

31915

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Indicate the Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)

- Grid of checkboxes for various Bally Total Fitness and BTF entities, including Bally Total Fitness of Greater New York, Inc., Bally ARA Corporation, Bally Fitness Franchising, Inc., etc.

Name of Creditor (the person or other entity to whom the debtor owes money or property):

RHODE ISLAND SECRETARY OF STATE

Name and address where notices should be sent: NameID: 5254719

RHODE ISLAND SECRETARY OF STATE
MATTHEW A BROWN
82 SMITH ST STATE HOUSE RM 217
PROVIDENCE, RI 02903
USA

Telephone number:

Pack No. 109465

Name and address where payment should be sent (if different from left):

Telephone number:

Check this box to indicate that this claim amends a previously filed claim.

Court Case Number: (shown)
SECRETARY OF STATE CORPORATION
Filed on: FEB 10 AM 11:44

1. Amount of Claim as of Date Case Filed: \$

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

- Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Check this box if you are the debtor or trustee in this case.

2. Basis for Claim:

(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as:
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: Real Estate Motor Vehicle Other
Describe:

Value of Property: \$ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ Basis for perfection:

Amount of Secured Claim: \$ Amount Unsecured: \$

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a) or 11 U.S.C. § 503(b)(9). If any portion of your claim falls in one of the following categories, check the box and state the amount.

- Specify the priority of the claim.
Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).
Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).
Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).
Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).
Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().

Amount entitled to priority:

\$

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

FOR COURT USE ONLY

Date:

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



0814827090122194526114064

**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. 08-14818 (BRL) |
| |) | |
| Debtors. |) | |
| |) | Jointly Administered |
| |) | |

NOTICE OF DEADLINE REQUIRING FILING PROOFS OF CLAIM

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST BALLY TOTAL FITNESS HOLDING CORPORATION ITS SUBSIDIARIES THAT ARE DEBTORS AND DEBTORS IN POSSESSION:

On January 23, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Bar Date Order") establishing **March 9, 2009** (the "General Bar Date") as the last date and time for each person or entity (including individuals, partnerships, corporations, joint ventures, corporations, estates, and trusts) to file a proof of claim against Bally Total Fitness Holding Corporation and those of its subsidiaries that are debtors and debtors in possession in those proceedings (collectively, the "Debtors"). Solely as to governmental units the Bar Date Order established **June 1, 2009** as the last date and time for each such governmental unit to file a proof of claim against the Debtors (the "Government Bar Date," and together with the General Bar Date, the "Bar Dates" or "Bar Date" as applicable).

The Bar Dates and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose before December 3, 2008, the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code (the "Petition Date"), except for those holders of the claims listed in section 4 below that are specifically excluded from the Bar Date filing requirement.

The Bally Total Fitness Claims Processing Center can be contacted at 888-830-4664 (if calling from within the United States) or 310-751-2647 (if calling from outside the United States) if you have any questions about this Notice.

WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose on or before the Petition Date and it is not one of the types of claims described in section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the Bar Date, even if such claims are not now fixed,

liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

WHAT TO FILE

Each filed proof of claim must conform substantially to the Proof of Claim Form (as defined in the Bar Date Order). Copies of the Proof of Claim Form may be obtained at www.kccllc.net/bally. Each proof of claim must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Each proof of claim must be written in English and be denominated in United States currency. You should attach to each completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted. A list of the names of the Debtors and their respective case numbers appears at the end of this Notice.

Under the Bar Date Order, the filing of a proof of claim form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code.

WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be actually received **on or before March 9, 2009, or solely as to governmental units on or before June 1, 2009** at the following address:

| IF SENT BY MAIL OR BY OVERNIGHT COURIER | IF DELIVERED BY HAND: |
|--|---|
| Bally Total Fitness Corporation Claims Processing c/o Kurtzman Carson Consultants 2335 Alaska Avenue El Segundo, CA 90245 | United States Bankruptcy Court Southern District of New York One Bowling Green, Room 534 New York, NY 10004-1408 |

Proofs of claim will be deemed timely filed only if **actually received** at the Bally Total Fitness Claims Processing Center on or before the applicable Bar Date or at the United State Bankruptcy Court on or before 5:00 p.m. (prevailing Eastern Time) by on the applicable Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail.

WHO NEED NOT FILE A PROOF OF CLAIM

You do not need to file a proof of claim on or prior to the applicable Bar Date if you are:

- A. a person or entity that has **already** properly filed a proof of claim against the applicable Debtor or Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to the Proof of Claim Form (as defined in the Bar Date Order);
- B. a person or entity whose claim is listed on the Debtors' schedules of assets and liabilities and/or schedules of executory contracts and unexpired leases (collectively, the "Schedules"),¹ **provided** that (i) the claim is **not** scheduled as "disputed," "contingent" or "unliquidated," (ii) the claimant agrees with the amount, nature and priority of the claim as set forth in the Schedules **and** (iii) the claimant agrees that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- C. a person or entity that holds a claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- D. a person or entity whose claim has been paid in full by any of the Debtors;
- E. a current employee of the Debtors, or a labor union authorized by law to represent a current employee, in each case solely with respect to any claim based on the payment of wages, salaries and vacation pay arising in the ordinary course of business and previously authorized to be paid by order of the Court, including the first day wage order approved by the Court on December 5, 2008, **provided, however**, that if the Debtors provide written notice stating that the Debtors do not intend to exercise their authority to pay such claim, you shall have until the later of (i) the applicable Bar Date and (ii) 30 days from the date of service of such written notice, to file a proof of claim;
- F. a person or entity that holds a claim for which specific deadlines have been fixed by an order of the Court entered on or before the applicable Bar Date;
- G. a person or entity that holds a claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- H. a Debtor;
- I. a person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses (a "Debt Claim") under the agreements governing any syndicated credit facility or debt security issued by or for the benefit of or for the benefit of the Debtors pursuant to an indenture (together, the "Debt Instruments"); **provided, however**, that the foregoing exclusion in this subparagraph shall not apply to the administrative agent under the applicable credit facility or the indenture trustee under the applicable indenture (each, a "Debt Representative"), each Debt Representative shall be

¹ The Debtors filed their Schedules on January 20, 2009.

authorized and required to file a single proof of claim, on or before the applicable Bar Date, on account of all Debt Claims against all Debtors under the applicable Debt Instruments and (iii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Debt Instrument, shall be required to file a proof of claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies; or

- J. a person or entity that holds an interest in any Debtor, which interest is based exclusively upon the ownership of common or preferred stock or warrants, rights or options to purchase, sell or subscribe to common or preferred stock; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors (including claims for damages, rescission, reimbursement or contribution) that arise out of or relate to the purchase or sale of an interest must file a proof of claim with respect to such claim on or before the applicable Bar Date.

EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising out of the rejection of an executory contract or unexpired lease, you must file a proof of claim by the later of (a) the applicable Bar Date and (b) 30 days after notice by the Debtors of (i) the entry of an order authorizing rejection to which the claim relates and (ii) the applicable Bar Date (unless the order authorizing such rejection provides otherwise).

CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS DESCRIBED IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, THEIR SUCCESSORS, THEIR CHAPTER 11 ESTATES AND THEIR RESPECTIVE PROPERTY OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM OR RECEIVING FURTHER NOTICES REGARDING SUCH CLAIM.

THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that your claim is accurately listed on the Schedules. If you agree with the nature, amount and status of your claim as listed on the Debtors' Schedules, and if you do not dispute that your claim is against only the specified Debtor, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or

if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection on the Court's internet website at www.nysb.uscourts.gov and on the independent website maintained by the Debtors, www.kccllc.net/bally. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access www.nysb.uscourts.gov and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern time), Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408.

RESERVATION OF RIGHTS

The Debtors reserve their right to object to any proof of claim, whether filed or scheduled, on any grounds. The Debtors reserve their right to dispute or to assert offsets or defenses to any claim reflected on the Schedules or any amendments thereto, as to amount, liability, classification or otherwise, and to subsequently designate any claim as disputed, contingent, unliquidated or undetermined.

A holder of a possible claim against the Debtors should consult an attorney regarding matters in connection with this Notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
January 23, 2009

BY ORDER OF THE COURT

KRAMER LEVIN NAFTALIS & FRANKEL LLP
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100

Counsel for Debtors and
Debtors in Possession

LIST OF DEBTORS

| Debtor | Case Number | Tax ID Number | Other Trade Name |
|---|-------------|---------------|--|
| Bally Total Fitness of Greater New York, Inc. | 08-14818 | 95-3445399 | Jack LaLanne Fitness Centers, Inc.; Jack LaLanne Holiday Spa; Crunch; Crunch Fitness; Bally Total Fitness; Bally Sports Club |
| Bally ARA Corporation | 08-14819 | 36-4474631 | None |
| Bally Fitness Franchising, Inc. | 08-14820 | 36-4029332 | None |
| Bally Franchise RSC, Inc. | 08-14822 | 36-4028744 | None |
| Bally Franchising Holdings, Inc. | 08-14823 | 36-4024133 | None |
| Bally Real Estate I LLC | 08-14824 | N/A | None |
| Bally REFS West Hartford, LLC | 08-14825 | N/A | None |
| Bally Sports Clubs, Inc. | 08-14826 | 36-3407784 | Manhattan Sports Club, Inc.; Bally Sports Club |
| Bally Total Fitness Corporation | 08-14827 | 36-2762953 | Bally Total Fitness; Bally Sports Club; Gorilla Sports Clubs; Crunch; Crunch Fitness; Pinnacle Fitness; BFIT |
| Bally Total Fitness Franchising, Inc. | 08-14828 | 30-0301553 | None |
| Bally Total Fitness Holdings Corporation | 08-14821 | 36-3228107 | Bally Total Fitness |
| Bally Total Fitness International, Inc. | 08-14829 | 36-1692238 | Bally Total Fitness |
| Bally Total Fitness of California, Inc. | 08-14831 | 36-2763344 | Holiday Spa Health Clubs of California, Inc.; Bally Total Fitness |
| Bally Total Fitness of Colorado, Inc. | 08-14832 | 84-0856432 | Holiday Health Clubs and Fitness Centers, Inc.; Bally Total Fitness |
| Bally Total Fitness of Connecticut Coast, Inc. | 08-14833 | 36-3209546 | Connecticut Coast Fitness Centers, Inc.; Bally Total Fitness |
| Bally Total Fitness of Connecticut Valley, Inc. | 08-14834 | 36-3209543 | Connecticut Valley Fitness Centers, Inc.; Bally Total Fitness |
| Bally Total Fitness of Minnesota, Inc. | 08-14835 | 84-1035840 | Scandinavian U.S. Swim & Fitness, Inc.; Bally Total Fitness |
| Bally Total Fitness of Missouri, Inc. | 08-14836 | 36-2779045 | Bally Total Fitness |
| Bally Total Fitness of Philadelphia, Inc. | 08-14837 | 36-3209542 | Physical Fitness Centers of Philadelphia, Inc.; Bally Total Fitness |
| Bally Total Fitness of Rhode Island, Inc. | 08-14838 | 36-3209549 | Providence Fitness Centers, Inc.; Bally Total Fitness |
| Bally Total Fitness of the Mid-Atlantic, Inc. | 08-14839 | 52-0820531 | Holiday Universal, Inc.; Crunch; Crunch Fitness; Bally Total Fitness |
| Bally Total Fitness of the Midwest, Inc. | 08-14840 | 34-1114683 | Scandinavian Health Spa, Inc.; Bally Sports Club; Pinnacle Fitness Center; Bally Total Fitness |

| Debtor | Case Number | Tax ID Number | Other Trade Names |
|---|-------------|---------------|---|
| Bally Total Fitness of the Southeast, Inc. | 08-14841 | 52-1230906 | Holiday Health Clubs of the Southeast, Inc.; Bally Total Fitness |
| Bally Total Fitness of Toledo, Inc. | 08-14842 | 38-1803897 | Bally Total Fitness |
| Bally Total Fitness of Upstate New York, Inc. | 08-14844 | 36-3209544 | Holiday Health & Fitness Centers of New York, Inc.; Bally Total Fitness |
| BTF Cincinnati Corporation | 08-14845 | 36-4275970 | None |
| BTF Europe Corporation | 08-14846 | 26-0008641 | None |
| BTF Indianapolis Corporation | 08-14847 | 36-4275972 | None |
| BTF Minneapolis Corporation | 08-14848 | 36-4275973 | None |
| BTF/CFI, Inc. | 08-14849 | 36-4474644 | Crunch Fitness International, Inc.; Iron Acquisition Corp.; Crunch Fitness; Bally Total Fitness |
| BTFCC, Inc. | 08-14850 | 36-4205308 | None |
| BTF Corporation | 08-14851 | 36-4275975 | None |
| Greater Philly No. 1 Holding Company | 08-14852 | 36-3209566 | None |
| Greater Philly No. 2 Holding Company | 08-14853 | 36-3209557 | None |
| Health & Tennis Corporation of New York | 08-14854 | 36-3628768 | Crunch; Crunch Fitness |
| Holiday Health Clubs of the East Coast, Inc. | 08-14855 | 52-1271028 | None |
| Holiday/Southeast Holding Corp. | 08-14856 | 52-1289694 | None |
| Jack LaLanne Holding Corp. | 08-14857 | 95-3445400 | None |
| New Fitness Holding Co., Inc. | 08-14858 | 36-3209555 | None |
| Nycon Holding Co., Inc. | 08-14859 | 36-3209533 | None |
| Rhode Island Holding Company | 08-14860 | 36-3261314 | None |
| Tidelands Holiday Health Clubs, Inc. | 08-14861 | 52-1229398 | Bally Total Fitness |
| U.S. Health, Inc. | 08-14862 | 52-1137373 | Bally Total Fitness |