

**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 DEADLINE FOR REQUESTS FOR ALLOWANCE
OF INITIAL ADMINISTRATIVE EXPENSE 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 the holder of an administrative expense claim that arose or accrued between the Petition Date and March 4, 2021 (an “**Initial Administrative Expense Claim**”). On March 4, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) entered an order [Docket No. 801] (the “**Order**”) providing that holders of Initial Administrative Expense Claims must file a request for allowance of such claims by submitting the form attached as **Exhibit 5** to the Order (the “**Administrative Expense Claims Form**”), available at <https://www.donlinrecano.com/Clients/yfhc/Static/administrativeexpense>, to the Balloting Agent pursuant to the following procedures so as to be **actually received** by no later than **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Initial Administrative Expense Claim Deadline**”):

- a. Any request for the allowance of an Initial Administrative Expense Claim must: (i) be signed; (ii) be written in the English language; (iii) be denominated in currency of the United States; (iii) conform substantially to the Administrative Expense Claim Form attached as **Exhibit 5** to the Order; (iv) be submitted with copies of supporting documents (or a summary if voluminous) or an explanation of why such documents are not available; and (v) specify the Debtor, by name and case number, against which the request for allowance is asserted.
- b. Each Administrative Expense Claim Form must relate to a claim against only one Debtor. To the extent an Administrative Expense Claim Form fails to specify a single Debtor against which the request for allowance is asserted, and instead lists multiple Debtors on its face, the Debtors may treat such Administrative Expense Claim Form as if it had only been filed against the first-

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 the 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 the Chapter 11 Cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

listed Debtor. In addition, the Debtors may treat an Administrative Expense Claim Form filed under the case number for the lead case in these jointly-administrated cases (Case No. 20-12841) as if it had only been filed against the Debtor in the lead case, *viz.*, YouFit Health Clubs, LLC.

- c. Requests for allowance of Initial Administrative Expense Claims will be deemed timely made only if **actually received** by the Balloting Agent on or before the Initial Administrative Expense Claim Deadline 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 the Balloting Agent in the Chapter 11 Cases (<https://www.donlinrecano.com/Clients/yfhc/FileAdmExpenseClaim>). **Requests for allowance of Initial Administrative Expense Claims made by any other means, including, but not limited to, facsimile, telecopy, or email, will not be accepted.**

Pursuant to Bankruptcy Rule 3003(c)(2), any holder of an Initial Administrative Expense Claim who fails to make a request for allowance of such claim by the Initial Administrative Expense Deadline according to the procedures set forth in the Order shall not be treated as a creditor with respect to such claim for the purposes of any distributions pursuant to the Plan on account of such claim and of further notices, if any, regarding such claim.

Notwithstanding the foregoing, the following persons and entities are *not* required to make requests for allowance of Initial Administrative Expense Claims by or before the Initial Administrative Expense Claim Deadline:

- a. None of the DIP Agent, the DIP Lenders, 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 on or after November 9, 2020 and by or before March 4, 2021, and 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 Sale Order, or (4) the Asset Purchase Agreement, dated November 10, 2020, by and between the

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

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 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 properly made a request for allowance of an Initial Administrative Expense Claim in the Chapter 11 Cases as of the date of the entry of the Order;
- c. Any holder of an administrative expense claim that arose or accrued after the later of March 4, 2021 or the date of the entry of the Order;
- d. Any holder of an Initial Administrative Expense Claim that has already been paid in full by the Debtors pursuant to the Bankruptcy Code or an order of the Court in the Chapter 11 Cases, as applicable;
- e. Any holder of a claim by a Debtor against another Debtor, with respect to such claim;
- f. Any holder of a claim for or relating to professional fees and costs for services rendered to the Debtors or the Creditors' Committee in the Chapter 11 Cases pursuant to an order of the Court approving the retention or employment of such person or entity as a professional in the Chapter 11 Cases;
- g. Any holder of an administrative expense claim for which a separate deadline is or has been fixed by an order of the Court; and
- h. Any holder of an administrative expense claim that has been allowed by an order of the Court entered on or before the Initial Administrative Expense Claim Deadline.

If you are asserting an Initial Administrative Expense Claim against more than one Debtor, you must submit separate Administrative Expense Claim Forms with respect to each such Debtor and you must identify on the Administrative Expense Claim Form the specific Debtor against which such Claim is asserted and the case name applicable to such Debtor. A list of the names of the Debtors and their case numbers follows:

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

<u>Jointly Administered Cases</u>	<u>Case No.</u>
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)
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)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
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)
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)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
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)

If you require additional information regarding this Notice, you may contact the Balloting Agent at 212-771-1128 or by email at yfhcinfo@donlinrecano.com. **Please note that the Balloting Agent is not permitted to give legal advice.**

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Dated: March 9, 2021
Wilmington, Delaware

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