

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

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

Ref. Docket No. 622

**ORDER (I) FIXING DEADLINES FOR FILING PROOFS OF CLAIM
AND (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the *Debtors' Motion for Entry of an Order (I) Fixing Deadlines for Filing proofs of claim, and (II) Approving the Form and Manner of Notice Thereof* (the “**Motion**”);² and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having jurisdiction to enter a final order consistent with Article III of the United States Constitution; and venue of these chapter 11 cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and this Court having held a hearing (the “**Hearing**”) to consider the relief requested in the Motion; and this Court having determined that there is good and sufficient cause for the relief set forth in this Order; and after due deliberation thereon,

¹ The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. All claims (as defined in section 101(5) of the Bankruptcy Code) of a person or entity (other than a governmental unit) arising before the Petition Date, including, but not limited to, any claims arising under section 503(b)(9) of the Bankruptcy Code (“**503(b)(9) Claims**”) against the Debtors’ estates and administrative expenses against a Debtor for the value of goods sold to such Debtor in the ordinary course of business and received by such Debtor within 20 days before the Petition Date, based upon the Debtors’ primary, secondary, direct, indirect, fixed, secured, unsecured, contingent, guaranteed, disputed, undisputed, liquidated, unliquidated, matured, unmatured, legal, or equitable liability or otherwise, except as otherwise provided for or specifically excepted in this Order or in the Motion, shall be filed with Donlin, Recano & Company, Inc. (“**DRC**”) pursuant to the procedures provided in this Order so as to be actually received on or before **February 22, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “**General Bar Date**”). For the avoidance of doubt, holders of claims for any amounts which came due or accrued under an unexpired lease before the Petition Date shall not be required to file such claims unless and until the unexpired lease is rejected.
3. All governmental units (as defined in section 101(27) of the Bankruptcy Code, including any such entities that hold a claim arising from prepetition tax years or periods or prepetition transactions to which a Debtor was a party) holding or wishing to assert claims against the Debtors arising before the Petition Date are required to file a proof of claim so that any such proof of claim is actually received by DRC on or before **May 10, 2021 at 4:00 p.m. (prevailing Eastern Time)** (the “**Government Bar Date**”).
4. The proposed Bar Date Notice, substantially in the form attached as **Exhibit 1** hereto, and the proposed Proof of Claim Form, substantially in the form attached as **Exhibit 2**

hereto, are approved in their entirety.

5. If the Debtors amend or supplement their Schedules of Assets and Liabilities (the “**Schedules**”) after the Bar Date Notice is served, in accordance with Local Rule 1009-2, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby within 14 days thereof, and such holders, as set forth in any such notice, shall have until the later of (i) the applicable Bar Date or (ii) 4:00 p.m. (prevailing Eastern Time) on the date that is 21 days from the date of service of such notice to file a proof of claim or be barred from so doing.

6. Holders of claims against the Debtors arising from the rejection by the Debtors of an executory contract or unexpired lease must file a proof of claim on or before the later of (a) the General Bar Date, (b) 4:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the entry of an order by the Court authorizing such rejection, or (c) such other date, if any, as the Court may fix in the order authorizing such rejection. Notwithstanding the foregoing, a party to an executory contract that asserts a claim (other than a rejection damages claim) on account of unpaid amounts or other obligations accrued and outstanding as of the Petition Date pursuant to such executory contract must file a proof of claim for such amounts or obligations on or before the General Bar Date or Government Bar Date, as applicable, unless such party is expressly excluded from filing a proof of claim by this Order.

7. The following persons and entities are *not* required to file a proof of claim on or before the applicable Bar Dates with respect to the types of claims described in this Paragraph 7:

- a. None of the DIP Agent, the DIP Lenders, the Prepetition Secured Parties, or YF FC Acquisition LLC (the “**Buyer**”) shall be required to file proofs of claim in these chapter 11 cases to maintain or assert their respective claims for payment or satisfaction of any obligations arising under (1) the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507, Bankruptcy Rules 2002, 4001, 6004 and 9014 and Local Bankruptcy Rule 4001-2 (I) Authorizing*

the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (II) Authorizing the Debtors' Limited Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Secured Parties, and (IV) Granting Related Relief [Docket No. 231] (as amended, restated, supplemented, or otherwise modified from time to time, the “**Final DIP Order**”)³, including, without limitation, on account of Adequate Protection, (2) any other DIP Credit Documents, (3) the Prepetition Credit Documents, (4) the Sale Order, or (5) the Asset Purchase Agreement, dated November 10, 2020, by and between the Debtors and the Buyer (as amended by that certain First Amendment to Asset Purchase Agreement, dated as of December 4, 2020, and as the same may be further amended, restated, supplemented, or otherwise modified from time to time) attached to the Sale Order, each as applicable; *provided, however*, that the Prepetition Agent on its behalf and the behalf of the Prepetition Secured Parties, the DIP Agent on its behalf and the behalf of the DIP Agent and the DIP Lenders, and the Buyer on its own behalf are authorized, but not required, to file a master proof of claim on account of their respective claims against the Debtors;

- b. Any person or entity who has already filed a proof of claim in these chapter 11 cases with DRC or with the Clerk of the Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware, 19801, on account of a particular claim, except to the extent such claimant wishes to amend its previously filed proof of claim;
- c. Any person or entity whose claim is listed on the applicable Debtor's Schedules; *provided, however*, that (i) the claim is not listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules, (iii) the person or entity does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules, and (iv) the person or entity does not have or assert any other claims against the Debtors (the assertion of which would require the filing of a proof of claim unless another exception applies);
- d. Any person or entity that holds an equity security interest in the Debtors, which interest exclusively is based upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; *provided, however*, that if any such holder asserts a *claim* (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of claim must be filed on or before the applicable Bar Date; *provided, further*, that the Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to section 510(b) of the

³ All defined terms in this Paragraph 7(a) shall have the meanings ascribed to them in the Final DIP Order.

Bankruptcy Code;⁴

- e. Any holder of a claim by a Debtor against another Debtor, with respect to such claim;
- f. Any person or entity whose claim has been paid in full;
- g. Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates, except for a holder of a 503(b)(9) Claim, which 503(b)(9) Claim must be asserted by filing a proof of claim on or before the applicable Bar Date;
- h. Any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- i. Any holder of a claim for which a separate deadline is (or has been) fixed by this Court; and
- j. Any holder of a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date.

8. The Debtors retain the right to seek relief at a later date to establish a bar date requiring holders of equity interests to file proofs of interest.

9. Any creditor whose prepetition claim against the Debtors is not listed in the Schedules or is listed as "disputed," "contingent," or "unliquidated" and that desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases, and any creditor whose prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount, must file a proof of claim on or before the applicable Bar Date for such claim.

10. Each proof of claim, to be properly filed pursuant to this Order, shall (i) be signed, (ii) be written in the English language, (iii) be denominated in currency of the United States, (iv) conform substantially to the Proof of Claim Form attached as **Exhibit 2** hereto, (v) be submitted with copies of supporting documents (or a summary if voluminous) or an explanation

⁴ The Debtors reserve the right to establish at a later time a bar date requiring holders of equity interests to file proofs of interest. If such a bar date is established, holders of equity interests will be notified of the bar date for filing proofs of interest at the appropriate time.

of why such document is not available, and (vi) specify the Debtor, by name and case number, against which the proof of claim is filed.

11. In addition to meeting all the other requirements of the immediately preceding paragraph above, any proof of claim asserting a 503(b)(9) Claim must (i) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date, (ii) attach any documentation identifying the date such goods were received by the Debtor, (iii) state whether the amount asserted in the proof of claim represents a combination of goods and services and, if applicable, the portion of the claim that relates solely to the value of goods, and (iv) attach any documentation identifying the particular invoices for which the 503(b)(9) Claim is being asserted.

12. Proofs of claim filed with DRC will be deemed timely filed only if *actually received* by DRC on or before the applicable Bar Date associated with such claim either: (i) if by U.S. Mail, Donlin, Recano & Company, Inc., Re: YouFit Health Clubs, LLC, et al., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219; (ii) if by hand delivery or overnight mail, Donlin, Recano & Company, Inc., Re: YouFit Health Clubs, LLC, et al., 6201 15th Avenue, Brooklyn, NY 11219; or (iii) electronically using the interface available on the website maintained by DRC in these chapter 11 cases (<https://www.donlinrecano.com/Clients/yfhc/FileClaim>). **DRC shall not accept proofs of claim submitted by any other means than those set forth in this Order, including, but not limited to, facsimile, telecopy, or email.**

13. Any creditor asserting a claim against more than one Debtor is required to submit separate proofs of claim and identify on each proof of claim the Debtor against which the claim is asserted.

14. Parties who wish to receive from DRC a proof of receipt of their proofs of claim, must also include with their original proof of claim a copy of such claim and a self-addressed and

pre-stamped envelope. A party who files a proof of claim electronically can verify receipt of its claim by reviewing claims on the website of DRC at <https://www.donlinrecano.com/Clients/yfhc/ClaimsSearch>.

15. All holders of 503(b)(9) Claims shall be required to file a proof of claim on or before the applicable Bar Date.

16. Pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim who is required to timely file a proof of claim on or before the applicable Bar Date as provided herein, but fails to do so, shall not be treated as a creditor of any Debtor for purposes of voting upon or receiving distributions under any plan or plans of reorganization or liquidation in these chapter 11 cases. If it is unclear from the Schedules whether a creditor's claim is disputed, contingent, or unliquidated as to amount or is otherwise properly listed and classified, such creditor *must* file a proof of claim on or before the applicable Bar Date. Any creditor that relies on the Schedules bears responsibility for determining that its claim is accurately listed therein.

17. In accordance with Bankruptcy Rule 2002, the Debtors are authorized to serve, through DRC, the Bar Date Notice and the Proof of Claim Form by first-class mail, postage prepaid, on or before January 25, 2021 on: (a) all creditors and other known holders of claims; (b) all persons and entities with whom the Debtors conducted business post-petition; (c) parties listed on the Debtors' mailing matrix; (d) all parties to pending litigation against the Debtors; (e) all entities which have filed a notice of appearance in these chapter 11 cases; (f) the Internal Revenue Service; (g) local taxing authorities; (h) all relevant state attorneys general; (i) counsel to the official committee of unsecured creditors; and (j) the Office of the United States Trustee for the District of Delaware. Each party in interest that is entitled to receive notice hereunder will receive a Proof of Claim Form; *provided, however*, that the Debtors are not required to serve the

Bar Date Package on the Members by first-class mail, but may serve the Bar Date Package on or before the Bar Date Mailing Date on the Members by electronic mail to the Members for whom the Debtors have electronic mail addresses and by posting a copy of the Bar Date Note on the Debtors' website; *and further provided, however*, that the Proof of Claim Form may be customized for each creditor whose claim is listed on the Schedules with the creditor's name, address, and information regarding the nature, amount, and status of its claim(s) as reflected in the Schedules.

18. Prior to mailing or transmitting the Bar Date Package, the Debtors may cause to be filled in any missing dates and other information, correct any typographical errors, conform the provisions thereof to this Order, and make such other non-material changes to the Bar Date Notice and the Proof of Claim Form as the Debtors deem necessary or appropriate.

19. After the initial mailing or transmission of the Bar Date Package, the Debtors may, in their discretion, make supplemental mailings or transmissions of notices or packages, including to the extent that: (i) notices are returned by the post office with forwarding addresses; (ii) certain parties acting on behalf of parties in interest (*e.g.*, banks and brokers with respect to equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing; or (iii) additional potential claimants become known as a result of the Bar Date mailing process. If notices are returned as "return to sender" without a forwarding address, the Debtors shall not be required to mail additional notices to such creditors. If the Debtors determine after the Bar Date Notice Mailing Date that additional parties should receive the Bar Date Package, then the date by which a proof of claim must be filed by such parties shall be the later of (i) the General Bar Date or the Government Bar Date, as applicable, or (ii) 4:00 p.m. (prevailing Eastern Time) on the date that is 21 days from the mailing of the Bar Date Package to such parties (the "**Supplemental Bar Date**").

20. The Debtors, through DRC, shall post the Proof of Claim Form and the Bar Date Notice on the website established by DRC in these chapter 11 cases at <https://www.donlinrecano.com/Clients/yfhc/Static/BDPOC>.

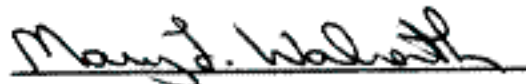
21. The Debtors retain all rights to (i) object to any proof of claim on any grounds; (ii) dispute, or assert offsets or defenses to, any claim reflected on the Schedules, or any amendments thereto, as to amount, liability, classification, or otherwise; and (iii) subsequently designate any claim as disputed, contingent, unliquidated, or undetermined.

22. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

23. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

24. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: January 20th, 2021
Wilmington, Delaware

A handwritten signature in black ink, appearing to read "Mary F. Walrath", written over a horizontal line.

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Bar Date Notice

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

In re

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM
INCLUDING 503(b)(9) CLAIMS**

The chapter 11 bankruptcy cases concerning the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) were filed on November 9, 2020 (the “**Petition Date**”). You may be a creditor of one or more of the Debtors. On January __, 2021 the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) entered an order (the “**Bar Date Order**”) in these chapter 11 cases in accordance with Bankruptcy Rule 3003(c) fixing:

- (a) **February 22, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “**General Bar Date**”) as the last date for persons or entities, other than governmental units, to file proofs of claim against the Debtors on account of claims (as defined in section 101(5) of the Bankruptcy Code) arising, or deemed to have arisen, before Petition Date, including, for the avoidance of doubt, claims (“**503(b)(9) Claims**”) arising under section 503(b)(9) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”); and
- (b) **May 10, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “**Government Bar Date**” and together with the General Bar Dates, the “**Bar Dates**”) as the last date for all governmental units (as defined in section 101(27) of the Bankruptcy Code) to file proofs of claim against the Debtors on account of claims arising, or deemed to have arisen, before the Petition Date.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on any chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim (as defined in section 101(5) of the Bankruptcy Code) that arose before the Petition Date and it is not one of the types of claims described in Section 2 or any subparts thereof below. Acts or omissions of the

¹ The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

Debtors that occurred or arose before the Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated by or before the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. PARTIES WHO NEED NOT FILE A PROOF OF CLAIM

The following persons and entities are *not* required to file a proof of claim on or before the applicable Bar Dates with respect to the types of claims described in this paragraph:

- a. None of the DIP Agent, the DIP Lenders, the Prepetition Secured Parties, or YF FC Acquisition LLC (the “**Buyer**”) shall be required to file proofs of claim in these chapter 11 cases to maintain or assert their respective claims for payment or satisfaction of any obligations arising under (1) the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507, Bankruptcy Rules 2002, 4001, 6004 and 9014 and Local Bankruptcy Rule 4001-2 (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (II) Authorizing the Debtors’ Limited Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Secured Parties, and (IV) Granting Related Relief* [Docket No. 231] (as amended, restated, supplemented, or otherwise modified from time to time, the “**Final DIP Order**”)², including, without limitation, on account of Adequate Protection, (2) any other DIP Credit Documents, (3) the Prepetition Credit Documents, (4) the Sale Order, or (5) the Asset Purchase Agreement, dated November 10, 2020, by and between the Debtors and the Buyer (as amended by that certain First Amendment to Asset Purchase Agreement, dated as of December 4, 2020, and as the same may be further amended, restated, supplemented, or otherwise modified from time to time) attached to the Sale Order, each as applicable; *provided, however*, that the Prepetition Agent on its behalf and the behalf of the Prepetition Secured Parties, the DIP Agent on its behalf and the behalf of the DIP Agent and the DIP Lenders, and the Buyer on its own behalf are authorized, but not required, to file a master proof of claim on account of their respective claims against the Debtors;
- b. Any person or entity who has already filed a proof of claim in these chapter 11 cases with DRC or with the Clerk of the Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington,

² All defined terms in Section 2, Paragraph (a) shall have the meanings ascribed to them in the Final DIP Order.

Delaware, 19801, on account of a particular claim, except to the extent such claimant wishes to amend its previously filed proof of claim;

- c. Any person or entity whose claim is listed on the applicable Debtor's Schedules; *provided, however*, that (i) the claim is not listed on the Schedules as "disputed," "contingent," or "unliquidated," (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules, (iii) the person or entity does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules, and (iv) the person or entity does not have or assert any other claims against the Debtors (the assertion of which would require the filing of a proof of claim unless another exception applies);
- d. Any person or entity that holds an equity security interest in the Debtors, which interest exclusively is based upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; *provided, however*, that if any such holder asserts a *claim* (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of claim must be filed on or before the applicable Bar Date; *provided, further*, that the Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code;³
- e. Any holder of a claim by a Debtor against another Debtor, with respect to such claim;
- f. Any person or entity whose claim has been paid in full;
- g. Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates, except for a holder of 503(b)(9) Claim, which 503(b)(9) Claim must be asserted by filing a proof of claim on or before the applicable Bar Date;
- h. Any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- i. Any holder of a claim for which a separate deadline is (or has been) fixed by this Court; and
- j. Any holder of a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date.

³ The Debtors reserve the right to establish at a later time a bar date requiring holders of equity interests to file proofs of interest. If such a bar date is established, holders of equity interests will be notified of the bar date for filing proofs of interest at the appropriate time.

If the Bankruptcy Court, in the future, fixes a date by which the claims and interests described in subparagraphs (a) through (j) of the above paragraph must be filed, you will be notified. If such bar date is established, holders of such claims and interests will be notified of the bar date for filing proofs of claim and proofs of interest at the appropriate time.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have a claim against the Debtors. The fact that you have received this Notice does not necessarily mean that you have a claim against the Debtors or that the Debtors or the Court believe that you have such a claim. **YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS.**

3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim against the Debtors arising from the rejection of an executory contract or unexpired lease, you must file a proof of claim on or before the later of: (a) the General Bar Date; (b) 4:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the entry of an order by the Court authorizing such rejection; or (c) such other date, if any, as the Court may fix in the order authorizing such rejection. Notwithstanding the foregoing, if you are a party to an executory contract and you assert a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract, you must file a proof of claim for such amounts on or before the General Bar Date or Government Bar Date, as applicable, unless you are expressly excluded from filing a proof of claim by the Bar Date Order.

4. WHEN AND WHERE TO FILE

All proofs of claim *must* be filed with the Debtors' claims agent, Donlin, Recano & Company, Inc. ("**DRC**") pursuant to the procedures provided herein *so as to actually be received* on or before the applicable Bar Date, depending upon the nature of the claim, at the following address if delivered by first class mail, hand delivery, or overnight courier:

If sent by United States Postal Service, send to:

Donlin, Recano & Company, Inc.
Re: YouFit Health Clubs, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If sent by Hand Delivery or Overnight Delivery, send to:

Donlin, Recano & Company, Inc.
Re: YouFit Health Clubs, LLC, et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, proofs of claim may be submitted electronically using the interface available on the website maintained by DRC in these chapter 11 cases (<https://www.donlinrecano.com/Clients/yfhc/FileClaim>).

PROOFS OF CLAIM SENT BY ANY OTHER METHOD THAN THE ABOVE, INCLUDING, BUT NOT LIMITED TO, FACSIMILE, TELECOPY, OR ELECTRONIC MAIL TRANSMISSION, WILL NOT BE ACCEPTED.

If you wish to receive from DRC a proof of receipt of your proof of claim, you must also include with your original proof of claim a copy of such claim and a self-addressed and pre-stamped envelope.

5. WHAT TO FILE

The Debtors are enclosing a proof of claim form (the “**Proof of Claim Form**”) for use in these chapter 11 cases. If your claim is scheduled by the Debtors, the form also may set forth the amount of your claim as scheduled by the Debtors. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors.

To be properly filed pursuant to this Notice, each proof of claim must: (i) be signed, (ii) be written in the English language, (iii) be denominated in currency of the United States, (iv) conform substantially with the Proof of Claim Form provided with this Notice, (v) be submitted with copies of supporting documents (or a summary if voluminous) or an explanation of why such document is not available, and (vi) specify the Debtor, by name and case number, against which the proof of claim is filed. In addition, any proof of claim asserting a section 503(b)(9) claim must (i) include the value of the goods delivered to and received by the Debtor in the 20 days prior to the Petition Date, (ii) attach any documentation identifying the date such goods were received by the Debtor, (iii) state whether the amount asserted in the proof of claim represents a combination of goods and services and, if applicable, the portion of the claim that relates solely to the value of goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

The Proof of Claim Form can be obtained on the website established and maintained by DRC at <https://www.donlinrecano.com/Clients/yfhc/Static/BDPOC>. Alternatively, the Official Bankruptcy Form B410 is available at <https://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>.

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR AND YOU MUST IDENTIFY ON YOUR PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR’S BANKRUPTCY CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS AS FOLLOWS:

<u>Jointly Administered Cases</u>	<u>Case No.</u>
You Fit, LLC [<i>You Fit Health Clubs</i>]	20-12842 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
Three B-Fit, LLC [<i>Three B-Fit, Inc. (Enterprises, Inc.)</i>]	20-12843 (MFW)
YF Arizona LLC	20-12844 (MFW)
YF Concord, LLC [<i>YF Concord, Inc.</i>]	20-12845 (MFW)
YF Gateway, LLC	20-12846 (MFW)
YF Greenacres, LLC [<i>YF Greenacres, Inc.</i>]	20-12847 (MFW)
YF Hammock LLC	20-12848 (MFW)
YF Lago Mar, LLC [<i>YF Lago Mar, Inc.</i>]	20-12849 (MFW)
YF Land O Lakes, LLC [<i>YF Land O Lakes, Inc.</i>]	20-12850 (MFW)
YF Pine Island, LLC [<i>YF Pine Island, Inc.</i>]	20-12851 (MFW)
YF Randallstown, LLC [<i>You Fit Health Clubs</i>]	20-12852 (MFW)
YF Unigold, LLC [<i>YF Unigold, Inc.</i>]	20-12853 (MFW)
You Fit Nine, LLC [<i>You Fit Nine, Inc.</i>]	20-12854 (MFW)
You Fit Seven, LLC [<i>You Fit Seven, Inc.</i>]	20-12855 (MFW)
B-Fit Health Club, LLC	20-12856 (MFW)
Five B-Fit, LLC [<i>Five B-Fit, Inc.</i>]	20-12857 (MFW)
Four B-Fit, LLC [<i>You Fit Clubs; Four B-Fit, Inc.</i>]	20-12858 (MFW)
Six B-Fit LLC [<i>You Fit Health Clubs; Six B-Fit, Inc.</i>]	20-12859 (MFW)
South Florida Health and Fitness, Inc. [<i>You Fit Health Clubs</i>]	20-12860 (MFW)
YF Bethanny, LLC	20-12861 (MFW)
YF Boynton Mall, LLC [<i>YF Boynton Mall, Inc.</i>]	20-12862 (MFW)
YF Carrollwood, LLC [<i>YF Carrollwood, Inc.</i>]	20-12863 (MFW)
YF Coral Way II, LLC	20-12864 (MFW)
YF Coral Way, LLC	20-12865 (MFW)
YF Dania Pointe LLC	20-12866 (MFW)
YF Deerfield, LLC [<i>You Fit Health Clubs</i>]	20-12867 (MFW)
YF Douglasville, LLC [<i>YF Douglasville, Inc.</i>]	20-12868 (MFW)
YF Flagler LLC	20-12869 (MFW)
YF Gilbert North, LLC	20-12870 (MFW)
YF Hialeah, LLC	20-12871 (MFW)
YF Hollywood LLC [<i>YF Hollywood, Inc.</i>]	20-12872 (MFW)
YF Huntsville, LLC [<i>You Fit Health Club</i>]	20-12873 (MFW)
YF Kendall, LLC [<i>You Fit Health Club; YF Kendall, Inc.</i>]	20-12874 (MFW)
YF Lafayette Place, LLC [<i>YF Lafayette Place, Inc.</i>]	20-12875 (MFW)
YF Lantana, LLC [<i>Fit Health Clubs</i>]	20-12876 (MFW)
YF Largo Plaza LLC	20-12877 (MFW)
YF Lauderdale Lakes, LLC [<i>You Fit Health Clubs</i>]	20-12878 (MFW)
YF Loch Raven LLC	20-12879 (MFW)
YF Margate, LLC [<i>YF Margate, Inc.</i>]	20-12880 (MFW)
YF Miami 110th LLC	20-12881 (MFW)
YF Miami Gardens, LLC	20-12882 (MFW)
YF Noles, LLC [<i>YF Noles, Inc.</i>]	20-12883 (MFW)
YF North Lauderdale, LLC	20-12884 (MFW)
YF North Port, LLC [<i>YF North Port, Inc.</i>]	20-12885 (MFW)
YF Okeechobee, LLC [<i>YF Okeechobee, Inc.</i>]	20-12886 (MFW)
YF Olney, LLC [<i>You Fit Health Clubs; YFHC</i>]	20-12887 (MFW)
YF Parkland, LLC [<i>YF Parkland, Inc.</i>]	20-12888 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
YF Pines Boulevard, LLC [<i>YF Pines Boulevard, Inc.</i>]	20-12889 (MFW)
YF Pompano LLC [<i>YF Pompano, Inc.</i>]	20-12890 (MFW)
YF Port Charlotte, LLC [<i>YF Port Charlotte, Inc.</i>]	20-12891 (MFW)
YF Quail Roost, LLC	20-12892 (MFW)
YF Racetrack, LLC [<i>YF Racetrack, Inc.</i>]	20-12893 (MFW)
YF Rhode Island, LLC	20-12894 (MFW)
YF Riverdale, LLC	20-12895 (MFW)
YF Sandalfoot, LLC [<i>You Fit Health Clubs</i>]	20-12896 (MFW)
YF Scottsdale, LLC [<i>YF Scottsdale, Inc.</i>]	20-12897 (MFW)
YF Shiloh, LLC [<i>YF Shiloh, Inc.</i>]	20-12898 (MFW)
YF Singleton, LLC [<i>YF Singleton, Inc.</i>]	20-12899 (MFW)
YF Spring Creek, LLC	20-12900 (MFW)
YF Suwanee, LLC [<i>YF Suwanee, Inc.</i>]	20-12901 (MFW)
YF Town Center, LLC [<i>YF Town Center, Inc.</i>]	20-12902 (MFW)
YF University Village, LLC	20-12903 (MFW)
YF Venice, LLC [<i>YF Venice, Inc.</i>]	20-12904 (MFW)
YF Wellington, LLC [<i>YF Wellington, Inc.</i>]	20-12905 (MFW)
YF West Cobb, LLC	20-12906 (MFW)
YF Weston LLC [<i>YF Weston, Inc.</i>]	20-12907 (MFW)
You Fit Eight, LLC [<i>You Fit Eight, Inc.</i>]	20-12908 (MFW)
You Fit Pinellas Park, LLC	20-12909 (MFW)
You Fit-One, LLC [<i>You Fit-One, Inc.</i>]	20-12910 (MFW)
Lime Time, LLC	20-12911 (MFW)
Seven B-Fit, LLC [<i>Seven B-Fit, Inc.</i>]	20-12912 (MFW)
YF Admin, LLC	20-12913 (MFW)
YF Aurora, LLC	20-12914 (MFW)
YF Bethany Towne Center, LLC [<i>YF Bethany Towne Center, Inc.</i>]	20-12915 (MFW)
YF Buford, LLC [<i>YF Buford, Inc.</i>]	20-12916 (MFW)
YF Cactus Village, LLC [<i>YF Cactus Village, Inc.</i>]	20-12917 (MFW)
YF Chandler South, LLC [<i>YF Chandler South, LLC</i>]	20-12918 (MFW)
YF Duluth, LLC	20-12919 (MFW)
YF Dunwoody, LLC [<i>YF Dunwoody, Inc.</i>]	20-12920 (MFW)
YF East Fowler, LLC [<i>YF East Fowler, Inc.</i>]	20-12921 (MFW)
YF Ethan, LLC	20-12922 (MFW)
YF Fulton Ranch, LLC	20-12923 (MFW)
YF Germantown, LLC	20-12924 (MFW)
YF Gilbert South, LLC	20-12925 (MFW)
YF Gilbert, LLC	20-12926 (MFW)
YF Glendale, LLC	20-12927 (MFW)
YF Group A, LLC	20-12928 (MFW)
YF Hancock, LLC [<i>YF Hancock, Inc.</i>]	20-12929 (MFW)
YF Hialeah-Okeechobee Rd., LLC	20-12930 (MFW)
YF Horizon, LLC [<i>YF Horizon, Inc.</i>]	20-12931 (MFW)
YF Killian, LLC	20-12932 (MFW)
YF Lauderhill, LLC	20-12933 (MFW)
YF Lynnwood, LLC [<i>You Fit Health Clubs</i>]	20-12934 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
YF Mesa, LLC	20-12935 (MFW)
YF Mesquite, LLC	20-12936 (MFW)
YF Mount Clare, LLC [<i>You Fit Health Clubs</i>]	20-12937 (MFW)
YF Murrieta, LLC	20-12938 (MFW)
YF New Port Richey, LLC	20-12939 (MFW)
YF North Point, LLC [<i>YF North Point, Inc.</i>]	20-12940 (MFW)
YF Oak Hill, LLC [<i>You Fit Health Clubs</i>]	20-12941 (MFW)
YF Palm Bay, LLC	20-12942 (MFW)
YF Paradise Square LLC	20-12943 (MFW)
YF Rockwell, LLC	20-12944 (MFW)
YF SE FLA, LLC	20-12945 (MFW)
YF Shea, LLC [<i>YF Shea, Inc.</i>]	20-12946 (MFW)
YF Shelby, LLC [<i>YF Shelby, Inc.</i>]	20-12947 (MFW)
YF Southaven, LLC	20-12948 (MFW)
YF Tamarac LLC	20-12949 (MFW)
YF Thornton Plaza, LLC	20-12950 (MFW)
YF West Brandon, LLC [<i>YF West Brandon, Inc.</i>]	20-12951 (MFW)
YF West Valley, LLC	20-12952 (MFW)
You Fit Cryoskin, LLC	20-12953 (MFW)
You Fit Enterprises, LLC	20-12954 (MFW)
You Fit Five, LLC [<i>You Fit Five, Inc.</i>]	20-12955 (MFW)
You Fit Four, LLC [<i>YF Four, LLC; You Fit Four, Inc.</i>]	20-12956 (MFW)
You Fit Six, LLC	20-12957 (MFW)
You Fit Spa, LLC	20-12958 (MFW)
You Fit-Three, LLC [<i>You Fit-Three, Inc.</i>]	20-12959 (MFW)
You Fit-Two, LLC	20-12960 (MFW)

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

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 2 AND THE SUBPARTS THEREOF ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM ON OR BEFORE THE APPLICABLE BAR DATE SHALL NOT BE TREATED AS A CREDITOR OF ANY DEBTOR FOR PURPOSES OF VOTING UPON OR RECEIVING DISTRIBUTIONS UNDER ANY PLAN OR PLANS OF REORGANIZATION OR LIQUIDATION FILED IN THESE CHAPTER 11 CASES.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Schedules. Copies of the Debtors' Schedules and/or the Bar Date Order may be examined and inspected by interested parties during regular business hours at the office of the Clerk of the Bankruptcy Court, 824 Market Street, Wilmington, DE, 19801, or at the DRC website, <https://www.donlinrecano.com/yfhc>. If it is unclear from the Schedules whether your claim is disputed, contingent, or unliquidated as to

amount or is otherwise properly listed and classified, you **must** file a proof of claim on or before the applicable Bar Date. Any creditor that relies on the Schedules bears responsibility for determining that its claim is accurately listed therein.

If the Debtors amend or supplement their Schedules after this Notice is served, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders, as set forth in any such notice, shall have until the later of (i) the applicable Bar Date or (ii) 4:00 p.m. (prevailing Eastern Time) on the date that is 21 days from the date of service of such notice to file a proof of claim or be barred from so doing.

8. ADDITIONAL INFORMATION

If you require additional information regarding this Notice, you may contact DRC toll free at 1-866-666-1597 or by email at yfhcinfo@donlinrecano.com.

A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including, but not limited to, whether such holder of a possible claim should file a proof of claim.

Dated: January 25, 2021
Wilmington, Delaware

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 661-7000
Facsimile: (302) 661-7360
Email: melorod@gtlaw.com

- and -

Nancy A. Peterman (admitted *pro hac vice*)
Eric Howe (admitted *pro hac vice*)
Nicholas E. Ballen (admitted *pro hac vice*)
77 West Wacker Dr., Suite 3100
Chicago, Illinois 60601
Telephone: (312) 456-8400
Facsimile: (312) 456-8435
Email: petermann@gtlaw.com
howee@gtlaw.com
ballenn@gtlaw.com

*Counsel for the Debtors
and Debtors in Possession*

Exhibit 2

Proposed Proof of Claim Form

Fill in this information to identify the case:

In re: **YOUFIT HEALTH CLUBS, LLC, ET AL. – 20-12841 (MFW)**

Debtor name: _____

United States Bankruptcy Court for the District of Delaware

Case number: _____

Proof of Claim

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor? Name and address of the creditor.	Name and address of creditor (the person or entity to be paid for this claim): Other names the creditor used with the debtor: _____	
2. Has this claim been acquired from someone else?	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).	Where should notices to the creditor be sent? Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known): _____ Filed on (MM/DD/YYYY): _____	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case was Filed

6. Do you have any number you use to identify the debtor?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any identification number used: _____	
7. How much is the claim? \$ _____	Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).	
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____	

9. Is all or part of the claim secured?	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.	Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> .	<input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other (describe): _____
Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)			
Value of property: \$ _____ Amount of the claim that is secured: \$ _____			
Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____			
Amount necessary to cure any default as of the date of the petition: \$ _____		Annual interest rate (when case was filed): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable	
10. Is this claim based on a lease?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____		
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____		
12. Is all or part of the claim entitled to: (i) priority under 11 U.S.C. § 507(a), or (ii) administrative expense under 11 U.S.C. § 503(b)(9)? A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority. <small>* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.</small>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i> <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$3,025* 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"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies. <input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9).	Amount entitled to priority \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____	

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☐ I am the creditor.
☐ I am the creditor's attorney or authorized agent.
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

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

Executed on date (MM/DD/YYYY): _____

Signature: _____

Print the name of the person who is completing and signing this claim:

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form. You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you MUST file a separate proof of claim for each debtor.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A **Proof of Claim** form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent’s website (www.donlinrecano.com/yfhc) to view the filed form.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Administrative expense claim under 11 U.S.C. §503(b)(9): Administrative expense claims under 11 U.S.C. §503(b)(9) include those claims for the value of any goods received by the debtor, within 20 days before the date of commencement of a case under the Bankruptcy Code in which the goods have been sold to the debtor in the ordinary course of such debtor’s business. Attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, state whether the value of the goods asserted in the proof of claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

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 may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some 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, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: YouFit Health Clubs, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: YouFit Health Clubs, LLC, et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, your claim may be filed electronically on DRC's website at:

<https://www.donlinrecano.com/Clients/yfhc/FileClaim>

Do not file these instructions with your form.