the financial advisor and investment banker to represent and assist the Company in connection with the sale of the Company's assets and in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and it is further

**RESOLVED**, that Epiq Corporate Restructuring, LLC be, and hereby is, authorized and empowered to serve as the claims, noticing, solicitation and balloting agent for the Company in connection with the Bankruptcy Case; and it is further

**RESOLVED**, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized and empowered, on behalf of and in the name of the Company, to obtain the use of cash collateral and post-petition financing according to terms substantially similar to those negotiated by the management of the Company prior to the Petition Date, including under debtor-in-possession credit facilities, if any, and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such Bankruptcy Court-approved post-petition financing or cash collateral agreements, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents; and it is further

**RESOLVED**, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any such Bankruptcy Court-approved post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries, whether now or hereafter acquired, and (b) causing its subsidiaries, to pledge or grant liens or mortgages or security interests in, all or any portion of such subsidiaries' assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including without limitation causing its subsidiaries to enter into such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or

desirable by the Authorized Persons executing the same, the execution thereof by such Authorized Persons to be conclusive evidence of such approval or determination; and it is further

**RESOLVED**, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, empowered, on behalf of and in the name of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as the Authorized Persons performing or executing the same shall approve, and the performance or execution thereof by such Authorized Persons shall be conclusive evidence of the approval thereof by such Authorized Persons and by the Company; and it is further

**RESOLVED**, that the Authorized Persons be, and each of them, acting alone or in any combination is, hereby authorized, directed, and empowered, in the name of and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform under such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions as in the judgment of such Authorized Persons, shall be necessary, proper, and desirable to prosecute a successful completion of the Bankruptcy Case and to effectuate the restructuring or liquidation of the Company's debts, other obligations, organizational form and structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of which the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

**RESOLVED**, that the Company's and each and any of its Subsidiaries' and each and any of their subsidiaries' execution of any and all documents in connection with the foregoing be, and hereby is, consented to, approved, and ratified; and it is further

**RESOLVED**, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, as the sole member of TSI, to take all actions, and execute such further documents, as may be necessary or desirable, on behalf of TSI, as set forth in the foregoing resolutions, including without limitation a written consent by the Company, approving the foregoing, and any actions, including the execution of documents, taken prior to the date hereof by such persons in accordance with the foregoing are hereby consented to, approved, and ratified; and it is further

**RESOLVED**, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to take such actions and execute and deliver such documents as may be required or as the Authorized Persons may determine to be necessary, appropriate, or desirable to carry out the intent and purpose of the foregoing resolutions or to obtain the relief sought thereby, including without limitation the execution and delivery of any petitions, schedules, lists, declarations, affidavits, and other papers or documents, with all such actions to be taken in such manner, and all such petitions, schedules, lists, declarations, affidavits, and other papers or documents to be executed and delivered in such form as the Authorized Persons shall approve, the taking or

execution thereof by any Authorized Persons being conclusive evidence of the approval thereof by the Authorized Persons; and it is further

**RESOLVED**, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of these resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified; and it is further

**RESOLVED**, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned, being the Board of the Company, hereby executes this written consent effective as of the date first written above.

/s/ Patrick Walsh

Patrick Walsh

Director

/s/ Martin Annese

Martin Annese

Director

/s/ Jeffery Crivello

Jeffery Crivello

Director

/s/ Justin Lundberg

Justin Lundberg

Director

/s/ Steven G. Panagos

Steven G. Panagos

Director

/s/ Jill Frizzley

Jill Frizzley

Director

**Fill in this information to identify the case:**Debtor name: Town Sports International, LLC, et al.United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware \_\_\_\_\_  
(State)Case number (if known): 20-\_\_\_\_\_ Check if this is an amended filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	ABC Realty 152 West 57th Street, 12th Floor New York, NY 10019	Bill Harra (212) 307-0500, Ext. 226 bharra@abcmgmt.net	Rent And Other Related Amounts	Contingent, Disputed			\$1,255,433
2.	TFG Winter Street Property, LLC c/o Davis Marcus Management, Inc. 125 High Street, Ste 2111 Attn: Kevin Bransfield Boston, MA 02110-2704	Mark Bush (617) 986-6341 mbush@thedaviscompanies.com  Colin C. Macdonald (617) 986-6341 cmacdonald@thedaviscompanies.com	Rent And Other Related Amounts	Contingent, Disputed			\$1,107,516
3.	Babson College Attn: Controller, Nichols Building Babson Park, MA 02157	Steve Gusmini 781-239-5697 sgusmini@babson.edu	Rent And Other Related Amounts	Contingent, Disputed			\$1,081,644
4.	575 Lex Property Owner, LLC PO Box 780236 Philadelphia, PA 19178-0236	Monica Saavedra-Garcia 212-702-9824 Monica.SaavedraGarcia@columbia.reit	Rent And Other Related Amounts	Contingent, Disputed			\$962,495

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5.	Con Edison PO Box 1701 New York, NY 10116-1701	Spero Poulimeros NUS Consulting Group 201-391-4300 spoulimeros@nusconsulting.com	Utilities				\$948,248
6.	New Roc Parcel 1A, LLC Attn: Aaron Kosakowski 1720 Post Road Fairfield, CT 06824	Marcia Nurse-Daniel 203-256-4066 Mnurse-daniel@ceruzzi.com  and  Louis Cappelli louis@icapelli.com	Rent And Other Related Amounts	Contingent, Disputed			\$945,079
7.	Garth Organization 161 East 86th Street New York, NY 10019	Daniel Friedland 212-586-8800 dan@garthorg.com	Rent And Other Related Amounts	Contingent, Disputed			\$940,659
8.	Trea 350 Washington Street LLC 4400 W 78th St, Suite 200, Attn: Allison Barron Minneapolis, MN 55435	Chris Daley 617 204 1030 Christopher.Daley@cbre.com	Rent And Other Related Amounts	Contingent, Disputed			\$935,804
9.	Related Broadway Development, LLC 60 Columbus Circle, 19th Floor New York, NY 10023	Debbie Bronisevsky 917-734-4868 Debbie.Bronisevsky@related.com	Rent And Other Related Amounts	Contingent, Disputed			\$934,504
10.	Larstrand Corp. C/O ZKZ Assoc. - Friedland 500 Park Avenue New York, NY 10022	Andrea Cardella 212-744-3300 ac@friedlandproperties.com	Rent And Other Related Amounts	Contingent, Disputed			\$901,870

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
11. Lafayette-Astor Associates LLC P.O. Box 432 Emerson, NJ 07630	Donna Vogel 212.431.9416 <a href="mailto:dsiciliani@gfpre.com">dsiciliani@gfpre.com</a> ; and Bibi Husseain 212-609-8030 BHusseain@gfpre.com	Rent And Other Related Amounts	Contingent, Disputed			\$844,022
12. Dobbs Ferry Shopping LLC C/O Philips International 295 Madison Avenue, 2nd Floor New York, NY 10017	Maria Lange 212.951.3813 <a href="mailto:mlange@pihc.com">mlange@pihc.com</a>	Rent And Other Related Amounts	Contingent, Disputed			\$802,289
13. Rock Mcgraw , Inc. 1221 Avenue of the Americas New York, NY 10020	Jeffrey Kim 212 282 2031 <a href="mailto:jkim@rockefellergroup.com">jkim@rockefellergroup.com</a>	Rent And Other Related Amounts	Contingent, Disputed			\$771,951
14. ARE-MA Region No. 75, LLC PO Box 975383 Dallas, TX 75397-5383	Shelby McKenney 617-500-8703 <a href="mailto:smckenney@are.com">smckenney@are.com</a>	Rent And Other Related Amounts	Contingent, Disputed			\$770,926
15. Station Landing III LLC 2310 Washington Street Newton Lower Falls, MA 02462	Chuck Landry and Jessica Pollack 617-559-5027 <a href="mailto:clandry@natdev.com">clandry@natdev.com</a> <a href="mailto:jpollack@natdev.com">jpollack@natdev.com</a>	Rent And Other Related Amounts	Contingent, Disputed			\$747,516
16. Inland Diversified Real Estate Services, L.L.C 15961 Collections Center Drive Chicago, IL 60693-0139	Jennifer Surber 317 713 5656 <a href="mailto:jsurber@kiterealty.com">jsurber@kiterealty.com</a>	Rent And Other Related Amounts	Contingent, Disputed			\$741,231

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collateral or setoff	Unsecured claim
17.	SCF RC Funding IV LLC 47 Hulfish St, Suite 210 Princeton, NJ 08542	Claudia Curto 609-285-2969 ccurto@essentialproperties.com	Rent And Other Related Amounts	Contingent, Disputed			\$730,018
18.	Imperial Bag & Paper Company, LLC 255 Route 1 and 9 Jersey City, NJ 07306	Virginia Wotman 201-437-7440 ext. 5104 virginia@imperialdade.com	Trade				\$726,621
19.	110 BP Property LLC 64 Beaver St., Suite 108 New York, NY 10004	Jessica Eller 212.563.9200, Ext.135 jeller@hidrock.com	Rent And Other Related Amounts	Contingent, Disputed			\$715,644
20.	DC USA Operating Co., LLC 2309 Frederick Douglass Blvd., 2nd Floor New York, NY 10027	Steven A. Sterneck 212-678-4400 ext. 106 ssterneck@gridproperties.com	Rent And Other Related Amounts	Contingent, Disputed			\$700,013
21.	WMAP, LLC C/O The Shops At Atlas Park P.O. BOX 843383 Los Angeles, CA 90084-3383	Joanna Grace Morrow (818) 265-7601 Jmorrow@onni.com	Rent And Other Related Amounts	Contingent, Disputed			\$694,773
22.	Tolleson One, LLC 4012 Via Solano Palos Verdes Estates, CA 90274	Chuck Grace 213-388-5416 cgrace@itcelectronics.com  and Daniel B. Leon, Esq. 310-312-3289 dbl@msk.com	Rent And Other Related Amounts	Contingent, Disputed			\$682,815
23.	Yorkville Towers Associates 1619 Third Ave. New York, NY 10128	Diana Bosnjak 212.534.7771 x 136 dbosnjak@RYManagement.com	Rent And Other Related Amounts	Contingent, Disputed			\$678,526

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
24. 200 Park LP General Post Office P.O. Box 27996 New York, NY 10087	Jean Baptiste David 212-867-0750 JDavid@TishmanSpeyer.com	Rent And Other Related Amounts	Contingent, Disputed			\$654,398
25. Clearbrook Cross LLC c/o Robert Martin Company, LLC 100 Clearbrook Road Elmsford, NY 10523	Customer Service 914-592-4800 customerservice@rmcdev.com	Rent And Other Related Amounts	Contingent, Disputed			\$643,808
26. T-C 501 Boylston Street LLC 14626 Collections Center Drive Chicago, IL 60693	Devin O'Keeffe 617 247 3676 devin.o'keeffe@cbre.com	Rent And Other Related Amounts	Contingent, Disputed			\$632,131
27. 100 Duffy, LLC 102 Duffy Avenue Hicksville, NY 11801	Ana Morgan 216-588-7141 Ana.Morgan@mynycb.com	Rent And Other Related Amounts	Contingent, Disputed			\$606,288
28. George Comfort & Sons, Inc. 200 Madison Ave, 26th Floor New York, NY 10016	Anita Polczynska 212.542.2139 apolczynska@gcomfort.com	Rent And Other Related Amounts	Contingent, Disputed			\$586,817
29. Club Investors Group, LP Attention: Frank Napolitano 640 Spruce Street Philadelphia, PA 19106	Frank Napolitano 215 341-6130 franknapolitanojr@gmail.com;	Rent And Other Related Amounts	Contingent, Disputed			\$567,894
30. SOF-IX Blueback Square Holdings, L.P. P.O.BOX 75762 Baltimore, MD 21275-5762	Vincent Banda 312.242.3184 vbanda@starwoodretail.com	Rent And Other Related Amounts	Contingent, Disputed			\$562,152

**Fill in this information to identify the case and this filing:**

Debtor Name TSI Holdings II, LLC

United States Bankruptcy Court for the: District of Delaware

Case number (If known): 20-

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.



**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration: Combined Corporate Ownership Statement and List of Equity Interest Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/14/2020  
MM / DD / YYYY

/s/ Patrick Walsh  
Signature of individual signing on behalf of debtor

Patrick Walsh  
Printed name

Chief Executive Officer  
Position or relationship to debtor