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|--|--|
| Name of Debtor (if individual, enter Last, First, Middle): Bally Total Fitness of Greater New York, Inc. | 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./Complete EIN or other Tax I.D. No. (if more than one, state all): 95-3445399 | Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (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 | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP CODE 60631 | 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): c/o Bally Total Fitness Holding Corporation 8700 West Bryn Mawr Avenue, 2 nd Floor Chicago, Illinois | Mailing Address of Joint Debtor (if different from street address): |
| ZIP CODE 60631 | 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 | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |
| | 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). | 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"/> 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 checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" 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). |
|---|---|

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|--|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|--------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|--|
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | THIS SPACE IS FOR COURT USE ONLY | | | | | | | | | | | | | | | | | | | | |
| Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table> | 1-49 | 50-99 | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | Over 100,000 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | |
| 1-49 | 50-99 | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | Over 100,000 | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | | | | | | | | | | | | |
| Estimated Assets <input type="checkbox"/> \$0 to \$10,000 <input type="checkbox"/> \$10,000 to \$100,000 <input type="checkbox"/> \$100,000 to \$1 million <input type="checkbox"/> \$1 million to \$100 million <input checked="" type="checkbox"/> More than \$100 million | | | | | | | | | | | | | | | | | | | | | |
| Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,000 to \$100,000 <input type="checkbox"/> \$100,000 to \$1 million <input type="checkbox"/> \$1 million to \$100 million <input checked="" type="checkbox"/> More than \$100 million | | | | | | | | | | | | | | | | | | | | | |

Voluntary Petition
 (This page must be completed and filed in every case.)
 Name of Debtor(s): Bally Total Fitness of Greater New York, Inc.
 Pg 2 of 25

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

| | | |
|-----------------------|--------------|-------------|
| Location Where Filed: | Case Number: | Date Filed: |
| Location Where Filed: | Case Number: | Date Filed: |

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

| | | |
|---|---------------|-------------|
| Name of Debtor: See Attached Exhibit 2 | Case Number: | Date Filed: |
| District: Southern District of New York | Relationship: | Judge: |

| | |
|---|---|
| <p 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 checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | <p align="center">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p> |
|---|---|

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

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.

Statement by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

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

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.

Voluntary Petition

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

Name of Debtor(s): Bally Total Fitness of Greater New York, Inc.

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/ John W. Weiss _____
/s/ Joseph Furst, III _____ /s/ David S. Heller _____

Signature of Attorney for Debtor(s)

John W. Weiss, Esq., _____
Joseph Furst, III, Esq., _____ David S. Heller, Esq. _____

Printed Name of Attorney for Debtor(s)

Latham & Watkins LLP _____ Latham & Watkins LLP _____

Firm Name

Address

885 Third Avenue _____ Sears Tower, Suite 5800 _____

Suite 1000 _____ 233 South Wacker Drive _____

New York, New York 10022 _____ Chicago, Illinois 60606 _____

(212) 906-1200 _____ (312) 876-7700 _____

Date 07/31/07 _____

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 19B is attached.

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

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

Address

X _____
Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Marc D. Bassewitz _____
Signature of Authorized Individual

Marc D. Bassewitz _____

Printed Name of Authorized Individual

Senior Vice President, General Counsel & Secretary _____

Title of Authorized Individual

07/31/07 _____

Date

EXHIBIT 1

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

F/K/A Jack La Lanne Fitness Centers, Inc.

D/B/A Jack La Lanne Holiday Spa; Crunch; Crunch Fitness; Bally Total Fitness; Bally Sports Club

EXHIBIT 2

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 Holding 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 La Lanne 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. | |

Bally Total Fitness of Greater New York, Inc.

EXHIBIT A TO VOLUNTARY PETITION

1. If any of Debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934, the SEC file number is: 333-109289-02.
2. The following financial data is the latest available information and refers to the Debtor's condition on December 31, 2006:
 - a. Total assets: \$396,771,000¹
 - b. Total debts: \$761,347,000²
 - c. Description of publicly traded debt: None
3. Brief description of the Debtor's business: Owning and operating health club facilities.
4. The following person directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: Jack LaLanne Holding Corp.

¹ "Total assets" is presented on a consolidated basis for Bally Total Fitness Holding Corporation and all its debtor and non-debtor affiliates and subsidiaries.

² "Total debts" is presented on a consolidated basis for Bally Total Fitness Holding Corporation and all its debtor and non-debtor affiliates and subsidiaries.

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

In re:) Chapter 11
)
 BALLY TOTAL FITNESS OF)
 GREATER NEW YORK, INC., et al.,) Case No. 07-_____ (_____)
)
 Debtors.)
) Jointly Administered

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

| <i>Creditor Rank</i> | <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim (if secured also state value of security)</i> |
|----------------------|--|--|---|---|--|
| 1 | 9 7/8% Series B & D Senior Subordinated Notes | HSBC Bank USA, National Association Corporate Trust and Loan Agency - Indenture Trustee Robert Conrad 452 Fifth Avenue New York, NY 10018-2706 | Bondholders | | \$321,618,229 |
| 2 | 10 1/2% Senior Unsubordinated Notes | U.S. Bank N.A. - Indenture Trustee Patricia J. Kapsch, Assistant Vice President 60 Livingston Avenue St. Paul, MN 55107 651-495-3960 | Bondholders | | \$246,309,375 |
| 3 | Harry Schwartz | Harry Schwartz 10859 Emerald Coast Parkway W., Unit #4- 404 Destin, FL 32550 | Professional Fees | | \$2,096,649 |

| <i>Creditor Rank</i> | <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim (if secured also state value of security)</i> |
|----------------------|--|---|---|---|--|
| 4 | El Segundo Plaza, L.P. | El Segundo Plaza, L.P. 11101 Lakewood Blvd. Downey, CA 90241 | Trade Debt | | \$1,179,318 |
| 5 | Grupo Gallegos | Grupo Gallegos Julie Beall 401 E. Ocean Blvd., 6th Fl Long Beach, CA 90802 562-256-3600 | Trade Debt | | \$846,312 |
| 6 | Vornado Forest plaza, LLC | Vornado Forest Plaza, LLC C/O Skyline Management Corp 600 Old Country Road, Suite 425 Garden City, NY 11530 | Trade Debt | | \$705,833 |
| 7 | 750 Sunrise Associates | 750 Sunrise Associates C/O Allan Kozich 1220 NE 4th Ave Fort Lauderdale, FL 33304 | Trade Debt | | \$640,556 |
| 8 | The Morris Rochlin Trust UAD 3/3/94 | The Morris Rochlin Trust UAD 3/3/94 613 Rue Du Lac West Bloomfield, MI 48323 | Trade Debt | | \$621,866 |
| 9 | Jenner & Block LLP | Jenner & Block LLP Jody Lucey 330 N. Wabash Ave. Chicago, IL 60611 312-222-9350 | Professional Fees | | \$618,377 |
| 10 | Rancon Realty Fund V Subsidiary LLC | Rancon Realty Fund V Subsidiary LLC P.O. Box 6022 Hicksville, NY 11802-6022 | Trade Debt | | \$600,087 |
| 11 | David Mandelbaum | 80 Main Street West Orange, NJ 07052-5497 | Professional Fees | | \$500,000 |

| <i>Creditor Rank</i> | <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim (if secured also state value of security)</i> |
|----------------------|--|---|---|---|--|
| 12 | Cuyahoga County Real Estate Tax | Cuyahoga County Real Estate Tax James Rokakis P.O. Box 94547 Cleveland, OH 44101-4547 | Trade Debt | | \$491,244 |
| 13 | California Personal Property Tax | California Personal Property Tax P.O. Box 54027 Los Angeles, CA 90054-0027 | Trade Debt | | \$421,984 |
| 14 | 119 Sixth Street Limited Liability Company | 119 Sixth Street Limited Liability Company 3611 North Kedzie Ave. Chicago, IL 60618 | Trade Debt | | \$393,005 |
| 15 | TXU Energy | TXU Energy P.O. Box 660161 Dallas, TX 75266-0161 | Trade Debt | | \$380,429 |
| 16 | S & T Investments - Clearwater Partnership | S & T Investments - Clearwater Partnership C/O Boulder Venture 2226 State Road 580 Clearwater, FL 33763 | Trade Debt | | \$376,144 |
| 17 | Ozburn-Hessey Logistics | Ozburn-Hessey Logistics Vivian Harris PO Box 692192 Cincinnati, OH 45269-2192 615-880-4865 | Trade Debt | | \$367,707 |
| 18 | AT&T Corporation | AT&T Corporation Opus Billing Dept PO Box 198401 Atlanta, GA 30384-8401 800-262-3589 | Trade Debt | | \$363,525 |

| <i>Creditor Rank</i> | <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim (if secured also state value of security)</i> |
|----------------------|--|---|---|---|--|
| 19 | H.E.C. Holding Company | H.E.C. Holding Company C/O Jay Stahler 50 Schrieffer P.O. Box 1526 S. Hackensack, NJ 7606 | Trade Debt | | \$357,338 |
| 20 | Bluemound Office Company | Bluemound Office Company Attention: Dennis Klein 16985 W. Bluemound Rd. Brookfield, WI 53005 | Trade Debt | | \$347,917 |
| 21 | R.H. Construction and Dal-Tile | R.H. Construction and Dal-Tile 11720 Warfield San Antonio, TX 78216 | Trade Debt | | \$347,312 |
| 22 | Starcom Worldwide Inc. | Starcom Worldwide Division of Leo Burnett USA, inc. 12076 Collections Center Drive Chicago, IL 60693 | Trade Debt | | \$341,278 |
| 23 | State of Texas | State of Texas Dept of Licensing and Regulation PO Box 12157 Austin, TX 78711 512-463-5522 | Trade Debt | | \$325,000 |
| 24 | Standard Funding Corp. | Standard Funding Corp. PO Box 9011 Syosset, NY 11791 516-364-0200 | Trade Debt | | \$310,386 |
| 25 | Conedison Solutions | Conedison Solutions Jaf Station P.O. Box 1702 NEW YORK, NY 10116-1702 | Trade Debt | | \$309,347 |

| <i>Creditor Rank</i> | <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim (if secured also state value of security)</i> |
|----------------------|--|---|---|---|--|
| 26 | Commonwealth Edison | Commonwealth Edison Bill Payment Center Chicago, IL 60668 | Trade Debt | | \$283,295 |
| 27 | Woolbright Coral Springs II, LLC | Woolbright Coral Springs II, LLC C/O American Realty Investors 598 Riverside Drive Coral Springs, FL 33071 | Trade Debt | | \$281,271 |
| 28 | BMS Realty Company | BMS Realty Company 100 Cedar Ave Hewlett Bay Park, NY 11557 | Trade Debt | | \$276,722 |
| 29 | California SUI Tax | California SUI Tax Employment Development P.O. Box 82604 Sacramento, CA 94230-6204 | Trade Debt | | \$276,344 |
| 30 | Bowne of Chicago | Bowne of Chicago P.O. Box 71857 Chicago IL, 60694-1857 | Trade Debt | | \$248,100 |
| 31 | Cook County Real Estate Tax | Cook County Real Estate Tax Cook County Collector P.O. Box 641547 Chicago, IL 60664-1547 | Trade Debt | | \$238,719 |
| 32 | Michigan State Tax | Michigan State Tax P.O. Box 79001 Detroit, MI 48279-1176 | Trade Debt | | \$230,000 |
| 33 | Florida Sales Tax | Florida Sales Tax 5050 W. Tennessee St. Tallahassee, FL 32399-6586 | Trade Debt | | \$219,497 |

| <i>Creditor Rank</i> | <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim (if secured also state value of security)</i> |
|----------------------|--|---|---|---|--|
| 34 | Texas Sales Tax | Texas Sales Tax Texas Controller's Office 111 E. 17th St. Austin, TX 78774-0100 | Trade Debt | | \$216,866 |
| 35 | Ernst & Young LLP | Ernst & Young LLP Sears Tower, 233 South Wacker Drive Chicago, IL 60606 | Trade Debt | | \$209,100 |
| 36 | Federal Taxes - Internal Revenue Service | Internal Revenue Service P.O. Box 15083 Atlanta, GA 30348-5083 | Trade Debt | | \$204,374 |
| 37 | Southern California Edison Co. | Southern California Edison Co. P.O. Box 600 Rosemead, CA 91771 | Trade Debt | | \$203,442 |
| 38 | Orlando Partnership | Orlando Partnership C/O Boulder Venture 2226 State Road 580 Clearwater, FL 33763-1126 | Trade Debt | | \$198,376 |
| 39 | California Workmans Comp | California Workmans Comp Barlocker Insurance Co. 1330 S. Bascom Ave. San Jose, CA 95218 | Trade Debt | | \$189,387 |
| 40 | Qwest | Qwest P.O. Box 91155 Seattle, WA 98111-9255 | Trade Debt | | \$187,929 |

| <i>Creditor Rank</i> | <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim (if secured also state value of security)</i> |
|----------------------|--|---|---|---|--|
| 41 | Ohio Workmans Compensation | Ohio Workmans Compensation BWC State Insurance Fund Corp BWC State Insurance Fund Corp Processing Dept Columbus, OH 43271-0821 | Trade Debt | | \$181,006 |
| 42 | Sentry Insurance | Sentry Insurance P.O. Box 88372 Milwaukee, WI 53288-0372 | Trade Debt | | \$180,216 |
| 43 | Washington Sales Tax | Washington Sales Tax WA Department of Revenue P.O. Box 34052 Seattle, WA 98124-1052 | Trade Debt | | \$179,308 |
| 44 | W. W. Grainger Inc. | W.W. Grainger Inc. Rob Rooney Dept C-Pay-28F Palatine, IL 60038-0002 404-496-9994 | Trade Debt | | \$177,982 |
| 45 | Pacific Gas & Electric Co. | Pacific Gas & Electric Co. P.O. Box 997300 Sacramento, CA 95899-7300 | Trade Debt | | \$157,317 |
| 46 | The Analysis Group | The Analysis Group 111 Huntington Ave Boston, MA 02199 | Trade Debt | | \$157,025 |
| 47 | Verizon - Northwest | Verizon - Northwest P.O. Box 17577 Baltimore, MD 21297-0513 | Trade Debt | | \$153,965 |
| 48 | DTE Energy | DTE Energy P.O. Box 2859 Detroit, MI 48260-0001 | Trade Debt | | \$152,820 |

| <i>Creditor Rank</i> | <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim (if secured also state value of security)</i> |
|----------------------|--|---|---|---|--|
| 49 | Randolph Investment, LLC | Randolph Investment, LLC P.O. Box 149 Clayton, OH 45315 | Trade Debt | | \$151,084 |
| 50 | FPL | P.O. Box 997300 Sacramento, CA 95899-7300 | Trade Debt | | \$144,552 |

**DECLARATION CONCERNING THE DEBTORS' LIST OF CREDITORS
HOLDING THE FIFTY LARGEST UNSECURED CLAIMS**

I, Marc D. Bassewitz, am the Senior Vice President, General Counsel and Secretary of Bally Total Fitness Holding Corporation and in such capacity am familiar with the financial affairs of the Debtors. I have reviewed the foregoing List of Creditors Holding the Fifty Largest Unsecured Claims, and declare that the information contained therein is true and correct to the best of my knowledge, belief and understanding.

Dated: July 31, 2007

/s/ Marc D. Bassewitz

Marc D. Bassewitz
Senior Vice President, General Counsel and
Secretary

Bally Total Fitness Holding Corporation

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors (the "Board") of the corporation identified on the signature page hereto (the "Corporation"), acting by written consent in lieu of holding a formal meeting, pursuant to applicable law, do hereby consent to and hereby adopt the following resolutions:

BE IT RESOLVED, that the Corporation commence the steps to carry out a financial restructuring (the "Restructuring") pursuant to the plan of reorganization of Bally Total Fitness Holding Corporation ("Bally") and certain of its subsidiaries, and in furtherance thereof, execute and deliver the Restructuring Support Agreement described to the Board, in such form and of such substance as shall be approved by any "proper officer" (as defined below) of the Corporation and each such proper officer shall be, and hereby is, authorized and directed on behalf of the Corporation to negotiate, execute, deliver, file and perform the Restructuring Support Agreement for and on behalf of the Corporation;

FURTHER RESOLVED, that the proper officers are hereby authorized and directed to enter into a Backstop Purchase Agreement as a guarantor of fees payable by Bally in connection with the agreement of certain holders of Bally's 9-7/8% Senior Subordinated Notes due 2007 (the "Existing Senior Subordinated Notes") to subscribe, in a rights offering by Bally, for their pro rata share of (i) a new series of senior subordinated notes in the aggregate principal amount of \$90 million (the "Rights Offering Senior Subordinated Notes") and (ii) any Rights Offering Senior Subordinated Notes not subscribed for by other holders of the Existing Senior Subordinated Notes, in such form and of substance that shall be approved by any such proper officer and each such proper officer shall be, and hereby is, authorized and directed on behalf of the Corporation to negotiate, execute, deliver, file and perform the Backstop Purchase Agreement for and on behalf of the Corporation;

FURTHER RESOLVED, that each proper officer be, and hereby is, authorized and empowered, with full power of delegation, for and in the name and on behalf of the Corporation to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions;

FURTHER RESOLVED, that any document heretofore executed and any action heretofore taken by any director or any officer of the Corporation in furtherance of the business of the Corporation otherwise permitted under or contemplated by these resolutions be, and each of them hereby is, ratified, confirmed and approved for all purposes and in all respects;

FURTHER RESOLVED that for the purposes of these resolutions, the “proper officers” of the Corporation shall be each of the following officers which have been established by the Board: the Chief Executive Officer, the Chief Financial Officer, the President, any Vice President (however designated), the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the Corporation;

FURTHER RESOLVED that this written consent may be executed in counterparts, any one of which may be executed and delivered via facsimile or portable document format (PDF), each of which shall be deemed to be an original and all of which, taken together, shall constitute one and the same instrument; and

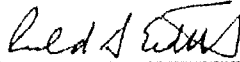
FURTHER RESOLVED that this consent shall be filed with the minutes of the Corporation.

[Signature Page Follows]

Dated as of June 15, 2007



Harold Morgan



Ronald Eidell



William G. Fanelli

**BEING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF BALLY TOTAL
FITNESS OF GREATER NEW YORK, INC.**

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors (the "Board") of the corporation identified on the signature page hereto (the "Corporation"), acting by written consent in lieu of holding a formal meeting, pursuant to applicable law, do hereby consent to and hereby adopt the following resolutions:

WHEREAS, the Board has determined that it is desirable and in the best interests of the Corporation, its creditors, stockholders, and other interested parties, that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code") or that the Corporation consent to entry of an order for relief in response to an involuntary petition under chapter 11 of the Bankruptcy Code.

NOW THEREFORE BE IT RESOLVED that each "proper officer" (as defined below) of the Corporation shall be, and hereby is, authorized and directed on behalf of the Corporation to execute and verify petitions in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York in such form and at such time as the officer executing said petitions shall determine; and it is further

RESOLVED that each proper officer be, and hereby is, authorized and directed on behalf of the Corporation and/or the Subsidiaries to execute and verify the necessary documents in the name of the Corporation in such form and at such time as the Authorized Officer executing said petition shall determine; and it is further

RESOLVED, that each proper officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to take all actions necessary or appropriate for the Corporation to obtain postpetition financing according to the terms negotiated by such proper officer, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments (the "Credit Documents") as may be deemed necessary or appropriate by the proper officer; and it is further

RESOLVED that each proper officer be, and hereby is, authorized, directed and empowered, with full power of delegation, on behalf of and in the name of the Corporation, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all

action which they deem necessary and proper in connection with each chapter 11 case contemplated hereby, and to take any necessary steps to coordinate each chapter 11 case with any concurrent bankruptcy proceedings by the Corporation or any of their affiliates under the Bankruptcy Code; and it is further

RESOLVED that each proper officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to employ and retain the law firm of Latham & Watkins LLP, Suite 5800, Sears Tower, 233 South Wacker Drive, Chicago, Illinois 60606 and Suite 1000, 885 Third Avenue, New York, New York 10022-4834, as attorneys for the Corporation in the chapter 11 case; and it is further

RESOLVED that each proper officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to employ and retain such further legal, financial, accounting and bankruptcy services firms (together with Latham & Watkins LLP and its affiliates, the "Professionals") as may be deemed necessary or appropriate by the proper officer; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any officer of the Corporation or any of the Professionals to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case in connection with such proceedings, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED that each proper officer be, and hereby is, authorized and empowered, with full power of delegation, for and in the name and on behalf of the Corporation to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further

RESOLVED that each proper officer be, and hereby is, authorized, with full power of delegation, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses, as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED that each proper officer may take any of the steps set forth herein, including, but not limited to, seeking relief or causing relief to be sought under the provisions of chapter 11 of the Bankruptcy Code, on behalf of any or all of the direct or indirect subsidiaries of each of the Corporation as any proper officer in its discretion deems appropriate; and it is further

RESOLVED that for the purposes of these resolutions, the "proper officers" of the Corporation shall be each of the following officers which have been established by the Board: the Chief Executive Officer, the Chief Financial Officer, the President, any

Vice President (however designated), the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the Corporation; and it is further


RESOLVED that this written consent may be executed in counterparts, each of which shall be deemed to be an original and all of which, taken together, shall constitute one and the same instrument; and it is further

RESOLVED that this written consent may be executed in counterparts, any one of which may be executed and delivered via facsimile or portable document format (PDF), each of which shall be deemed to be an original and all of which, taken together, shall constitute one and the same instrument; and it is further

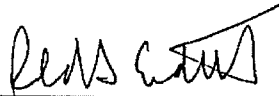
RESOLVED that this consent shall be filed with the minutes of the Corporation.

[Signature Page Follows]

Dated as of July 26, 2007



Harold Morgan



Ronald Eidell



William G. Fanelli

**BEING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF BALLY TOTAL
FITNESS OF GREATER NEW YORK, INC.**

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors (the "Board") of the company identified on the signature page hereto (the "Company"), acting by written consent in lieu of holding a formal meeting, pursuant to applicable law, do hereby consent to and hereby adopt the following resolutions:

WHEREAS, holders of the 10-1/2% Senior Notes due 2011 and 9-7/8% Senior Subordinated Notes due 2007 issued by Bally Total Fitness Corporation and guaranteed by the Company have cast the requisite votes in favor of a "prepackaged" plan of reorganization; and

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company, its creditors, stockholders 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");

NOW THEREFORE BE IT RESOLVED, that each proper officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to take all actions necessary or appropriate for the Company to file and consummate the transactions contemplated by that certain Joint Prepackaged Chapter 11 Plan of Reorganization of Bally Total Fitness Holding Corporation and its Affiliate Debtors, dated as of June 27, 2007, as it may be amended or otherwise modified from time to time (the "Plan") and the disclosure statement related thereto (the "Disclosure Statement") (copies of which are included as Exhibit 99.2 to the Current Report on Form 8-K of Bally Total Fitness Holding Corporation dated June 27, 2007) according to the terms negotiated by such proper officer, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments (the "Plan Documents") as may be deemed necessary or appropriate by the proper officer or otherwise described in or contemplated by the Plan and Disclosure Statement; and it is further

RESOLVED, that each proper officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to take all actions necessary or appropriate for the Company to obtain postpetition financing according to the terms negotiated by such proper officer, including exit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments (the "Credit Documents") as may be deemed necessary or appropriate by the proper officer; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by an officer of the Company to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case in connection with such proceedings, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by an officer of the Company to obtain postpetition financing, including exit facilities, and to effectuate the foregoing and enter into the Credit Documents, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further


RESOLVED, that for the purposes of these resolutions, the "proper officers" of the Company shall be each of the following officers which have been established by the Board: the Chief Executive Officer, the Chief Financial Officer, the President, any Vice President (however designated), the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the Company; and it is further

RESOLVED, that this written consent may be executed in counterparts, any one of which may be executed and delivered via facsimile or portable document format (PDF), each of which shall be deemed to be an original and all of which, taken together, shall constitute one and the same instrument; and it is further

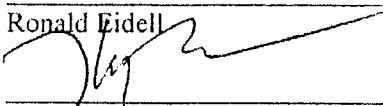
RESOLVED, that this consent shall be filed with the minutes of the Company.

[Signature Page Follows]

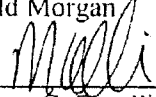
Dated as of July 30 2007



Ronald Eidell



Harold Morgan



William G. Fanelli

BEING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF BALLY
TOTAL FITNESS OF GREATER NEW
YORK, INC.