

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

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| <input type="checkbox"/> Bally Total Fitness of Greater New York, Inc. (Case No. 08-14818)
<input type="checkbox"/> Bally ARA Corporation (Case No. 08-14819)
<input type="checkbox"/> Bally Fitness Franchising, Inc. (Case No. 08-14820)
<input type="checkbox"/> Bally Total Fitness Holding Corporation (Case No. 08-14821)
<input type="checkbox"/> Bally Franchise RSC, Inc. (Case No. 08-14822)
<input type="checkbox"/> Bally Franchising Holdings, Inc. (Case No. 08-14823)
<input type="checkbox"/> Bally Real Estate I LLC (Case No. 08-14824)
<input type="checkbox"/> Bally REFS West Hartford LLC (Case No. 08-14825)
<input type="checkbox"/> Bally Sports Clubs, Inc. (Case No. 08-14826)
<input type="checkbox"/> Bally Total Fitness Corporation (Case No. 08-14827)
<input type="checkbox"/> Bally Total Fitness Franchising, Inc. (Case No. 08-14828)
<input type="checkbox"/> Bally Total Fitness International, Inc. (Case No. 08-14829)
<input type="checkbox"/> Bally Total Fitness of California, Inc. (Case No. 08-14831)
<input type="checkbox"/> Bally Total Fitness of Colorado, Inc. (Case No. 08-14832) | <input type="checkbox"/> Bally Total Fitness of Connecticut Coast, Inc. (Case No. 08-14833)
<input type="checkbox"/> Bally Total Fitness of Connecticut Valley, Inc. (Case No. 08-14834)
<input type="checkbox"/> Bally Total Fitness of Minnesota, Inc. (Case No. 08-14835)
<input type="checkbox"/> Bally Total Fitness of Missouri, Inc. (Case No. 08-14836)
<input type="checkbox"/> Bally Total Fitness of Philadelphia, Inc. (Case No. 08-14837)
<input type="checkbox"/> Bally Total Fitness of Rhode Island, Inc. (Case No. 08-14838)
<input type="checkbox"/> Bally Total Fitness of the Mid-Atlantic, Inc. (Case No. 08-14839)
<input type="checkbox"/> Bally Total Fitness of the Midwest, Inc. (Case No. 08-14840)
<input type="checkbox"/> Bally Total Fitness of the Southeast, Inc. (Case No. 08-14841)
<input type="checkbox"/> Bally Total Fitness of Toledo, Inc. (Case No. 08-14842)
<input type="checkbox"/> Bally Total Fitness of Upstate New York, Inc. (Case No. 08-14844) | <input type="checkbox"/> BTF Cincinnati Corporation (Case No. 08-14845)
<input type="checkbox"/> BTF Europe Corporation (Case No. 08-14846)
<input type="checkbox"/> BTF Indianapolis Corporation (Case No. 08-14847)
<input type="checkbox"/> BTF Minneapolis Corporation (Case No. 08-14848)
<input type="checkbox"/> Greater Philly No. 1 Holding Company (Case No. 08-14852)
<input type="checkbox"/> Greater Philly No. 2 Holding Company (Case No. 08-14853)
<input type="checkbox"/> Health & Tennis Corporation of New York (Case No. 08-14854)
<input type="checkbox"/> Holiday Health Clubs of the East Coast, Inc. (Case No. 08-14855)
<input type="checkbox"/> Holiday/Southeast Holding Corporation (Case No. 08-14856)
<input type="checkbox"/> Jack LaLanne Holding Corp. (Case No. 08-14857)
<input type="checkbox"/> New Fitness Holding Co., Inc. (Case No. 08-14858)
<input type="checkbox"/> Nycon Holding Co., Inc. (Case No. 08-14859)
<input type="checkbox"/> Rhode Island Holding Company (Case No. 08-14860)
<input type="checkbox"/> Tideland's Holiday Health Clubs, Inc. (Case No. 08-14861)
<input type="checkbox"/> U.S. Health, Inc. (Case No. 08-14862) |
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NOTE: Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).

Name of Creditor (the person or other entity to whom the debtor owes money or property):		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
Name and address where notices should be sent:	Name and address where payment should be sent (if different from left):	
Telephone number:	Telephone number:	

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. <input type="checkbox"/> 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.	<input type="checkbox"/> 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. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
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2. Basis for Claim: _____ (See instruction #2 on reverse side.)	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.
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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.)	<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> 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). <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5). <input type="checkbox"/> 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). <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).
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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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> 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: \$ _____	*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
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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:	Amount entitled to priority: \$ _____ FOR COURT USE ONLY
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<div style="border: 1px solid black; width: 60px; height: 30px; display: inline-block; margin-bottom: 5px;">Date:</div> 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.	*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
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INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority. All administrative claims must be asserted by an appropriate "request" under 11 U.S.C. § 503(a) and should not be asserted on this Proof of Claim form.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgement of Filing a Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website: www.kcccllc.net/bally.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.