

IN THE SUPREME COURT OF OHIO
CASE NO. 08-1307

CARI BUTCHER,	:	On Appeal from The Cuyahoga County Court
	:	Of Appeals, Eighth Appellate District
Appellee,	:	
	:	EIGHTH DISTRICT CASE
v.	:	NO.: 07-90216
	:	
BALLY TOTAL FITNESS	:	CUYAHOGA COUNTY COURT OF
CORPORATION, et al.,	:	COMMON PLEAS
	:	CASE NO.: 02-CV-45834
Appellants.	:	
	:	
	:	
	:	

NOTICE OF PENDENCY OF CASES UNDER CHAPTER 11 OF THE
FEDERAL BANKRUPTCY CODE AND OF AUTOMATIC STAY

Michael C. Hennenberg (0007882),
Of Counsel
DINN, HOCHMAN & POTTER, LLC
5901 Landerbrook Drive, Suite 200
Mayfield Heights, OH 44124
440/544-2000
440/544-2002 (fax)

Barry Y. Freeman (0062040)
Bradley A. Sherman (0063906)
LITTLER MENDELSON, P.C.
1100 Superior Avenue, 20th Fl.
Cleveland, OH 44114
216/696-7600
216/696-2038 (fax)

James T. Schumacher (0046650)
JAMES T. SCHUMACHER CO., LLC
The Hilliard Building – 2nd Floor
1419 West 9th Street
Cleveland, OH 44113
216/861-8888
216/566-8810 (fax)

Attorneys for Defendants-Appellants

Attorneys for Plaintiff-Appellee

FILED
DEC 11 2008
CLERK OF COURT
SUPREME COURT OF OHIO

PLEASE TAKE NOTICE that on December 3, 2008, Bally Total Fitness of Greater New York, Inc. and certain related entities, including Bally Total Fitness Corporation (collectively, the "Debtors")¹ filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors' bankruptcy cases are being jointly administered under Case No. 08-14818 (collectively, the "Bankruptcy Cases"). A true and correct copy of the petition of Bally Total Fitness Corporation is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that as a result of the pendency of the Bankruptcy Cases, the instant action against Bally Total Fitness Corporation is subject to the automatic stay set forth in 11 U.S.C. § 362. Pursuant to 11 U.S.C. § 362, the present action may not proceed. The automatic injunction granted by 11 U.S.C. § 362(a) will remain in effect until the bankruptcy cases are dismissed or closed, or until such earlier times as set forth in 11 U.S.C. § 362(c), (d), (e) or (f).

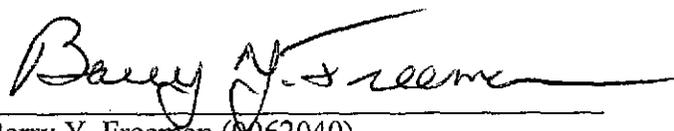
PLEASE TAKE FURTHER NOTICE that the Debtors have advised counsel for Plaintiff Cari Butcher of the pendency of the Bankruptcy Cases and the applicability of 11 U.S.C. § 362 via correspondence dated December 9, 2008, a true and correct copy of which is attached hereto as Exhibit B.

¹ The Debtors include: Bally Total Fitness of Greater New York, Inc., Bally Total Fitness Holding Corporation, Bally Total Fitness Corporation, Bally ARA Corporation, Bally Fitness Franchising, Inc., Bally Franchise RSC, Inc., Bally Franchising Holdings, Inc., Bally Real Estate I LLC, Bally REFS West Hartford, LLC, Bally Sports Clubs, Inc., Bally Total Fitness Franchising, Inc., Bally Total Fitness International, Inc., Bally Total Fitness of California, Inc., Bally Total Fitness of Colorado, Inc., Bally Total Fitness of Connecticut Coast, Inc., Bally Total Fitness of Connecticut Valley, Inc., Bally Total Fitness of Minnesota, Inc., Bally Total Fitness of Missouri, Inc., Bally Total Fitness of Philadelphia, Inc., Bally Total Fitness of Rhode Island, Inc., Bally Total Fitness of the Mid-Atlantic, Inc., Bally Total Fitness of the Midwest, Inc., Bally Total Fitness of the Southeast, Inc., Bally Total Fitness of Toledo, Inc., Bally Total Fitness of Upstate New York, Inc., BTF Cincinnati Corporation, BTF Europe Corporation, BTF Indianapolis Corporation, BTF Minneapolis Corporation, BTF/CFI, Inc., BTFCC, Inc., BTF Corporation, Greater Philly No. 1 Holding Company, Greater Philly No. 2 Holding Company, Health & Tennis Corporation of New York, Holiday Health Clubs of the East Coast, Inc., Holiday/Southeast Holding Corp., Jack LaLanne Holding Corp., New Fitness Holding Co., Inc., Nycon Holding Co., Inc., Rhode Island Holding Company, Tidlands Holiday Health Clubs, Inc., and U.S. Health, Inc.

PLEASE TAKE FURTHER NOTICE that contempt proceedings may be initiated against any party who participates in any violation of the automatic stay, and pursuant to the provisions of the Bankruptcy Code, the Bankruptcy Court may award actual damages, including costs and attorneys' fees, and in appropriate circumstances, awards of punitive damages, to compensate the Company for any loss arising out of a violation of the automatic stay.

Dated: December 9, 2008

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Barry Y. Freeman", written over a horizontal line.

Barry Y. Freeman (0062040)
Bradley A. Sherman (0063906)
Little Mendelson, PC
1100 Superior Avenue, 20th Fl.
Cleveland, OH 44114
216/696-7600

Attorneys for Defendants-Appellants

CERTIFICATE OF SERVICE

A copy of the foregoing *Notice of Pendency of Cases Under Chapter 11 of The Federal Bankruptcy Code and of Automatic Stay* was served upon the following, by e-mail and regular

U.S. mail, this 9th day of December, 2008:

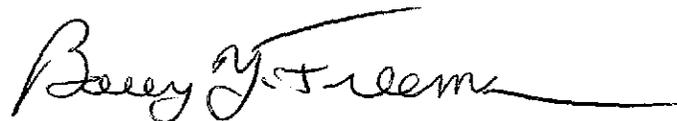
Michael C. Hennenberg, Esq.
5910 Landerbrook Drive, Suite 200
Mayfield Heights, OH 44124

James T. Schumacher, Esq.
1419 West 9th Street, 2nd Floor
Cleveland, OH 44113

and

Lewis A. Zipkin, Esq.
Zipkin Whiting Co., L.P.A.
3637 South Green Road
Beachwood, OH 44122

Attorneys for Plaintiff-Appellee



Barry Y. Freeman

Firmwide:87670993.1 057400.1000

United States Bankruptcy Court
SOUTHERN DISTRICT OF NEW YORK

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Bally Total Fitness Corporation	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): See Attached Exhibit 1	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): 36-2762953	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): c/o Bally Total Fitness Holding Corporation 8700 West Bryn Mawr Avenue, 2 nd Floor Chicago, Illinois ZIP CODE 60631	Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: Cook County	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 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 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 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 type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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 type="checkbox"/> 50,001-100,000 <input checked="" type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$10,001 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 type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$10,001 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 type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion	



<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): Bally Total Fitness Corporation</p>	
<p>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</p>		
<p>Location Where Filed: Southern District of New York</p>	<p>Case Number: 07-12413</p>	<p>Date Filed: 7/31/07</p>
<p>Location Where Filed:</p>	<p>Case Number:</p>	<p>Date Filed:</p>
<p>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</p>		
<p>Name of Debtor: See Attached Exhibit 2</p>	<p>Case Number:</p>	<p>Date Filed:</p>
<p>District: Southern District of New York</p>	<p>Relationship:</p>	<p>Judge:</p>
<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>	
<p>Exhibit C</p>		
<p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>		
<p>Exhibit D</p>		
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>		
<p>Information Regarding the Debtor - Venue (Check any applicable box.)</p>		
<p><input 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.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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.</p>		
<p>Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p>		
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><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</p> <p><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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).</p>		

Voluntary Petition

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

Name of Debtor(s):

Bally Total Fitness Corporation

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/ Kenneth H. Eckstein, Esq.

Signature of Attorney for Debtor(s)

Kenneth H. Eckstein, Esq.

Printed Name of Attorney for Debtor(s)

Kramer Levin Naftalis & Frankel LLP

Firm Name

1177 Avenue of the Americas

Address

New York, NY

10036-2714

(212) 715-9100

Telephone Number

December 3, 2008

Date

*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 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/ Harvey Rubinson

Signature of Authorized Individual

Harvey Rubinson

Printed Name of Authorized Individual

Interim Chief Financial Officer

Title of Authorized Individual

December 3, 2008

Date

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.

EXHIBIT 1

All Other Names Used by the Debtor in the Last 8 Years

F/K/A Bally Total Fitness; Bally Sports Club; Gorilla Sports Clubs; Crunch; Crunch Fitness; Pinnacle Fitness; BFIT

EXHIBIT 2

A. List of Pending Cases

Debtor	Case #	Date Filed	District	Judge
Bally Total Fitness of Greater New York, Inc.	07-12395	7/31/07	SDNY	Hon. Burton R. Lifland
Bally ARA Corporation	07-12416	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Fitness Franchising, Inc.	07-12418	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Franchise RSC, Inc.	07-12419	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Franchising Holdings, Inc.	07-12421	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Real Estate I LLC	07-12424	7/31/07	SDNY	Hon. Burton R. Lifland
Bally REFS West Hartford LLC	07-12426	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Sports Clubs, Inc.	07-12414	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness Corporation	07-12413	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness Franchising, Inc.	07-12410	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness Holding Corporation	07-12396	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness International, Inc.	07-12408	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of California, Inc.	07-12405	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Colorado, Inc.	07-12403	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Connecticut Coast, Inc.	07-12397	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Connecticut Valley, Inc.	07-12400	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Minnesota, Inc.	07-12432	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Missouri, Inc.	07-12437	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Philadelphia, Inc.	07-12435	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Rhode Island, Inc.	07-12433	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Mid-Atlantic, Inc.	07-12436	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of the Midwest, Inc.	07-12430	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of the Southeast, Inc.	07-12429	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Upstate New York, Inc.	07-12434	7/31/07	SDNY	Hon. Burton R. Lifland
BTF Cincinnati Corporation	07-12398	7/31/07	SDNY	Hon. Burton R. Lifland
BTF Europe Corporation	07-12399	7/31/07	SDNY	Hon. Burton R. Lifland
BTF Indianapolis Corporation	07-12401	7/31/07	SDNY	Hon. Burton R. Lifland
BTF Minneapolis Corporation	07-12402	7/31/07	SDNY	Hon. Burton R. Lifland
BTF/CFI, Inc.	07-12404	7/31/07	SDNY	Hon. Burton R. Lifland
BTFCC, Inc.	07-12406	7/31/07	SDNY	Hon. Burton R. Lifland
BTF Corporation	07-12407	7/31/07	SDNY	Hon. Burton R. Lifland
Greater Philly No. 1 Holding Company	07-12409	7/31/07	SDNY	Hon. Burton R. Lifland
Greater Philly No. 2 Holding Company	07-12411	7/31/07	SDNY	Hon. Burton R. Lifland

Debtor	Case #	Date Filed	District	Judge
Health & Tennis Corporation of New York	07-12412	7/31/07	SDNY	Hon. Burton R. Lifland
Holiday Health Clubs of the East Coast, Inc.	07-12415	7/31/07	SDNY	Hon. Burton R. Lifland
Holiday/Southeast Holding Corp.	07-12417	7/31/07	SDNY	Hon. Burton R. Lifland
Jack LaLanne Holding Corp.	07-12420	7/31/07	SDNY	Hon. Burton R. Lifland
New Fitness Holding Co., Inc.	07-12422	7/31/07	SDNY	Hon. Burton R. Lifland
Nycon Holding Co. Inc.	07-12423	7/31/07	SDNY	Hon. Burton R. Lifland
Rhode Island Holding Company	07-12425	7/31/07	SDNY	Hon. Burton R. Lifland
Tidelands Holiday Health Clubs, Inc.	07-12427	7/31/07	SDNY	Hon. Burton R. Lifland
U.S. Health, Inc.	07-12428	7/31/07	SDNY	Hon. Burton R. Lifland
Bally Total Fitness of Toledo, Inc.	07-12431	7/31/07	SDNY	Hon. Burton R. Lifland

B. List of Filing Entities

Bally ARA Corporation	Bally Total Fitness of the Southeast, Inc.
Bally Fitness Franchising, Inc.	Bally Total Fitness of Toledo, Inc.
Bally Franchise RSC, Inc.	Bally Total Fitness of Upstate New York, Inc.
Bally Franchising Holdings, Inc.	BTF Cincinnati Corporation
Bally Real Estate I LLC	BTF Europe Corporation
Bally REFS West Hartford, LLC	BTF Indianapolis Corporation
Bally Sports Clubs, Inc.	BTF Minneapolis Corporation
Bally Total Fitness Corporation	BTF/CFI, Inc.
Bally Total Fitness Franchising, Inc.	BTFCC, Inc.
Bally Total Fitness Holdings Corporation	BTFF Corporation
Bally Total Fitness International, Inc.	Greater Philly No. 1 Holding Company
Bally Total Fitness of California, Inc.	Greater Philly No. 2 Holding Company
Bally Total Fitness of Colorado, Inc.	Health & Tennis Corporation of New York
Bally Total Fitness of Connecticut Coast, Inc.	Holiday Health Clubs of the East Coast, Inc.
Bally Total Fitness of Connecticut Valley, Inc.	Holiday/Southeast Holding Corp.
Bally Total Fitness of Greater New York, Inc.	Jack LaLanne Holding Corp.
Bally Total Fitness of Minnesota, Inc.	New Fitness Holding Co., Inc.
Bally Total Fitness of Missouri, Inc.	Nycon Holding Co., Inc.
Bally Total Fitness of Philadelphia, Inc.	Rhode Island Holding Company
Bally Total Fitness of Rhode Island, Inc.	Tidelands Holiday Health Clubs, Inc.
Bally Total Fitness of the Mid-Atlantic, Inc.	U.S. Health, Inc.
Bally Total Fitness of the Midwest, Inc.	

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
BALLY TOTAL FITNESS CORPORATION**

December 1, 2008

The undersigned, being all of the directors of Bally Total Fitness Corporation, a Delaware corporation (the "Company"), acting by unanimous written consent without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, hereby adopt and consent to the adoption of the following resolutions:

WHEREAS, the Board of Directors of the Company (the "Board") has considered the financial and operational aspects of the Company's business;

WHEREAS, the Board has reviewed the historical performance of the Company, the market for the Company's products and the current and long-term liabilities of the Company;

WHEREAS, on July 24, 2008, Bally Total Fitness Holding Corporation notified Morgan Stanley Senior Funding, Inc. that a default had occurred under the Credit Agreement dated as of October 1, 2007, by and among Bally Total Fitness Holding Corporation, the several banks or other financial institutions from time to time parties thereto (the "Prepetition Lenders"), Wells Fargo Foothill, LLC, as revolving credit agent, The CIT Group/Business Credit, Inc., as revolving syndication agent, and Morgan Stanley Senior Funding, Inc., as administrative agent for the Prepetition Lenders and as collateral agent for the Prepetition Lenders;

WHEREAS, the Company has had extensive discussions with the Prepetition Lenders in connection with a potential amendment to the Credit Facility;

WHEREAS, given liquidity constraints and the risk of erosion in the value of Bally Entities' (as defined below) businesses and assets, the Bally Entities have determined that a bankruptcy filing is in the best interests of the Bally Entities and their creditors;

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company, its creditors, and other interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code");

WHEREAS, the sole shareholder of the Company and each of its affiliates (collectively, the "Bally Subsidiaries" and with the Company, the "Bally Entities") have determined that it is desirable and in the best interests of the Bally Entities, their respective creditors, stockholders and other interested parties, that petitions be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

NOW THEREFORE, it is hereby

RESOLVED, that the Company file voluntary petitions in bankruptcy under chapter 11 of the Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as the Authorized Officer (as defined below) executing such petitions shall determine; and it is further

RESOLVED, that the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, any Vice President (however designated), the General Counsel, the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the Company (each, an "Authorized Officer") be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify petitions under chapter 11 of the Bankruptcy Code with respect to each of the Bally Entities and to cause the same to be filed in the Bankruptcy Court at such time as the Authorized Officer executing such petitions shall determine; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered and directed to execute and approve the filing of all schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals including, without limitation, Kramer Levin Naftalis & Frankel LLP (as bankruptcy and corporate counsel), Houlihan Lokey Howard & Zukin Capital, Inc. (as investment banker and financial advisor), AP Services, LLC (as crisis managers), Kurtzman Carson Consultants LLC (as notice, claims and balloting agent), Curtis, Mallet-Prevost, Colt & Mosle LLP (as conflicts counsel), Winston & Strawn LLP (as special litigation counsel), Deloitte Tax LLP (as tax consultants), and Hilco Trading, LLC (as real estate advisors), subject to the approval of the Bankruptcy Court, and to take and perform any and all such further acts and deeds that any such Authorized Officer deems necessary and proper in connection with the Bally Entities' chapter 11 cases, with a view to the successful prosecution of such cases; and it is further

RESOLVED, that any Authorized Officer, and such other officers of the Company as the Authorized Officers shall from time to time designate, and any employees or agents (including the Company's legal counsel) designated by or directed by any such Authorized Officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Bally Entities to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the judgment of any such Authorized Officer shall be or become necessary, proper or desirable to the successful prosecution of these chapter 11 cases; and it is further

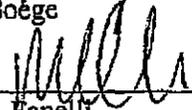
RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company, in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

[Remainder of Page Intentionally Left Blank]

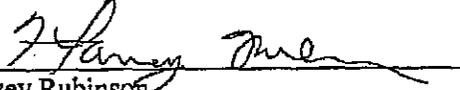
IN WITNESS WHEREOF, the undersigned have executed this Unanimous
Written Consent as of the date first above written.



Kathleen Boege



William G. Fanelli



Harvey Rubinson

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

In re:)	Chapter 11
)	
BALLY TOTAL FITNESS OF)	
GREATER NEW YORK, INC., <u>et al.</u>)	Case No. 08-_____ (____)
)	
Debtors.)	
)	Joint Administration Pending
)	

**CONSOLIDATED LIST OF CREDITORS HOLDING 50 LARGEST
UNSECURED CLAIMS**

Following is the list of the Debtors' creditors holding the thirty (30) largest unsecured claims.¹ The list has been prepared on a consolidated basis, based upon the consolidated books and records of the Debtor and its affiliates that also commenced cases under chapter 11 of title 11 of the United States Code on the date hereof (collectively, the "Debtors").

Except as set forth above, the list of creditors has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. This list does not include (i) persons who come within the definition of "insider" set forth in section 101(31) of title 11 of the United States Code or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims.

¹ This information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone 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 contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured, state nature of security)
U.S. Bank National Association Rick Prokosch 60 Livingston Ave EP-MN-WS3C St. Paul, MN 55107-2292	U.S. Bank National Association Rick Prokosch 60 Livingston Ave EP-MN-WS3C St. Paul, MN 55107-2292 P: 651-495-3918 F: 651-495-8097	Debt		\$247,337,500.00
HSBC Bank USA NA Robert Conrad 452 Fifth Ave New York, NY 10018	HSBC Bank USA NA Robert Conrad 452 Fifth Ave New York, NY 10018 P: 212-525-1314 F: 212-525-1300	Debt		\$231,250,000.00
Leo Burnett USA Inc c/o Paul Eichelman, Chief Financial Officer 35 W. Wacker Drive Chicago, IL 60601	Leo Burnett USA Inc c/o Paul Eichelman, Chief Financial Officer 35 W. Wacker Drive Chicago, IL 60601 P: 312-220-1084 F: 312-220-3299	Trade	Disputed	\$3,841,800.00
Jenner & Block LLP Jerald S. Solovy, Esq. 330 N. Wabash Ave Chicago, IL 60611	Jenner & Block LLP Jerald S. Solovy, Esq. 330 N. Wabash Ave Chicago, IL 60611 P: 312-222-9350 F: 312-527-0484	Trade	Disputed	\$1,714,000.00
Grupo Gallegos Julie Beall 401 E. Ocean Blvd., 6Th Fl Long Beach, CA 90802	Grupo Gallegos Julie Beall 401 E. Ocean Blvd., 6Th Fl Long Beach, CA 90802 P: 562-256-3600 F: 562-256-3620	Trade		\$555,090.00

¹ All claims may be subject to offsets, discounts, reconciliations, credits, and adjustments, which are not reflected on this list.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor, family, or claim who may be contacted	(3) Nature of claim (Trade, debt, bank, loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured, state value of security)
NLAJ Dunstan, L.P. c/o AIC Ventures, L.P. Paul Robshaw 301 Congress Ave, Suite 320 Austin, TX 78701	NLAJ Dunstan, L.P. c/o AIC Ventures, L.P. Paul Robshaw 301 Congress Ave, Suite 320 Austin, TX 78701 P: 512-476-5009 F: 512-476-7779	Real Property Lease	\$400,000 Disputed	\$512,085.38
Total Tec Systems, Inc Mery Mahieu Div. Bell Microproducts Inc 12784 Collections Ctr Dr Chicago, IL 60693	Total Tec Systems, Inc Mery Mahieu Div. Bell Microproducts Inc 12784 Collections Ctr Dr Chicago, IL 60693 P: 772-334-9200 F: 772-334-9222	Trade		\$465,122.45
R.H. Construction, Inc. Charlene 11720 Warfield San Antonio, TX 78216	R.H. Construction, Inc. Charlene 11720 Warfield San Antonio, TX 78216 P: 210-340-4627 F: 210-348-7627	Trade		\$449,516.28
Kleinberg Kaplan Wolff & Cohen, P.C. Attn: Andrew Chonoles 551 Fifth Ave. New York, NY 10176	Kleinberg Kaplan Wolff & Cohen, P.C. Attn: Andrew Chonoles 551 Fifth Ave. New York, NY 10176 T: 212-880-9870 F: 212-986-8866	Trade		\$436,000.00
Kirkland & Ellis LLP Michael P. Foradas 200 E. Randolph Drive Chicago, IL 60601	Kirkland & Ellis LLP Michael P. Foradas 200 E. Randolph Drive Chicago, IL 60601 P: 312-861-2000 F: 312-861-2200	Trade		\$401,575.00
Convergys CMG Angela Brown 1450 Solutions Center Dr Chicago, IL 60677-1004	Convergys CMG Angela Brown 1450 Solutions Center Dr Chicago, IL 60677-1004 P: 513-784-4337	Trade	Disputed	\$384,973.06

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone 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, non-loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured, also state value of security)
S & D Cleaning Janitorial Ghermai Terie 11015 Hundred Bridge Ln Sugarland, TX 77478	S & D Cleaning Janitorial Ghermai Terie 11015 Hundred Bridge Ln Sugarland, TX 77478 P: 612-275-8939	Trade		\$264,477.00
Midway Bldg Janitorial Maria 2425 E. Devon Ave Elk Grove Village, IL 60007	Midway Bldg Janitorial Maria 2425 E. Devon Ave Elk Grove Village, IL 60007 P: 847-860-2800 F: 847-860-5660	Trade		\$239,764.00
Flynn Construction 600 Penn Avenue Pittsburgh, PA 15221	Flynn Construction 600 Penn Avenue Pittsburgh, PA 15221 P: 412-243-2483 F: 412-243-7925	Trade		\$238,396.00
Iovate Health Sciences Ivana Pojic P.O. Box 66512 Chicago, IL 60666-0512	Iovate Health Sciences Ivana Pojic P.O. Box 66512 Chicago, IL 60666-0512 P: 888-334-4448 F: 905-678-3121	Trade		\$235,499.54
Mendes & Mount Bob 750 7th Ave New York, NY 10019	Mendes & Mount Bob 750 7th Ave New York, NY 10019 P: 212-261-8000 F: 212-261-8750	Trade		\$225,000.00
CENTRAL BUILDING SERVICES, INC Rubin Montiel P.O. Box 8050 Bartlett, IL 60103	CENTRAL BUILDING SERVICES, INC Rubin Montiel P.O. Box 8050 Bartlett, IL 60103 P: 630-715-9799 F: 630-671-0059	Trade		\$202,439.53

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone 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 contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim or secured; also state value of security
Latham & Watkins Mark D. Gerstein 233 South Wacker Dr. Sears Tower, Suite 5800 Chicago, IL 60606	Latham & Watkins Mark D. Gerstein 233 South Wacker Dr. Sears Tower, Suite 5800 Chicago, IL 60606 P: 312-876-7700 F: 312-993-9767	Trade		\$200,000.00
Chipman Adams & DeFilippis Architects, Inc. 1550 N. Northwest Hwy, Suite 400 Park Ridge, IL 60068	Chipman Adams & DeFilippis Architects, Inc. 1550 N. Northwest Hwy, Suite 400 Park Ridge, IL 60068 P: 847-298-6900 F: 847-298-6966	Trade		\$190,671.51
Manatt, Phelps & Phillips, LLP Clayton Friedman 11355 W Olympic Blvd Los Angeles, CA 90064	Manatt, Phelps & Phillips, LLP Clayton Friedman 11355 W Olympic Blvd Los Angeles, CA 90064 P: 310-312-4000 F: 310-312-4224	Trade		\$190,000.00
Polar Electro Doug Walerstein 1111 Marcus Avenue Ste M15 Lake Success, NY 11042-1034	Polar Electro Doug Walerstein 1111 Marcus Avenue Ste M15 Lake Success, NY 11042-1034 P: 800-290-6330 F: 516-364-5454	Trade	Disputed	\$187,700.00
Softmart Inc. P.O. Box 8500-52288 Philadelphia, PA 19178-2288	Softmart Inc. P.O. Box 8500-52288 Philadelphia, PA 19178-2288 F: 800-432-0612	Trade		\$179,393.99
Optimum Nutrition Mike 3979 Paysphere Circle Chicago, IL 60674	Optimum Nutrition Mike 3979 Paysphere Circle Chicago, IL 60674 P: 800-705-5226 F: 630-236-8517	Trade		\$178,665.01

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone 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 contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
High Potential, Inc. Christian B 33 West Monroe Street #2110 Chicago, IL 60603-5411	High Potential, Inc. Christian B 33 West Monroe Street #2110 Chicago, IL 60603-5411 P: 312-252-8200 F: 312-252-8209	Trade		\$166,000.00
STAR HRG Div. of Mega Life & Health Insurance Co. PO Box 37887 Phoenix, AZ 85021	STAR HRG Div. of Mega Life & Health Insurance Co. PO Box 37887 Phoenix, AZ 85021	Trade		\$161,733.03
Los Angeles County Tax Collector Mark J. Saladino P.O. Box 54027 Terminal Annex Los Angeles, CA 90054	Los Angeles County Tax Collector Mark J. Saladino P.O. Box 54027 Terminal Annex Los Angeles, CA 90054 P: 213-974-2101 F: 213-626-1812	Trade		\$147,849.15
Valassis Direct Mail, Inc. Nancy Davis pka: Advo 90469 Collection Ctr. Dr. Chicago, IL 60693	Valassis Direct Mail, Inc. Nancy Davis pka: Advo 90469 Collection Ctr. Dr. Chicago, IL 60693 P: 860-602-3606 F: 860-602-4783	Trade		\$146,922.00
401 Commercial L.P. Fred Grapstein 401 Seventh Ave New York, NY 10001 P: 212-502-8100 F: 212-502-8715	401 Commercial L.P. Fred Grapstein 401 Seventh Ave New York, NY 10001 P: 212-502-8100 F: 212-502-8715	Real Property Lease		\$141,173.63
Read Tile & Stone 27 Jensen Drive Rochester, NY 14624	Read Tile & Stone 27 Jensen Drive Rochester, NY 14624 P: 585-247-1612 F: 585-247-6038	Trade		\$140,000.00

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone 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 contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured, also state value of security)
Dell Marketing L.P. N. Whitmire c/o Dell USA, LLP PO Box 802816 Chicago, IL 60680-2816	Dell Marketing L.P. N. Whitmire c/o Dell USA, LLP PO Box 802816 Chicago, IL 60680-2816 P: 512-723-9927 F: 877-500-3952	Trade		\$139,597.83
Sonnenblick Del Rio Norwalk, LLC c/o Sonnenblick Del Rio Real Estate Development 12011 San Vicente Blvd, Suite 300 Brentwood, CA 90049	Sonnenblick Del Rio Norwalk, LLC c/o Sonnenblick Del Rio Real Estate Development 12011 San Vicente Blvd, Suite 300 Brentwood, CA 90049 P: 310-471-9200 F: 310-471-9111	Real Property Lease		\$138,726.08
WWP Amenities MPH Partner LLC c/o Macklowe Management Steve Martinek 767 Fifth Avenue 21 st Floor New York, NY 10153	WWP Amenities MPH Partner LLC c/o Macklowe Management Steve Martinek 767 Fifth Avenue 21 st Floor New York, NY 10153 P: 212-586-4914 F: 212-258-3766	Real Property Lease		\$136,781.17
Aon Consulting P.O. Box 33009 Newark, NJ 07188-0009	Aon Consulting P.O. Box 33009 Newark, NJ 07188-0009 P: 312-381-1000 F: 312-701-3100	Trade		\$125,508.77
Culver Center Partners-East #1, L.P. Juri Ripinski 3851 Overland Ave, Suite B Culver City, CA 90232	Culver Center Partners-East #1, L.P. Juri Ripinski 3851 Overland Ave, Suite B Culver City, CA 90232 P: 310-253-9998 F: 310-253-9897	Real Property Lease		\$124,976.24
Compuware Corp Amy Koska Drawer #64376 Detroit, MI 48264-0376	Compuware Corp Amy Koska Drawer #64376 Detroit, MI 48264-0376 P: 313-227-7300 F: 313-227-9568	Trade		\$124,728.00

(1) Name of creditor and complete mailing address (including zip code)	(2) Name, telephone 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 contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured, also state value of security)
West Coast Printing & Graphics 16782 Red Hill Ave Ste A Irvine, CA 92606	West Coast Printing & Graphics 16782 Red Hill Ave Ste A Irvine, CA 92606 P: 949-797-0140	Trade		\$121,715.23
Con Edison Jaf Station P.O. Box 1702 New York, NY 10116-1702	Con Edison Jaf Station P.O. Box 1702 New York, NY 10116-1702 F: 212-475-0734	Trade		\$115,690.61
Green Light Janitorial Lilia 2333 Benson Street 2Nd Floor Philadelphia, PA 19152	Green Light Janitorial Lilia 2333 Benson Street 2Nd Floor Philadelphia, PA 19152 P: 215-331-0744	Trade		\$114,839.00
Ketchum Directory Advertising P.O. Box 676371 Dallas, TX 75267-6371	Ketchum Directory Advertising P.O. Box 676371 Dallas, TX 75267-6371 P: 913-344-1900	Trade		\$113,577.94
Carrier Corporation PO Box 93844 Chicago, IL 60673-3844	Carrier Corporation PO Box 93844 Chicago, IL 60673-3844 F: 315-432-6620	Trade		\$106,488.94

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Name of claim (lease, debt, bank loan, government contract, etc.)	(4) Indicate whether claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured, also state value of security)
<p>Intercontinental Management Corp Arthur Isom 322 E. Illinois St Chicago, IL 60611</p>	<p>Intercontinental Management Corp Arthur Isom 322 E. Illinois St Chicago, IL 60611 P: 312-329-2504 F: 312-329-9058</p> <p>Intercontinental Management Corp 1270 Soldiers Field Rd Boston, MA 02135 P: 617-782-2600 F: 617-782-9442</p>	<p>Real Property Lease</p>		<p>\$106,353.39</p>
<p>Nutrio.com Aka: Nutrio, Inc. 1000 Corporate Drive, Ste 600 Ft. Lauderdale, FL 33334</p>	<p>Nutrio.com Aka: Nutrio, Inc. 1000 Corporate Drive, Ste 600 Ft. Lauderdale, FL 33334 F: 954-938-4080</p>	<p>Trade</p>		<p>\$105,000.00</p>
<p>North Town Refrigeration Div. North Town Mechanical Contractors 18 Congress Circle W Roselle, IL 60172</p>	<p>North Town Refrigeration Div. North Town Mechanical Contractors 18 Congress Circle W Roselle, IL 60172 F: 847-357-0844</p>	<p>Trade</p>		<p>\$104,941.00</p>
<p>TXU Energy PO Box 660161 Dallas, TX 75266-0161</p>	<p>TXU Energy PO Box 660161 Dallas, TX 75266-0161 P: 800-725-7920</p>	<p>Trade</p>		<p>\$104,135.29</p>
<p>Prodigy Promos 691 W 1200 N, Suite 400 Springville, UT 84663</p>	<p>Prodigy Promos 691 W 1200 N, Suite 400 Springville, UT 84663 F: 801-491-4202</p>	<p>Trade</p>		<p>\$102,889.83</p>

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor, family or other claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, 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 Uniform Services, Inc. Adriana Julian 1900 Progress Avenue Columbus, OH 43207	Aramark Uniform Services, Inc. Adriana Julian 1900 Progress Avenue Columbus, OH 43207 P: 818-973-3646 F: 614-445-7366	Trade		\$101,330.16
Akin, Gump, Strauss, et al David Botter 590 Madison Ave. New York, NY 10022	Akin, Gump, Strauss, et al David Botter 590 Madison Ave. New York, NY 10022 P: 212-872-1000 F: 212-872-1002	Trade		\$101,325.00
641 Owner, LLC c/o Newmark Knight Frank GMS, LLC Nicole Freckleton 10 Sylvan Way 2 nd Floor Parsippany, NJ 07054	641 Owner, LLC c/o Newmark Knight Frank GMS, LLC Nicole Freckleton 10 Sylvan Way 2 nd Floor Parsippany, NJ 07054 P: 973-898-8888 F: 973-984-0347 641 Owner, LLC c/o Atlas Capital Group Rich Garzon 630 Fifth Avenue, 32 nd Floor New York, NY 10011 P: 973-898-8845 F: 973-842-0635	Real Property Lease		\$99,264.94
Sungard Availability Services Po Box 91233 Chicago, IL 60693	Sungard Availability Services Po Box 91233 Chicago, IL 60693 P: 800-468-7483	Trade		\$96,684.00
Bluestar Energy Services Inc 14034 Collections Center Dr Chicago, IL 60693	Bluestar Energy Services Inc 14034 Collections Center Dr Chicago, IL 60693 P: 866-258-3782 F: 866-422-2515	Trade		\$96,311.22

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

In re:

BALLY TOTAL FITNESS OF
GREATER NEW YORK, INC., et al.,

Debtors.

) Chapter 11
)
)

) Case No. 08- _____ (____)
)

) Joint Administration Pending
)
)

**LIST OF EQUITY INTEREST HOLDERS FOR
BALLY TOTAL FITNESS CORPORATION**

I, Harvey Rubinson, Interim Chief Financial Officer of Bally Total Fitness Corporation, a Delaware corporation, declare under penalty of perjury that I have read the list of equity holders of Bally Total Fitness Corporation attached hereto as Schedule 1 and that it is true and correct to the best of my knowledge, information and belief.

Dated: Chicago, Illinois
December 3, 2008

Bally Total Fitness Corporation

By: /s/ Harvey Rubinson
Name: Harvey Rubinson
Its: Interim Chief Financial Officer

Schedule 1

<u>Equity Holder</u>	<u>Address</u>	<u>Percentage Interest</u>
Bally Total Fitness Holding Corporation	8700 West Bryn Mawr Avenue, Second Floor Chicago, Illinois 60631	100%

Littler

Employment & Labor Law Solutions Worldwide

Littler Mendelson, P.C.
1100 Superior Avenue
20th Floor
Cleveland, OH 44114



Barry Y. Freeman
216.623.6074 direct
216.696.7600 main
216.649.0519 fax
bfreeman@littler.com

December 9, 2008

VIA FACSIMILE and CERTIFIED MAIL

Michael C. Hennenberg, Esq.
Dinn, Hochman & Potter, LLC
5901 Landerbrook Drive, Suite 200
Mayfield Heights, OH 44124

Re: Bally Total Fitness of Greater New York, Inc., et al., Jointly Administered
Case No. 08-14818 (Bankr. S.D.N.Y. 2008)

Dear Mr. Hennenberg:

As you are aware, we represent the Defendants in Cari Butcher v. Bally Total Fitness Corp., et al., Cuyahoga County Court of Common Pleas Case No. 458434 and Ohio Supreme Court Case No. 08-1307 (the "Litigation"). On December 3, 2008 (the "Petition Date"), Bally Total Fitness Holding Corporation, Bally Total Fitness Corporation, Bally Total Fitness of Greater New York, Inc., and certain of its affiliates (collectively, the "Debtors") commenced their Chapter 11 proceedings by filing their respective petitions in the United States Bankruptcy Court for the Southern District of New York. You may obtain information regarding the Debtors' Chapter 11 cases via the Chapter 11 website and hotline:

Bally Chapter 11 Information Website:
<http://www.kccllc.net/bally>

Bally Chapter 11 Information Hotline:
Toll Free: (888) 251-3046

As of the Petition Date, the Litigation is stayed. Section 362 of the Bankruptcy Code provides that a petition filed under the Bankruptcy Code operates as an automatic stay of, among other things, "any act to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate" and "any act to collect, assess, or



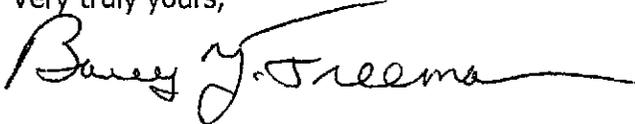
Michael C. Hennenberg, Esq.
December 9, 2008
Page 2

recover a claim against the debtor that arose before the commencement of the case." 11 U.S.C. § 362(a)(2) and (6).

Please be advised that the Debtors intend to seek enforcement of the stay against any and all acts taken in violation of 11 U.S.C. § 362, but even without such action, the protections afforded by the stay are automatic. The Bankruptcy Court may award actual damages, including costs and attorneys' fees, and in appropriate circumstances award punitive damages to compensate the Debtors for loss arising out of violation of the automatic stay.

Finally, I am serving you with copies of the *Notice(s) of Pendency of Cases Under Chapter 11 of The Federal Bankruptcy Code And of Automatic Stay*.

Very truly yours,



Barry Y. Freeman
BYF/la

Enclosures

cc: James T. Schumacher, Esq. (via fax transmission and certified mail; w/encl.)
Lewis A. Zipkin, Esq. (via fax transmission and certified mail; w/encl.)
Bally Total Fitness Corporation (via e-mail; w/encl.)
Robert M. Millman, Esq. (via e-mail; w/encl.)
Bradley A. Sherman, Esq. (via e-mail; w/encl.)