

**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) **Docket**

Ref. Nos. 745, 790, 797

**ORDER (A) APPROVING THE DISCLOSURE STATEMENT ON AN INTERIM BASIS,
(B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF
VOTES TO ACCEPT OR REJECT THE PLAN, (C) APPROVING THE FORM OF
BALLOT AND SOLICITATION MATERIALS, (D) ESTABLISHING VOTING
RECORD DATE, (E) FIXING THE DATE, TIME, AND PLACE FOR THE HEARING
ON FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND CONFIRMATION
OF THE PLAN AND THE DEADLINE FOR FILING OBJECTIONS THERETO,
(F) APPROVING RELATED NOTICE PROCEDURES AND DEADLINES; AND
(G) FIXING A DEADLINE FOR INITIAL ADMINISTRATIVE EXPENSE CLAIMS**

Upon consideration of the *Motion for Entry of an Order (A) Approving the Disclosure Statement on an Interim Basis, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, (C) Approving the Form of Ballot and Solicitation Materials, (D) Establishing Voting Record Date, (E) Fixing the Date, Time, and Place for the Hearing on Final Approval of the Disclosure Statement and Confirmation of the Plan and the Deadline for Filing Objections Thereto, (F) Approving Related Notice Procedures and Deadlines; and (G) Fixing a Deadline for Initial Administrative Expense Claims* (the “**Motion**”)² filed by the Debtors; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334

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.

² All capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

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 the 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,

THE COURT HEREBY FINDS AS FOLLOWS:

A. The forms of ballot attached as **Exhibits 1A** and **1B** to this Order (the “**Ballot**”) (i) are consistent with Official Form No. B314, (ii) adequately address the particular needs of the Chapter 11 Cases, (iii) are appropriate for Classes 3 and 4 under the Combined Plan and Disclosure Statement, (iv) comply with Bankruptcy Rules 3017 and 3018; and (v) comply with Local Rule 3017-2.

B. The Ballots need not be provided to holders of claims or interests in the following Non-Voting Classes, as such Non-Voting Classes are either unimpaired and are therefore conclusively deemed to have accepted the Plan in accordance with section 1126(f) of the Bankruptcy Code or are impaired but will neither retain nor receive any property under the Plan and are therefore conclusively deemed to have rejected the Plan under section 1126(g) of the Bankruptcy Code:

Class	Treatment and Voting Status
1. Other Priority Claims	Unimpaired – Deemed to Accept
2. Other Secured Claims	Unimpaired – Deemed to Accept
5. Subordinated Claims	Impaired – Deemed to Reject

Class	Treatment and Voting Status
6. Intercompany Claims	Impaired – Deemed to Reject
7. Equity Interests	Impaired – Deemed to Reject

C. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for claimholders to make informed decisions to accept or reject the Plan and submit their Ballots in a timely fashion.

D. The Tabulation Procedures for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

E. The contents of the Solicitation Package, the Objection Deadline and Hearing Notice, and the Non-Voting Notice, as well as the procedures for providing notice of the hearing on confirmation of the Plan and the other matters set forth in the Objection Deadline and Hearing Notice and the Non-Voting Notice, comply with Bankruptcy Rules 2002, 3017, and 3018, and Local Rule 3017-2, and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Disclosure Statement is approved on an interim basis.
3. The dates and deadlines set forth below are approved:

Event	Date or Deadline
Entry of Proposed Order	March 4, 2021
Voting Record Date	March 4, 2021
Solicitation/Service Deadline	March 12, 2021
Voting Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)

Event	Date or Deadline
Initial Administrative Expense Claims Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Disclosure Statement and Plan Objection Deadline; Deadline for 3018 Motions	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Filing (i) Balloting Report; (ii) Consolidated Reply to Objections; (iii) Responses to 3018 Motions; and (iv) Proposed Form of Confirmation Order	April 19, 2021, at 4:00 p.m. (prevailing Eastern Time)
Combined Hearing on Approval of Disclosure Statement and Confirmation of the Plan	April 22, 2021, at 10:30 a.m. (prevailing Eastern Time)

4. Pursuant to Local Rule 3017-2(c)(vi), any objections that were not made regarding the voting procedures, form of notice, and Ballots, as set forth herein and in the Motion, shall not be considered at the time of the Combined Hearing on the Combined Plan and Disclosure Statement.

I. Approval of Form of Ballots and Solicitation Procedures and Related Deadlines

5. Ballots substantially in the forms attached as **Exhibits 1A** and **1B** to this Order are approved.

6. Ballots shall be distributed only to all known members of Classes 3 and 4 as of the Record Date, who are the only classes entitled to vote to accept or reject the Plan.

7. Pursuant to Bankruptcy Rule 3017(d), the date on which this Order is entered shall be the record date (the “**Record Date**”) for purposes of determining which holders of claims are entitled to receive Solicitation Packages and, where applicable, vote on the Plan.

8. For the purposes of voting on the Plan, each claim (a) for which a Proof of Claim was timely filed with the Court by the Bar Date, (b) that is a Prepetition Lender Claim, or (c) that

is listed in the Schedules and not listed as disputed, contingent, or unliquidated as to amount, except to the extent superseded by a timely filed Proof of Claim, and, in the case of (a) and (c), as to which no objection to the allowance thereof has been filed by the Record Date, shall be allowed, to the extent required, solely for voting purposes.

9. No later than **March 8, 2021, at 4:00 p.m. (prevailing Eastern Time)**, the Prepetition Agent³ shall provide a chart or other document containing a comprehensive listing of all of the Prepetition Secured Parties with claims on account of or arising under the Prepetition Credit Documents, along with the amounts of such claims, as of the Record Date, to the Debtors by serving the same on counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)).

10. No later than **March 12, 2021**, Donlin, Recano & Company, Inc. (the “**Balloting Agent**”) shall mail the following materials (the “**Solicitation Packages**”) to all known members of Classes 3 and 4 as of the Record Date: (a) a paper copy of the form of Ballot; (b) a paper copy of the Objection Deadline and Hearing Notice; (c) a paper copy of the Initial Administrative Expense Claim Notice; (d) an electronic copy of the Combined Plan and Disclosure Statement stored on a USB key; and (e) as to members of Class 4 only, the letter in support of confirmation from the Official Committee of Unsecured Creditors attached as **Exhibit 2** to this Order (the “**Committee Support Letter**”). In the event that the Prepetition Agent does not provide the

³ All capitalized terms in Paragraphs 9 and 10, which are not otherwise defined in this Order, shall have the meanings ascribed to them in the Final DIP Order (defined below).

Debtors with information regarding the individual claims of the Prepetition Secured Parties in accordance with Paragraph 9 above, the Balloting Agent shall mail and email the Solicitation Packages for Class 3 only to the Prepetition Agent and the Prepetition Lender Representative and their counsel and such service is deemed to be sufficient to comply with the requirements of Bankruptcy Rule 3017(d) with respect to the members of Class 3.

11. The Committee Support Letter in substantially the form attached as **Exhibit 2** hereto is approved. The Balloting Agent shall include the Committee Support Letter in the Solicitation Packages mailed to all known members of Class 4 as of the Record Date in accordance with Paragraph 10 above.

12. The Non-Voting Notice in substantially the form attached as **Exhibit 3** hereto is approved. No later than **March 12, 2021**, the Debtors shall serve the Non-Voting Notice on all Non-Voting Parties.

13. The Debtors are not required to provide the Holders of Class 6 Intercompany Claims and the Holders of any Class 7 Equity Interests that are held by one Debtor in another Debtor with the Solicitation Package, Non-Voting Notice, or any other type of notice in connection with solicitation and voting on the Plan.

14. To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered, by either mail, overnight courier, or personal delivery, to the Balloting Agent at one of the addresses specified on the Ballots or via the electronic voting procedures set forth on the Ballots, so that they are **actually received** no later than **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”).

II. Approval of Tabulation Procedures and Related Deadlines

15. The following procedures shall be utilized in tabulating the Ballots (the

“Tabulation Procedures”):

- a. Unless otherwise agreed to by the Debtors, with the consent of the Committee and the prepetition lenders, and unless otherwise ordered by the Court, any Ballots received after the Voting Deadline will not be accepted or counted by the Debtors in connection with the Debtors’ request for confirmation of the Plan.
- b. Any Ballot that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and rejection of the Plan will not be counted.
- c. Any Ballot that is returned indicating acceptance or rejection of the Plan but is unsigned will not be counted.
- d. Whenever a claimholder casts more than one Ballot voting the same claim prior to the Voting Deadline, only the latest-dated Ballot timely received will be deemed to reflect the voter’s intent and will thus supersede any prior Ballot(s).
- e. If a claimholder casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.
- f. Each claimholder will be deemed to have voted the full amount of its claim as set forth on the Ballot.
- g. Claimholders may not split their vote within a Class, thus each claimholder will be required to vote all of its claims within Class 3 or Class 4, as applicable, either to accept or reject the Plan.
- h. Ballots partially rejecting and partially accepting the Plan will not be counted.
- i. The method of delivery of Ballots to the Balloting Agent is at the risk of each claimholder, and such delivery will be deemed made only when the original Ballot is actually received by the Balloting Agent.
- j. Ballots sent directly to the Debtors will not be counted.
- k. The Debtors have the right to amend the terms of the Plan (subject to compliance with section 1127 of the Bankruptcy Code). If the Debtors makes material changes in the terms of the Plan, the Debtors will disseminate additional solicitation materials and extend the solicitation period, in each case, to the extent required by law or further order of the Court.
- l. If a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity on behalf of a claimholder, such person will be required to indicate such capacity when signing and, at the Balloting Agent’s discretion, must submit proper evidence satisfactory to the Balloting Agent to so act on behalf of the claimholder.

- m. Any claimholder who has delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a).
- n. Subject to any contrary order of the Court, the Debtors have the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot unless otherwise directed by the Court.
- o. Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline or within such time as the Court determines, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.
- p. Neither the Debtors nor any other person or entity will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of the Debtors or any other person incur any liability on account of or related to any failure to provide such notification. Unless otherwise directed by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will not be counted.
- q. For purposes of determining whether the numerosity and amount requirements of section 1126(c) of the Bankruptcy Code have been satisfied, the Balloting Agent will tabulate only those Ballots received prior to the Voting Deadline or as otherwise ordered by the Court.
- r. Ballots received that do not evidence the amount or evidence an incorrect amount of a creditor's claim shall be completed or corrected, as the case may be, based upon a Final Order of the Court or, if no such Final Order exists, then (i) based upon timely filed Proofs of Claim, or (ii) the Schedules filed by the Debtors if no Proof of Claim has been filed by such creditor, and counted as a vote to accept or reject the Plan.

16. Upon completion of the balloting, the Balloting Agent shall produce a report (the **“Balloting Report”**) certifying the amount and number of allowed Claims of Class 3 accepting or rejecting the Plan and the amount and number of allowed Claims of Class 4 accepting or rejection the Plan. The Debtors shall cause the Balloting Report to be filed with the Court on or before **April 19, 2021, at 4:00 p.m. (prevailing Eastern Time)**.

17. If any claimholder seeks to challenge the allowance of its claim for voting purposes in accordance with the Tabulation Procedures, such claimholder must file a motion, pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing its claim or interest in a different

amount or classification for purposes of voting to accept or reject the Combined Plan and Disclosure Statement (a “**Rule 3018 Motion**”) and serve the Rule 3018 Motion on the Debtors so that it is received no later than **April 12, 2021, at 4:00 p.m. (prevailing Eastern Time)**. The Debtors shall have until **April 19, 2021, at 4:00 p.m. (prevailing Eastern Time)** to file and serve any responses to such Rule 3018 Motions. The hearing on any Rule 3018 Motion will be held at the same date and time as the Combined Hearing. Any Ballot submitted by a claimholder that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Procedures and the other applicable provisions of this Order unless and until the underlying claim or interest is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

III. Approval of Confirmation Hearing, Related Deadlines and Notice Thereof

18. The hearing on final approval of the Disclosure Statement and confirmation of the Plan is hereby scheduled for **April 22, 2021, at 10:30 a.m. (prevailing Eastern Time)**. The hearing on confirmation of the Plan may be continued from time to time by the Court without further notice other than the announcement of the adjourned date(s) at the hearing on confirmation of the Plan or any continued hearing.

19. Objections to final approval of the Disclosure Statement and/or confirmation of the Plan, if any, must: (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or equity interest of such party; and (iii) be filed with the Court and served on: (i) counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen

(ballenn@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov); (iii) counsel for the Debtors' prepetition and postpetition agent and lenders and the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com); (iv) counsel for the DIP Agent and Prepetition Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Joshua Spencer (joshua.spencer@hkllaw.com), Phillip W. Nelson (phillip.nelson@hkllaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hkllaw.com); and (v) counsel for the Official Committee of Unsecured Creditors, Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)), so as to be **actually received** by no later than **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the "**Objection Deadline**"). The Debtors and any other party in interest shall have until **April 19, 2021 at 4:00 p.m. (prevailing Eastern Time)** to file a consolidated reply to any such objections.

20. The Debtors shall also have until **April 19, 2021 at 4:00 p.m. (prevailing Eastern Time)** to file a proposed form of confirmation order.

21. The Objection Deadline and Hearing Notice in substantially the form attached as **Exhibit 4** hereto is approved. No later than **March 12, 2021**, the Debtors shall serve the Objection

Deadline and Hearing Notice on: (a) all entities that have filed a notice of appearance in the Chapter 11 Cases, (b) all parties that have filed a proof of claim or interest in the Chapter 11 Cases; (c) all creditors or other holders of claims or interests listed on the Debtors' Schedules and Statements, (d) all parties to pending litigation against the Debtors; (e) the Internal Revenue Service; (f) local taxing authorities; (g) all relevant state attorneys general; (h) counsel to the official committee of unsecured creditors; and (i) the Office of the United States Trustee for the District of Delaware; *provided, however*, that the Debtors need not serve separate and additional copies of the Objection Deadline and Hearing Notice on any of the foregoing parties to the extent such parties will receive a copy of the Objection Deadline and Hearing Notice as part of the Solicitation Package or will receive a copy of the Non-Voting Notice, as the case may be; *and further provided, however*, that the Debtors are not required to serve copies of the Objection Deadline and Hearing Notice on any Members who have not filed proofs of claim by first-class mail, but may serve the Objection Deadline and Hearing Notice on such Members by electronic mail to such Members for whom the Debtors have electronic mail addresses.

IV. Fixing of a Deadline for Requests for Allowance of Initial Administrative Expense Claims

22. The Administrative Expense Claims Form attached as **Exhibit 5** to this Order (the “**Administrative Expense Claims Form**”) is approved. The holders of administrative expense claims that arose or accrued between the Petition Date and the later of March 3, 2021 and the date of the entry of this Order (the “**Initial Administrative Expense Claims**”) must file a request for allowance of such claims by submitting the Administrative Expense Claims Form to the Balloting Agent, in accordance with the procedures provided below in this Order, 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**”).

23. The following procedures shall apply to requests for allowance of Initial Administrative Claims:

- 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 this 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-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.**

24. 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**”)⁴, 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 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 Proposed 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 Proposed 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.

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All defined terms in this Paragraph 23(a) shall have the meanings ascribed to them in the Final DIP Order.

25. 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 this 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.

26. The Initial Administrative Expense Claim Notice attached as **Exhibit 6** to this Order is approved. No later than **March 12, 2021**, the Debtors shall serve the Initial Administrative Expense Claim Notice on: (a) all entities that have filed a notice of appearance in the Chapter 11 Cases, (b) all parties that have filed a proof of claim or interest in the Chapter 11 Cases; (c) all creditors or other holders of claims or interests listed on the Debtors' Schedules and Statements, (d) all parties to pending litigation against the Debtors; (e) any other parties known to the Debtors that may have an Initial Administrative Expense Claim; (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; *provided, however*, that the Debtors need not serve separate and additional copies of the Initial Administrative Expense Claim Notice on any of the foregoing parties to the extent such parties will receive a copy of the Initial Administrative Expense Claim Notice as part of the Solicitation Package; *and further provided, however*, that the Debtors are not required to serve copies of the Initial Administrative Expense Claim Notice by mail on any Members who have not filed proofs of claim, but may instead serve the Initial Administrative Expense Claim Notice on such Members by electronic mail to such Members for whom the Debtors have electronic mail addresses.

V. Generally Applicable Provisions

27. The Balloting Agent shall make the Combined Plan and Disclosure Statement, this Order, and all exhibits to this Order available on the case website and shall provide copies of the Combined Plan and Disclosure Statement, this Order, and all exhibits to this Order free of charge to any party requesting such copies.

28. The Debtors are authorized to make non-substantive and ministerial changes to any documents in or among the Solicitation Package, the Objection Deadline and Hearing Notice, the Non-Voting Notice, the Administrative Expense Claim Form, and the Initial Administrative Expense Claim Notice without further approval of the Court prior to its dissemination, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Plan and Disclosure Statement, the Objection Deadline and Hearing Notice, the Non-Voting Notice, and any other materials included in the Solicitation Package prior to their distribution, as well as the Administrative Expense Claim Form and the Initial Administrative Expense Claim Notice.

29. The Debtors are authorized to take any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court

30. The Court shall retain jurisdiction as to all matters relating to the interpretation, implementation, and enforcement of this Order.

31. The terms of this Order shall be effective immediately upon its entry.

Dated: March 4th, 2021
Wilmington, Delaware

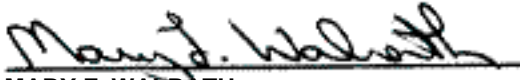

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1A

Class 3 Ballot

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

In re

YOUFIT HEALTH CLUBS, LLC, *et al.*,⁵

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**CLASS 3 BALLOT FOR ACCEPTING OR REJECTING
THE PROPOSED COMBINED DISCLOSURE STATEMENT
AND CHAPTER 11 PLAN OF LIQUIDATION**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed the *Proposed Combined Disclosure Statement* (the “**Disclosure Statement**”) and *Amended Chapter 11 Plan of Liquidation* (the “**Plan**”) [Docket No. 788] (as it may be further amended, supplemented or modified from time to time pursuant to the terms thereof, the “**Combined Plan and Disclosure Statement**”) on March 2, 2021.

On **March 4, 2021** (the “**Record Date**”), the Court entered an order approving the Disclosure Statement on an interim basis and approving certain notice and voting procedures on the Plan [Docket No. •]. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Combined Plan and Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a copy of the Combined Plan and Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. (the “**Balloting Agent**”) through the case website at <https://www.donlinrecano.com/Clients/yfhc/Index> or by emailing DRCVote@DonlinRecano.com.

The Plan identifies seven (7) classes of claims against and interests in the Debtors. Only Record Date Holders of Prepetition Lender Claims in Class 3 and of Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. This Ballot is to be used by Record Date Holders of Prepetition Lender Claims in Class 3 only.

You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Plan. Your claim has been placed in Class 3 under the Plan. Only Holders of Allowed Prepetition Lender Claims in Class 3 as of the Record Date or Allowed General Unsecured Claims in Class 4 as of the

⁵ 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.

Record Date may vote to accept or reject the Plan.

If your Ballot is not actually received by the Balloting Agent on or before 4:00 p.m. (prevailing Eastern Time) on April 12, 2021, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the Record Date Holder of (an) Allowed Class 3 Claim(s) against the Debtor,
in the unpaid amount of \$_____:

Check one box only

☐ **Accepts the Plan**

☐ **Rejects the Plan**

Dated: _____

Name of creditor holding claim: _____

Signature: _____

Print or type name: _____

Title (if applicable): _____

Address: _____

Please mail this Ballot according to the Instructions on the following page or vote electronically on the website maintained by the Balloting Agent according to the Instructions on the following page.

VOTING INSTRUCTIONS

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Combined Plan and Disclosure Statement.

2. This Ballot relates to your claim(s) as a Class 3 creditor of the Debtor. Class 3 creditors entitled to vote on the Plan are holders of Prepetition Lender Claims as of the Record Date. All creditors in Class 3 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope to the following addresses or vote electronically as described in Paragraph 3 below:

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

Only Record Date Holders of Allowed Prepetition Lender Claims in Class 3 or of Allowed General Unsecured Claims in Class 4 may vote, and any vote by such a Record Date Holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided above.

3. You may also submit your Ballot via the online portal (the “**Online Portal**”) at <https://www.donlinrecano.com/Clients/yfhc/vote>. Please make sure to follow the instructions at the Online Portal to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Online Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted. Ballots sent to the Debtors or the Bankruptcy Court will not be counted.

Questions about ballots can be emailed to DRCVote@DonlinRecano.com.

4. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will not be counted.

5. Any Ballot not bearing an original signature or electronic signature will not be counted. Any Ballot submitted by facsimile will not be counted. Any Ballot not indicating a

vote to accept or to reject the Plan will not be counted.

6. To have your voted counted, your Ballot must be received by **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”) at one of the addresses above or via the electronic voting procedure described above.

7. If a Ballot is received after the Voting Deadline, it will not be counted.

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE
CONTACT THE BALLOTING AGENT AT DRCVOTE@DONLINRECANO.COM.**

Exhibit 1B

Class 4 Ballot

**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)

**CLASS 4 BALLOT FOR ACCEPTING OR REJECTING
THE PROPOSED COMBINED DISCLOSURE STATEMENT
AND CHAPTER 11 PLAN OF LIQUIDATION**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed the *Proposed Combined Disclosure Statement* (the “**Disclosure Statement**”) and *Amended Chapter 11 Plan of Liquidation* (the “**Plan**”) [Docket No. 788] (as it may be further amended, supplemented or modified from time to time pursuant to the terms thereof, the “**Combined Plan and Disclosure Statement**”) on March 2, 2021.

On **March 4, 2021** (the “**Record Date**”), the Court entered an order approving the Disclosure Statement on an interim basis and approving certain notice and voting procedures on the Plan [Docket No. •]. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Combined Plan and Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a copy of the Combined Plan and Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. (the “**Balloting Agent**”) through the case website at <https://www.donlinrecano.com/Clients/yfhc/Index> or by emailing DRCVote@DonlinRecano.com.

The Plan identifies seven (7) classes of claims against and interests in the Debtors. Only Record Date Holders of Prepetition Lender Claims in Class 3 and of Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. This Ballot is to be used by Record Date Holders of Allowed General Unsecured Claims in Class 4 only.

You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Plan. Your claim has been placed in Class 4 under the Plan. Only Holders of Allowed Prepetition Lender Claims in Class 3 as of the Record Date or Allowed General Unsecured Claims in Class 4 as 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 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.

Record Date may vote to accept or reject the Plan.

If your Ballot is not actually received by the Balloting Agent on or before 4:00 p.m. (prevailing Eastern Time) on April 12, 2021, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the Record Date Holder of (an) Allowed Class 4 Claim(s) against the Debtor,
in the unpaid amount of \$_____:

Check one box only

☐ **Accepts the Plan**

☐ **Rejects the Plan**

Dated: _____

Name of creditor holding claim: _____

Signature: _____

Print or type name: _____

Title (if applicable): _____

Address: _____

Please mail this Ballot according to the Instructions on the following page or vote electronically on the website maintained by the Balloting Agent according to the Instructions on the following page.

VOTING INSTRUCTIONS

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Combined Plan and Disclosure Statement.

2. This Ballot relates to your claim(s) as a Class 4 creditor of the Debtor. Class 4 creditors entitled to vote on the Plan are holders of Allowed General Unsecured Claims. All creditors in Class 4 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope to the following addresses or vote electronically as described in Paragraph 3 below:

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

Only Record Date Holders of Allowed Prepetition Lender Claims in Class 3 or of Allowed General Unsecured Claims in Class 4 may vote, and any vote by such a Record Date Holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided above.

3. You may also submit your Ballot via the online portal (the “**Online Portal**”) at <https://www.donlinrecano.com/Clients/yfhc/vote>. Please make sure to follow the instructions at the Online Portal to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Online Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. Ballots sent to the Debtors or the Bankruptcy Court will not be counted.

Questions about ballots can be emailed to DRCVote@DonlinRecano.com.

4. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will not be counted.

5. Any Ballot not bearing an original signature or electronic signature will not be counted. Any Ballot submitted by facsimile will not be counted. Any Ballot not indicating a

vote to accept or to reject the Plan will not be counted.

6. To have your voted counted, your Ballot must be received by **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”) at one of the addresses above or via the electronic voting procedure described above.

7. If a Ballot is received after the Voting Deadline, it will not be counted.

IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE CONTACT THE BALLOTING AGENT AT DRCVOTE@DONLINRECANO.COM.

Exhibit 2

Committee Support Letter

Brian G Rich
(850) 521-6725
brich@bergersingerman.com

March __, 2021

To: Youfit Health Clubs, LLC *et al.*

Re: Recommendation of the Creditors' Committee in Favor
of Confirmation of the Chapter 11 Plan of Reorganization

Dear Sir/Madam:

We are counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Youfit Health Clubs, LLC, *et al.* (collectively, "Youfit" or the "Debtors") in their chapter 11 cases pending before Bankruptcy Judge Walrath in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On November 18, 2020, the Creditors' Committee was appointed by the Office of the United States Trustee for the District of Delaware to represent the interests of all unsecured creditors of the Debtors.

Copies of the *Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidating of Youfit Health Clubs, LLC and its Debtor Affiliates* (the "Plan and Disclosure Statement")¹ is being distributed to you, along with a ballot with which to cast your vote. The Plan and Disclosure Statement contains the economic terms as reflected in the Creditors' Committee Settlement which provides a chance for there to be a recovery and if you do not vote in favor of the Plan and Disclosure Statement, that there is a risk the plan is not confirmed and there will be no recovery for General Unsecured Creditors. **Accordingly, The Creditors' Committee supports the Plan and Disclosure Statement and urges you to vote in favor of the Plan and Disclosure Statement by so indicating on the enclosed ballot.**

The Plan and Disclosure Statement contains extensive information with respect to the Debtors' plan going forward. **The Creditors' Committee urges you to read the Plan and Disclosure Statement carefully before you cast your vote(s) to accept or reject the Plan and to consult with an attorney to the extent you deem that necessary.** As set forth in the Plan and Disclosure Statement, the Debtors estimate that under the Plan, holders of allowed general unsecured claims in Class 4 ("General Unsecured Claims") will receive a higher recovery, if any, than Class 4 Creditors might expect in a liquidation under Chapter 7 of the Bankruptcy Code or in a Chapter 11

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Plan and Disclosure Statement. In the event of any conflict between this letter and the Plan and Disclosure Statement, the terms of the Plan and Disclosure Statement shall control.

Official Committee of Unsecured Creditors

March __, 2021

Page 2

absent the Creditors' Committee Settlement, which is described in the Disclosure Statement and Plan.

Since its inception the Creditors' Committee has taken an active role in the Debtors' bankruptcy cases, including in the liquidation of substantially all of the Debtors' assets and the investigation and prosecution of claims for the benefit of the Debtors' Estates. **The Disclosure Statement includes a full summary of the (i) Debtors' chapter 11 cases, (ii) projected recoveries for holders of Allowed General Unsecured Claims, and (iii) terms of the Creditor's Committee Settlement (as defined in Article III.M of the Plan and Disclosure Statement) that provides the basis for creditor recoveries, if any, under the Plan and Disclosure Statement.**

The Creditors' Committee believes that the Plan and Disclosure Statement provides a treatment of your claim that is fair and equitable under the facts and circumstances of the Debtors' chapter 11 cases. While preserving all rights related to the final version of the Plan and Disclosure Statement and any modifications thereto, the Committee submits that the Plan and Disclosure Statement contains the economic terms as reflected in the Creditors' Committee Settlement and supports the Debtors' efforts to obtain approval of the Plan and Disclosure Statement.

Your vote to accept the Plan and Disclosure Statement is crucial, no matter how large or small your claim may be.

Enclosed herewith is a ballot and voting instructions. The voting deadline is April 12, 2021 at 4:00 p.m. (prevailing eastern time). Please complete and submit your ballots in accordance with the enclosed instructions so that they are received no later than the voting deadline. Please contact the undersigned with any questions regarding this matter.

Sincerely,

Brian G Rich
Berger Singerman LLP
Counsel to the Creditors' Committee
(850) 521-6725
brich@bergersingerman.com

Exhibit 3

Non-Voting 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 NON-VOTING STATUS AND (I) INTERIM APPROVAL OF THE
DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF SOLICITATION
AND VOTING PROCEDURES, (III) DEADLINE FOR VOTING ON THE PLAN,
(IV) FINAL COMBINED HEARING ON APPROVAL OF THE DISCLOSURE
STATEMENT AND CONFIRMATION OF THE PLAN, AND (V) DEADLINE
FOR FILING OBJECTIONS THERETO**

PLEASE TAKE NOTICE THAT on March 2 2021, the Debtors filed the *Proposed Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidation* [Docket No. 788] (as may be further modified, amended, or supplemented, the “**Combined Plan and Disclosure Statement**”)² and on March 4, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. •] (the “**Order**”) approving, on an interim basis, the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim under the Plan, *you are not entitled to vote on the Plan*. Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against the Debtors) that either is unimpaired such that you are conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, or is impaired such that you are conclusively presumed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code, you are *not* entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, on **April 22, 2021, at 10:30 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, a hearing (the “**Combined Hearing**”) will be held before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801, to consider confirmation of the Plan and approval of its disclosure

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.

² Capitalized terms used but otherwise not defined in this Objection Deadline and Hearing Notice have the meanings ascribed to them in the Combined Plan and Disclosure Statement or the Order.

provisions on a final basis. The Combined Hearing may be adjourned from time to time without further notice. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the terms of the Plan, and other applicable law, without further notice, prior to, or as a result of, the Combined Hearing.

PLEASE TAKE FURTHER NOTICE THAT any objection, comment, or response to confirmation of the Plan or approval of the Disclosure Statement on a final basis, including any supporting memoranda, must be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, on or before **April 12, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “Confirmation Objection Deadline”) and must (i) be in writing, (ii) state the name and address of the objecting party, (iii) state the amount and nature of the claim or interest of such party, (iv) state with particularity the basis and nature of any objection to the Plan or approval of the Disclosure Statement on a final basis, and (v) be served so as to be received by the following parties on or before the Confirmation Objection Deadline on: (i) counsel for the Debtors, E Taurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov); (iii) counsel for the Debtors’ prepetition and postpetition agent and lenders and the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com); (iv) counsel for the DIP Agent and Prepetition Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Joshua Spencer (joshua.spencer@hklaw.com), Phillip W. Nelson (phillip.nelson@hklaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hklaw.com); and (v) counsel for the Official Committee of Unsecured Creditors, Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)).

<p>DISCLOSURE AND CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.</p>

PLEASE TAKE FURTHER NOTICE THAT copies of the Combined Plan and Disclosure Statement, the Order, additional materials in the Chapter 11 Cases may be obtained free of charge at <https://www.donlinrecano.com/Clients/yfhc/Index> (or viewed on the Internet, for a fee, at the Court’s website <http://www.deb.uscourts.gov> by following the directions for accessing the ECF system on such website). Parties in interest may also request copies of the Combined Plan and Disclosure Statement from the Balloting Agent at DRCVote@DonlinRecano.com. **Please note that**

the Balloting Agent is not permitted to give legal advice.

Dated: March 12, 2021
Wilmington, Delaware

GREENBERG TRAURIG, LLP

/s/ DRAFT

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 4

Objection Deadline and Hearing 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 (I) INTERIM APPROVAL OF THE DISCLOSURE STATEMENT,
(II) ESTABLISHMENT OF SOLICITATION AND VOTING PROCEDURES,
(III) DEADLINE FOR VOTING ON THE PLAN, (IV) FINAL COMBINED HEARING
ON APPROVAL OF THE DISCLOSURE STATEMENT AND CONFIRMATION OF
THE PLAN, AND (V) DEADLINE FOR FILING OBJECTIONS THERETO**

PLEASE TAKE NOTICE THAT on March 2, 2021, the Debtors filed the *Proposed Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidation* [Docket No. 788] (as may be further modified, amended, or supplemented, the “**Combined Plan and Disclosure Statement**”)² and on March 4, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. ●] (the “**Order**”) approving, on an interim basis, the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, the following dates and deadlines related to the Plan have been approved:

Event	Date or Deadline
Entry of Proposed Order	March 4, 2021
Voting Record Date	March 4, 2021
Solicitation/Service Deadline	March 12, 2021

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.

² Capitalized terms used but otherwise not defined in this Objection Deadline and Hearing Notice have the meanings ascribed to them in the Combined Plan and Disclosure Statement or the Order.

Event	Date or Deadline
Voting Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Initial Administrative Expense Claims Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Disclosure Statement and Plan Objection Deadline; Deadline for 3018 Motions	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Filing (i) Balloting Report; (ii) Consolidated Reply to Objections; (iii) Responses to 3018 Motions; and (iv) Proposed Form of Confirmation Order	April 19, 2021, at 4:00 p.m. (prevailing Eastern Time) ⁹
Combined Hearing on Approval of Disclosure Statement and Confirmation of the Plan	April 22, 2021, at 10:30 a.m. (prevailing Eastern Time)

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, the Court has established **March 4, 2021** as the record date (the “**Voting Record Date**”) for determining which Holders of Allowed Prepetition Lender Claims in Class 3 and Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. **If you are receiving this Notice, but do not also receive a Ballot for voting on the Plan, it is because the Debtors has determined that, as of the Voting Record Date, you do not hold a claim that is entitled to vote on the Plan.**

PLEASE TAKE FURTHER NOTICE THAT the deadline to vote to accept or reject the Plan is **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”). The Balloting Agent must **receive** your Ballot with an original signature by the Voting Deadline, otherwise your vote will not be counted. In order for your Ballot to count, you must (1) properly complete, date, and execute the Ballot and (2) deliver the Ballot to the Balloting Agent by either mail, overnight courier, or personal delivery, or via the electronic voting procedures described in the Ballot and accompanying Instructions, so that the Ballots are **actually received** by the Balloting Agent no later than the Voting Deadline.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, on **April 22, 2021, at 10:30 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, a hearing (the “**Combined Hearing**”) will be held before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801, to consider confirmation of the Plan and approval of its disclosure provisions on a final basis. The Combined Hearing may be adjourned from time to time without further notice. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the terms of the Plan, and other applicable law, without further

notice, prior to, or as a result of, the Combined Hearing.

PLEASE TAKE FURTHER NOTICE THAT any objection, comment, or response to confirmation of the Plan or approval of the Disclosure Statement on a final basis, including any supporting memoranda, must be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, on or before **April 12, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “**Confirmation Objection Deadline**”) and must (i) be in writing, (ii) state the name and address of the objecting party, (iii) state the amount and nature of the claim or interest of such party, (iv) state with particularity the basis and nature of any objection to the Plan or approval of the Disclosure Statement on a final basis, and (v) be served so as to be received by the following parties on or before the Confirmation Objection Deadline on: (i) counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov); (iii) counsel for the Debtors’ prepetition and postpetition agent and lenders and the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com); (iv) counsel for the DIP Agent and Prepetition Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Joshua Spencer (joshua.spencer@hkllaw.com), Phillip W. Nelson (phillip.nelson@hkllaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hkllaw.com); and (v) counsel for the Official Committee of Unsecured Creditors, Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)).

<p>DISCLOSURE STATEMENT AND CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.</p>

PLEASE TAKE FURTHER NOTICE THAT copies of the Combined Plan and Disclosure Statement, the Order, additional materials in the Chapter 11 Cases may be obtained free of charge at <https://www.donlinrecano.com/Clients/yfhc/Index> (or viewed on the Internet, for a fee, at the Court’s website <http://www.deb.uscourts.gov> by following the directions for accessing the ECF system on such website). Parties in interest may also request copies of the Combined Plan and Disclosure Statement from the Balloting Agent at DRCVote@DonlinRecano.com. **Please note that the Balloting Agent is not permitted to give legal advice.**

Dated: March 12, 2021
Wilmington, Delaware

GREENBERG TRAURIG, LLP

/s/ DRAFT

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*)
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Chicago, Illinois 60601
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howee@gtlaw.com
ballenn@gtlaw.com

*Counsel for the Debtors
and Debtors in Possession*

Exhibit 5

Administrative Expense Claim Form

USE ONLY FOR ADMINISTRATIVE EXPENSE CLAIMS THAT AROSE ON OR BETWEEN NOVEMBER 9, 2020 THROUGH MARCH 4, 2021

In re: YouFit Health Clubs, LLC, et al.; Case No. 20 – 12841 (MFW)

Fill in the below information to identify the case:

Debtor name: _____

United States Bankruptcy Court for the: District of Delaware

Case number: _____

ADMINISTRATIVE EXPENSE PROOF OF CLAIM

Proof of Administrative Expense Claim

Read the instructions before filling out this form. To have claims arising during the period from November 9, 2020 through and including March 4, 2021 allowed as an administrative expense, this form must be filed with Donlin, Recano & Company, Inc., so as to be received by April 12, 2021 at 4:00 p.m. (Prevailing Eastern Time).

Do not use this form to make a request for payment of an administrative expense under 11 U.S.C. § 503(b)(9).

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.

Part 1: Identify the Claim**1. Who is the current creditor?**

Name of the current 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?☐ No☐ Yes. From whom? _____**3. Where should notices and payments to the creditor be sent?****Where should notices to the creditor be sent?****Where should payments to the creditor be sent? (if different)**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Name _____

Name _____

Address _____

Address _____

City _____

State _____

Zip Code _____

City _____

State _____

Zip Code _____

Contact Phone _____

Contact Phone _____

Contact Email _____

Contact Email _____

4. Does this claim amend one already filed?☐ No☐ Yes. Claim number on court claims registry (if known) _____

Filed on _____

MM / DD / YYYY

5. Do you know if anyone else has filed an Administrative Expense proof of claim for this claim?☐ No☐ Yes. Who made the earlier filing? _____

6. Do you have any number you use to identify the debtor?

☐ No

☐ Yes. Last 4 digits of the debtor's account or any identification number used to identify the debtor: _____

7. How much is the Administrative Expense Claim? \$_____.

Does this amount include interest or other charges?

☐ No

☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

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.

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 Administrative Expense *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 Administrative Expense *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:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State Zip Code

Contact Phone _____ Email _____

page 2

Instructions for Administrative Expense Proof of Claim

United States Bankruptcy Court

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 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.
- **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.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt.

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).

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.

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.

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.

Do not file these instructions with your form.

PLEASE SEND COMPLETED ADMINISTRATIVE PROOF(S) OF CLAIM TO:

If Administrative Expense 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 Administrative Expense 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 administrative expense proof of claim may be filed electronically on DRC's website at:
<https://www.donlinrecano.com/Clients/yfhc/FileAdmExpenseClaim>

Exhibit 6

Initial Administrative Expense Claim 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 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. •] (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-listed Debtor. In addition,

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.

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 Debtors and the Buyer (as amended by that certain First Amendment to Asset Purchase Agreement, dated as of

²

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

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)
YF Land O Lakes, LLC [<i>YF Land O Lakes, Inc.</i>]	20-12850 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
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)
YF Sandalfoot, LLC [<i>You Fit Health Clubs</i>]	20-12896 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
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)
YF Palm Bay, LLC	20-12942 (MFW)

<u>Jointly Administered Cases</u>	<u>Case No.</u>
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 12, 2021
Wilmington, Delaware

GREENBERG TRAURIG, LLP

/s/ DRAFT

Dennis A. Meloro (DE Bar No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 661-7000
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- and -

Nancy A. Peterman (admitted *pro hac vice*)
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*Counsel for the Debtors
and Debtors in Possession*

Exhibit B

Blackline

**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)

[Docket Ref. Nos. 745, 790](#)

ORDER (A) APPROVING THE DISCLOSURE STATEMENT ON AN INTERIM BASIS, (B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN, (C) APPROVING THE FORM OF BALLOT AND SOLICITATION MATERIALS, (D) ESTABLISHING VOTING RECORD DATE, (E) FIXING THE DATE, TIME, AND PLACE FOR THE HEARING ON FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND CONFIRMATION OF THE PLAN AND THE DEADLINE FOR FILING OBJECTIONS THERETO, (F) APPROVING RELATED NOTICE PROCEDURES AND DEADLINES; AND (G) FIXING A DEADLINE FOR INITIAL ADMINISTRATIVE EXPENSE CLAIMS

Upon consideration of the *Motion for Entry of an Order (A) Approving the Disclosure Statement on an Interim Basis, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, (C) Approving the Form of Ballot and Solicitation Materials, (D) Establishing Voting Record Date, (E) Fixing the Date, Time, and Place for the Hearing on Final Approval of the Disclosure Statement and Confirmation of the Plan and the Deadline for Filing Objections Thereto, (F) Approving Related Notice Procedures and Deadlines; and (G) Fixing a Deadline for Initial Administrative Expense Claims* (the “**Motion**”)² filed by the Debtors; 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

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.

² All capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

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 the 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,

THE COURT HEREBY FINDS AS FOLLOWS:

A. The forms of ballot attached as **Exhibits 1A** and **1B** to this Order (the “**Ballot**”) (i) are consistent with Official Form No. B314, (ii) adequately address the particular needs of the Chapter 11 Cases, (iii) are appropriate for Classes 3 and 4 under the Combined Plan and Disclosure Statement, (iv) comply with Bankruptcy Rules 3017 and 3018; and (v) ~~comply~~⁷[comply](#) with Local Rule 3017-2.

B. The Ballots need not be provided to holders of claims or interests in the following Non-Voting Classes, as such Non-Voting Classes are either unimpaired and are therefore conclusively deemed to have accepted the Plan in accordance with section 1126(f) of the Bankruptcy Code or are impaired but will neither retain nor receive any property under the Plan and are therefore conclusively deemed to have rejected the Plan under section 1126(g) of the Bankruptcy Code:

Class	Treatment and Voting Status
1. Other Priority Claims	Unimpaired – Deemed to Accept
2. Other Secured Claims	Unimpaired – Deemed to Accept
5. Subordinated Claims	Impaired – Deemed to Reject
6. Intercompany Claims	Impaired – Deemed to Reject
7. Equity Interests	Impaired – Deemed to Reject

C. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for claimholders to make informed decisions to accept or reject the Plan and submit their Ballots in a timely fashion.

D. The Tabulation Procedures for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

E. The contents of the Solicitation Package, the Objection Deadline and Hearing Notice, and the Non-Voting Notice, as well as the procedures for providing notice of the hearing on confirmation of the Plan and the other matters set forth in the Objection Deadline and Hearing Notice and the Non-Voting Notice, comply with Bankruptcy Rules 2002, 3017, and 3018, and Local Rule 3017-2, and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Disclosure Statement is approved on an interim basis.
3. The dates and deadlines set forth below are approved:

Event	Date or Deadline
Entry of Proposed Order	March 3 <u>4</u> , 2021
Voting Record Date	March 3 <u>4</u> , 2021
Solicitation/Service Deadline	March 12, 2021
Voting Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Initial Administrative Expense Claims Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)

Event	Date or Deadline
Disclosure Statement and Plan Objection Deadline; Deadline for 3018 Motions	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Filing (i) Balloting Report; (ii) Consolidated Reply to Objections; (iii) Responses to 3018 Motions; and (iv) Proposed Form of Confirmation Order	April 19, 2021, at 4:00 p.m. (prevailing Eastern Time)
Combined Hearing on Approval of Disclosure Statement and Confirmation of the Plan	April 22, 2021, at 10:00 <u>10:30</u> a.m. (prevailing Eastern Time)

4. Pursuant to Local Rule 3017-2(c)(vi), any objections that were not made regarding the voting procedures, form of notice, and Ballots, as set forth herein and in the Motion, shall not be considered at the time of the Combined Hearing on the Combined Plan and Disclosure Statement.

I. Approval of Form of Ballots and Solicitation Procedures and Related Deadlines

5. Ballots substantially in the forms attached as **Exhibits 1A** and **1B** to this Order are approved.

6. Ballots shall be distributed only to all known members of Classes 3 and 4 as of the Record Date, who are the only classes entitled to vote to accept or reject the Plan.

7. Pursuant to Bankruptcy Rule 3017(d), the date on which this Order is entered shall be the record date (the “**Record Date**”) for purposes of determining which holders of claims are entitled to receive Solicitation Packages and, where applicable, vote on the Plan.

8. For the purposes of voting on the Plan, each claim (a) for which a Proof of Claim was timely filed with the Court by the Bar Date, (b) that is a Prepetition Lender Claim, or (c) that is listed in the Schedules and not listed as disputed, contingent, or unliquidated as to amount,

except to the extent superseded by a timely filed Proof of Claim, and, in the case of (a) and (c), as to which no objection to the allowance thereof has been filed by the Record Date, shall be allowed, to the extent required, solely for voting purposes.

9. No later than **March 8, 2021, at 4:00 p.m. (prevailing Eastern Time)**, the Prepetition Agent³ shall provide a chart or other document containing a comprehensive listing of all of the Prepetition Secured Parties with claims on account of or arising under the Prepetition Credit Documents, along with the amounts of such claims, as of the Record Date, to the Debtors by serving the same on counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)).

10. No later than **March 12, 2021**, Donlin, Recano & Company, Inc. (the “**Balloting Agent**”) shall mail the following materials (the “**Solicitation Packages**”) to all known members of Classes 3 and 4 as of the Record Date: (a) a paper copy of the form of Ballot; (b) a paper copy of the Objection Deadline and Hearing Notice; (c) a paper copy of the Initial Administrative Expense Claim Notice; ~~and~~ (d) an electronic copy of the Combined Plan and Disclosure Statement stored on a USB key; and (e) as to members of Class 4 only, the letter in support of confirmation from the Official Committee of Unsecured Creditors attached as **Exhibit 2** to this Order (the “**Committee Support Letter**”). In the event that the Prepetition Agent does not provide the Debtors with information regarding the individual claims of the Prepetition Secured Parties in accordance with Paragraph 9 above, the Balloting Agent shall mail and email the

³ All capitalized terms in Paragraphs 9 and 10, which are not otherwise defined in this Order, shall have the meanings ascribed to them in the Final DIP Order (defined below).

Solicitation Packages for Class 3 only to the Prepetition Agent and the Prepetition Lender Representative and their counsel and such service is deemed to be sufficient to comply with the requirements of Bankruptcy Rule 3017(d) with respect to the members of Class 3.

11. The Committee Support Letter in substantially the form attached as **Exhibit 2** hereto is approved. The Balloting Agent shall include the Committee Support Letter in the Solicitation Packages mailed to all known members of Class 4 as of the Record Date in accordance with Paragraph 10 above.

12. ~~11.~~ The Non-Voting Notice in substantially the form attached as **Exhibit 23** hereto is approved. No later than **March 12, 2021**, the Debtors shall serve the Non-Voting Notice on all Non-Voting Parties.

13. ~~12.~~ The Debtors are not required to provide the Holders of Class 6 Intercompany Claims and the Holders of any Class 7 Equity Interests that are held by one Debtor in another Debtor with the Solicitation Package, Non-Voting Notice, or any other type of notice in connection with solicitation and voting on the Plan.

14. ~~13.~~ To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered, by either mail, overnight courier, or personal delivery, to the Balloting Agent at one of the addresses specified on the Ballots or via the electronic voting procedures set forth on the Ballots, so that they are **actually received** no later than **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”).

II. Approval of Tabulation Procedures and Related Deadlines

15. ~~14.~~ The following procedures shall be utilized in tabulating the Ballots (the “**Tabulation Procedures**”):

- a. Unless otherwise agreed to by the Debtors, with the consent of the Committee and the prepetition lenders, and unless otherwise ordered by

the Court, any Ballots received after the Voting Deadline will not be accepted or counted by the Debtors in connection with the Debtors' request for confirmation of the Plan.

- b. Any Ballot that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and rejection of the Plan will not be counted.
- c. Any Ballot that is returned indicating acceptance or rejection of the Plan but is unsigned will not be counted.
- d. Whenever a claimholder casts more than one Ballot voting the same claim prior to the Voting Deadline, only the latest-dated Ballot timely received will be deemed to reflect the voter's intent and will thus supersede any prior Ballot(s).
- e. If a claimholder casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.
- f. Each claimholder will be deemed to have voted the full amount of its claim as set forth on the Ballot.
- g. Claimholders may not split their vote within a Class, thus each claimholder will be required to vote all of its claims within Class 3 or Class 4, as applicable, either to accept or reject the Plan.
- h. Ballots partially rejecting and partially accepting the Plan will not be counted.
- i. The method of delivery of Ballots to the Balloting Agent is at the risk of each claimholder, and such delivery will be deemed made only when the original Ballot is actually received by the Balloting Agent.
- j. Ballots sent directly to the Debtors will not be counted.
- k. The Debtors have the right to amend the terms of the Plan (subject to compliance with section 1127 of the Bankruptcy Code). If the Debtors makes material changes in the terms of the Plan, the Debtors will disseminate additional solicitation materials and extend the solicitation period, in each case, to the extent required by law or further order of the Court.
- l. If a Ballot is executed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity on behalf of a claimholder, such person will be required to indicate such capacity when signing and, at the Balloting Agent's discretion, must submit proper evidence satisfactory to the Balloting Agent to so act on behalf of the claimholder.
- m. Any claimholder who has delivered a valid Ballot voting on the Plan may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a).
- n. Subject to any contrary order of the Court, the Debtors have the right to waive any defects or irregularities or conditions of delivery as to any

particular Ballot unless otherwise directed by the Court.

- o. Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured by the Voting Deadline or within such time as the Court determines, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.
- p. Neither the Debtors nor any other person or entity will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of the Debtors or any other person incur any liability on account of or related to any failure to provide such notification. Unless otherwise directed by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will not be counted.
- q. For purposes of determining whether the numerosity and amount requirements of section 1126(c) of the Bankruptcy Code have been satisfied, the Balloting Agent will tabulate only those Ballots received prior to the Voting Deadline or as otherwise ordered by the Court.
- r. Ballots received that do not evidence the amount or evidence an incorrect amount of a creditor's claim shall be completed or corrected, as the case may be, based upon a Final Order of the Court or, if no such Final Order exists, then (i) based upon timely filed Proofs of Claim, or (ii) the Schedules filed by the Debtors if no Proof of Claim has been filed by such creditor, and counted as a vote to accept or reject the Plan.

16. ~~15.~~ Upon completion of the balloting, the Balloting Agent shall produce a report (the “**Balloting Report**”) certifying the amount and number of allowed Claims of Class 3 accepting or rejecting the Plan and the amount and number of allowed Claims of Class 4 accepting or rejection the Plan. The Debtors shall cause the Balloting Report to be filed with the Court on or before **April 19, 2021, at 4:00 p.m. (prevailing Eastern Time)**.

17. ~~16.~~ If any claimholder seeks to challenge the allowance of its claim for voting purposes in accordance with the Tabulation Procedures, such claimholder must file a motion, pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing its claim or interest in a different amount or classification for purposes of voting to accept or reject the Combined Plan

and Disclosure Statement (a “**Rule 3018 Motion**”) and serve the Rule 3018 Motion on the Debtors so that it is received no later than **April 12, 2021, at 4:00 p.m. (prevailing Eastern Time)**. The Debtors shall have until **April 19, 2021, at 4:00 p.m. (prevailing Eastern Time)** to file and serve any responses to such Rule 3018 Motions. The hearing on any Rule 3018 Motion will be held at the same date and time as the Combined Hearing. Any Ballot submitted by a claimholder that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Procedures and the other applicable provisions of this Order unless and until the underlying claim or interest is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

III. Approval of Confirmation Hearing, Related Deadlines and Notice Thereof

18. ~~17.~~ The hearing on final approval of the Disclosure Statement and confirmation of the Plan is hereby scheduled for **April 22, 2021, at ~~10:00~~ 10:30 a.m. (prevailing Eastern Time)**. The hearing on confirmation of the Plan may be continued from time to time by the Court without further notice other than the announcement of the adjourned date(s) at the hearing on confirmation of the Plan or any continued hearing.

19. ~~18.~~ Objections to final approval of the Disclosure Statement and/or confirmation of the Plan, if any, must: (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or equity interest of such party; and (iii) be filed with the Court and served on: (i) counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox

35, Wilmington, DE 19801, Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov); (iii) counsel for the Debtors' prepetition and postpetition agent and lenders and the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com); (iv) counsel for the DIP Agent and Prepetition Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Joshua Spencer (joshua.spencer@hklaw.com), Phillip W. Nelson (phillip.nelson@hklaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hklaw.com); and (v) counsel for the Official Committee of Unsecured Creditors, Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G. Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)), so as to be **actually received** by no later than **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the "Objection Deadline"). The Debtors and any other party in interest shall have until **April 19, 2021 at 4:00 p.m. (prevailing Eastern Time)** to file a consolidated reply to any such objections.

20. ~~19.~~ The Debtors shall also have until **April 19, 2021 at 4:00 p.m. (prevailing Eastern Time)** to file a proposed form of confirmation order.

21. ~~20.~~ The Objection Deadline and Hearing Notice in substantially the form attached as **Exhibit 34** hereto is approved. No later than **March 12, 2021**, the Debtors shall serve the Objection Deadline and Hearing Notice on: (a) all entities that have filed a notice of appearance

in the Chapter 11 Cases, (b) all parties that have filed a proof of claim or interest in the Chapter 11 Cases; (c) all creditors or other holders of claims or interests listed on the Debtors' Schedules and Statements, (d) all parties to pending litigation against the Debtors; (e) the Internal Revenue Service; (f) local taxing authorities; (g) all relevant state attorneys general; (h) counsel to the official committee of unsecured creditors; and (i) the Office of the United States Trustee for the District of Delaware; *provided, however*, that the Debtors need not serve separate and additional copies of the Objection Deadline and Hearing Notice on any of the foregoing parties to the extent such parties will receive a copy of the Objection Deadline and Hearing Notice as part of the Solicitation Package or will receive a copy of the Non-Voting Notice, as the case may be; *and further provided, however*, that the Debtors are not required to serve copies of the Objection Deadline and Hearing Notice on any Members who have not filed proofs of claim by first-class mail, but may serve the Objection Deadline and Hearing Notice on such Members by electronic mail to such Members for whom the Debtors have electronic mail addresses.

IV. Fixing of a Deadline for Requests for Allowance of Initial Administrative Expense Claims

22. ~~21.~~ The Administrative Expense Claims Form attached as Exhibit 45 to this Order (the "**Administrative Expense Claims Form**") is approved. The holders of administrative expense claims that arose or accrued between the Petition Date and the later of March 3, 2021 and the date of the entry of this Order (the "**Initial Administrative Expense Claims**") must file a request for allowance of such claims by submitting the Administrative Expense Claims Form to the Balloting Agent, in accordance with the procedures provided below in this Order, 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**").

23. ~~22.~~ The following procedures shall apply to requests for allowance of Initial

Administrative Claims:

- 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 45** to this 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-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.

24. ~~23.~~ 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 ~~3~~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**”)⁴, 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 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 Proposed Order;
- c. Any holder of an administrative expense claim that arose or accrued after the later of March ~~3~~4, 2021 or the date of the entry of the Proposed 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.

25. ~~24.~~ 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

⁴ All defined terms in this Paragraph 23(a) shall have the meanings ascribed to them in the Final DIP Order.

Initial Administrative Expense Deadline according to the procedures set forth in this 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.

26. ~~25.~~ The Initial Administrative Expense Claim Notice attached as Exhibit 56 to this Order is approved. No later than **March 12, 2021**, the Debtors shall serve the Initial Administrative Expense Claim Notice on: (a) all entities that have filed a notice of appearance in the Chapter 11 Cases, (b) all parties that have filed a proof of claim or interest in the Chapter 11 Cases; (c) all creditors or other holders of claims or interests listed on the Debtors' Schedules and Statements, (d) all parties to pending litigation against the Debtors; (e) any other parties known to the Debtors that may have an Initial Administrative Expense Claim; (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; *provided, however*, that the Debtors need not serve separate and additional copies of the Initial Administrative Expense Claim Notice on any of the foregoing parties to the extent such parties will receive a copy of the Initial Administrative Expense Claim Notice as part of the Solicitation Package; *and further provided, however*, that the Debtors are not required to serve copies of the Initial Administrative Expense Claim Notice by mail on any Members who have not filed proofs of claim, but may instead serve the Initial Administrative Expense Claim Notice on such Members by electronic mail to such Members for whom the Debtors have electronic mail addresses.

V. Generally Applicable Provisions

27. ~~26.~~ The Balloting Agent shall make the Combined Plan and Disclosure Statement, this Order, and all exhibits to this Order available on the case website and shall provide copies of

the Combined Plan and Disclosure Statement, this Order, and all exhibits to this Order free of charge to any party requesting such copies.

28. ~~27.~~ The Debtors are authorized to make non-substantive and ministerial changes to any documents in or among the Solicitation Package, the Objection Deadline and Hearing Notice, the Non-Voting Notice, the Administrative Expense Claim Form, and the Initial Administrative Expense Claim Notice without further approval of the Court prior to its dissemination, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Plan and Disclosure Statement, the Objection Deadline and Hearing Notice, the Non-Voting Notice, and any other materials included in the Solicitation Package prior to their distribution, as well as the Administrative Expense Claim Form and the Initial Administrative Expense Claim Notice.

29. ~~28.~~ The Debtors are authorized to take any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court

30. ~~29.~~ The Court shall retain jurisdiction as to all matters relating to the interpretation, implementation, and enforcement of this Order.

31. ~~30.~~ The terms of this Order shall be effective immediately upon its entry.

Exhibit 1A

Class 3 Ballot

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

In re

YOUFIT HEALTH CLUBS, LLC, *et al.*,⁵

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**CLASS 3 BALLOT FOR ACCEPTING OR REJECTING
THE PROPOSED COMBINED DISCLOSURE STATEMENT
AND CHAPTER 11 PLAN OF LIQUIDATION**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed the *Proposed Combined Disclosure Statement* (the “**Disclosure Statement**”) and *Amended Chapter 11 Plan of Liquidation* (the “**Plan**”) [Docket No. ~~744~~788] (as it may be further amended, supplemented or modified from time to time pursuant to the terms thereof, the “**Combined Plan and Disclosure Statement**”) on ~~February 10, 2021~~March 2, 2021.

On March 3, 2021 (the “**Record Date**”), the Court entered an order approving the Disclosure Statement on an interim basis and approving certain notice and voting procedures on the Plan [Docket No. •]. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Combined Plan and Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a copy of the Combined Plan and Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. (the “**Balloting Agent**”) through the case website at <https://www.donlinrecano.com/Clients/yfhc/Index> or by emailing DRCVote@DonlinRecano.com.

The Plan identifies seven (7) classes of claims against and interests in the Debtors. Only Record Date Holders of Prepetition Lender Claims in Class 3 and of Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. This Ballot is to be used by Record Date Holders of Prepetition Lender Claims in Class 3 only.

You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Plan. Your claim has been placed in Class 3 under the Plan. Only Holders of Allowed Prepetition Lender Claims in Class 3 as of the Record Date or Allowed General Unsecured Claims in Class 4 as of the Record Date may vote to accept or reject the Plan.

⁵ 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.

If your Ballot is not actually received by the Balloting Agent on or before 4:00 p.m. (prevailing Eastern Time) on April 12, 2021, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the Record Date Holder of (an) Allowed Class 3 Claim(s) against the Debtor,
in the unpaid amount of \$ _____:

Check one box only

☐ **Accepts the Plan**

☐ **Rejects the Plan**

Dated: _____

Name of creditor holding claim: _____

Signature: _____

Print or type name: _____

Title (if applicable): _____

Address: _____

Please mail this Ballot according to the Instructions on the following page or vote electronically on the website maintained by the Balloting Agent according to the Instructions on the following page.

VOTING INSTRUCTIONS

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Combined Plan and Disclosure Statement.

2. This Ballot relates to your claim(s) as a Class 3 creditor of the Debtor. Class 3 creditors entitled to vote on the Plan are holders of Prepetition Lender Claims as of the Record Date. All creditors in Class 3 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope to the following addresses or vote electronically as described in Paragraph 3 below:

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

Only Record Date Holders of Allowed Prepetition Lender Claims in Class 3 or of Allowed General Unsecured Claims in Class 4 may vote, and any vote by such a Record Date Holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided above.

3. You may also submit your Ballot via the online portal (the “**Online Portal**”) at <https://www.donlinrecano.com/Clients/yfhc/vote>. Please make sure to follow the instructions at the Online Portal to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Online Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted. Ballots sent to the Debtors or the Bankruptcy Court will not be counted.

Questions about ballots can be emailed to DRCVote@DonlinRecano.com.

4. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will not be counted.

5. Any Ballot not bearing an original signature or electronic signature will not be

counted. Any Ballot submitted by facsimile will not be counted. Any Ballot not indicating a vote to accept or to reject the Plan will not be counted.

6. To have your voted counted, your Ballot must be received by **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”) at one of the addresses above or via the electronic voting procedure described above.

7. If a Ballot is received after the Voting Deadline, it will not be counted.

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE
CONTACT THE BALLOTING AGENT AT DRCVOTE@DONLINRECANO.COM.**

Exhibit 1B

Class 4 Ballot

**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)

**CLASS 4 BALLOT FOR ACCEPTING OR REJECTING
THE PROPOSED COMBINED DISCLOSURE STATEMENT
AND CHAPTER 11 PLAN OF LIQUIDATION**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed the *Proposed Combined Disclosure Statement* (the “**Disclosure Statement**”) and *Amended Chapter 11 Plan of Liquidation* (the “**Plan**”) [Docket No. ~~744~~788] (as it may be further amended, supplemented or modified from time to time pursuant to the terms thereof, the “**Combined Plan and Disclosure Statement**”) on ~~February 10, 2021~~March 2, 2021.

On March 3, 2021 (the “**Record Date**”), the Court entered an order approving the Disclosure Statement on an interim basis and approving certain notice and voting procedures on the Plan [Docket No. •]. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Combined Plan and Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a copy of the Combined Plan and Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc. (the “**Balloting Agent**”) through the case website at <https://www.donlinrecano.com/Clients/yfhc/Index> or by emailing DRCVote@DonlinRecano.com.

The Plan identifies seven (7) classes of claims against and interests in the Debtors. Only Record Date Holders of Prepetition Lender Claims in Class 3 and of Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. This Ballot is to be used by Record Date Holders of Allowed General Unsecured Claims in Class 4 only.

You should review the Combined Plan and Disclosure Statement before you vote. You may wish to seek legal advice concerning the Combined Plan and Disclosure Statement and your classification and treatment under the Plan. Your claim has been placed in Class 4 under the Plan. Only Holders of Allowed Prepetition Lender Claims in Class 3 as of the Record Date or Allowed General Unsecured Claims in Class 4 as of the Record Date may vote to accept or reject the Plan.

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.

If your Ballot is not actually received by the Balloting Agent on or before 4:00 p.m. (prevailing Eastern Time) on April 12, 2021, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the Record Date Holder of (an) Allowed Class 4 Claim(s) against the Debtor,
in the unpaid amount of \$ _____:

Check one box only

☐ **Accepts the Plan**

☐ **Rejects the Plan**

Dated: _____

Name of creditor holding claim: _____

Signature: _____

Print or type name: _____

Title (if applicable): _____

Address: _____

Please mail this Ballot according to the Instructions on the following page or vote electronically on the website maintained by the Balloting Agent according to the Instructions on the following page.

VOTING INSTRUCTIONS

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Combined Plan and Disclosure Statement.

2. This Ballot relates to your claim(s) as a Class 4 creditor of the Debtor. Class 4 creditors entitled to vote on the Plan are holders of Allowed General Unsecured Claims. All creditors in Class 4 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope to the following addresses or vote electronically as described in Paragraph 3 below:

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

Only Record Date Holders of Allowed Prepetition Lender Claims in Class 3 or of Allowed General Unsecured Claims in Class 4 may vote, and any vote by such a Record Date Holder shall be binding on and enforceable against both such Record Date holder and any subsequent transferee or holder of such claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided above.

3. You may also submit your Ballot via the online portal (the “**Online Portal**”) at <https://www.donlinrecano.com/Clients/yfhc/vote>. Please make sure to follow the instructions at the Online Portal to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Online Portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted. Ballots sent to the Debtors or the Bankruptcy Court will not be counted.

Questions about ballots can be emailed to DRCVote@DonlinRecano.com.

4. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will not be counted.

5. Any Ballot not bearing an original signature or electronic signature will not be

counted. Any Ballot submitted by facsimile will not be counted. Any Ballot not indicating a vote to accept or to reject the Plan will not be counted.

6. To have your voted counted, your Ballot must be received by **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “Voting Deadline”) at one of the addresses above or via the electronic voting procedure described above.

7. If a Ballot is received after the Voting Deadline, it will not be counted.

IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE CONTACT THE BALLOTING AGENT AT DRCVOTE@DONLINRECANO.COM.

Exhibit 2

Committee Support Letter

Brian G Rich
(850) 521-6725
brich@bergersingerman.com

March __, 2021

To: Youfit Health Clubs, LLC *et al.*

Re: Recommendation of the Creditors' Committee in Favor
of Confirmation of the Chapter 11 Plan of Reorganization

Dear Sir/Madam:

We are counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Youfit Health Clubs, LLC, *et al.* (collectively, "Youfit" or the "Debtors") in their chapter 11 cases pending before Bankruptcy Judge Walrath in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On November 18, 2020, the Creditors' Committee was appointed by the Office of the United States Trustee for the District of Delaware to represent the interests of all unsecured creditors of the Debtors.

Copies of the *Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidating of Youfit Health Clubs, LLC and its Debtor Affiliates* (the "Plan and Disclosure Statement")¹ is being distributed to you, along with a ballot with which to cast your vote. The Plan and Disclosure Statement contains the economic terms as reflected in the Creditors' Committee Settlement which provides a chance for there to be a recovery and if you do not vote in favor of the Plan and Disclosure Statement, that there is a risk the plan is not confirmed and there will be no recovery for General Unsecured Creditors. **Accordingly, The Creditors' Committee supports the Plan and Disclosure Statement and urges you to vote in favor of the Plan and Disclosure Statement by so indicating on the enclosed ballot.**

The Plan and Disclosure Statement contains extensive information with respect to the Debtors' plan going forward. **The Creditors' Committee urges you to read the Plan and Disclosure Statement carefully before you cast your vote(s) to accept or reject the Plan and to consult with an attorney to the extent you deem that necessary.** As set forth in the Plan and Disclosure Statement, the Debtors estimate that under the Plan, holders of allowed general unsecured claims in Class 4 ("General Unsecured Claims") will receive a higher recovery, if any, than Class 4 Creditors might expect in a liquidation under Chapter 7 of the Bankruptcy Code or in a Chapter 11

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Plan and Disclosure Statement. In the event of any conflict between this letter and the Plan and Disclosure Statement, the terms of the Plan and Disclosure Statement shall control.

Official Committee of Unsecured Creditors

March __, 2021

Page 2

absent the Creditors' Committee Settlement, which is described in the Disclosure Statement and Plan.

Since its inception the Creditors' Committee has taken an active role in the Debtors' bankruptcy cases, including in the liquidation of substantially all of the Debtors' assets and the investigation and prosecution of claims for the benefit of the Debtors' Estates. **The Disclosure Statement includes a full summary of the (i) Debtors' chapter 11 cases, (ii) projected recoveries for holders of Allowed General Unsecured Claims, and (iii) terms of the Creditor's Committee Settlement (as defined in Article III.M of the Plan and Disclosure Statement) that provides the basis for creditor recoveries, if any, under the Plan and Disclosure Statement.**

The Creditors' Committee believes that the Plan and Disclosure Statement provides a treatment of your claim that is fair and equitable under the facts and circumstances of the Debtors' chapter 11 cases. While preserving all rights related to the final version of the Plan and Disclosure Statement and any modifications thereto, the Committee submits that the Plan and Disclosure Statement contains the economic terms as reflected in the Creditors' Committee Settlement and supports the Debtors' efforts to obtain approval of the Plan and Disclosure Statement.

Your vote to accept the Plan and Disclosure Statement is crucial, no matter how large or small your claim may be.

Enclosed herewith is a ballot and voting instructions. The voting deadline is April 12, 2021 at 4:00 p.m. (prevailing eastern time). Please complete and submit your ballots in accordance with the enclosed instructions so that they are received no later than the voting deadline. Please contact the undersigned with any questions regarding this matter.

Sincerely,

Brian G Rich
Berger Singerman LLP
Counsel to the Creditors' Committee
(850) 521-6725
brich@bergersingerman.com

Exhibit 23

Non-Voting 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 NON-VOTING STATUS AND (I) INTERIM APPROVAL OF THE
DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF SOLICITATION
AND VOTING PROCEDURES, (III) DEADLINE FOR VOTING ON THE PLAN, (IV)
FINAL COMBINED HEARING ON APPROVAL OF THE DISCLOSURE STATEMENT
AND CONFIRMATION OF THE PLAN, AND (V) DEADLINE
FOR FILING OBJECTIONS THERETO**

PLEASE TAKE NOTICE THAT on ~~February 10~~, March 2 2021, the Debtors filed the *Proposed Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidation* [Docket No. ~~744~~788] (as may be further modified, amended, or supplemented, the “**Combined Plan and Disclosure Statement**”)² and on March ~~3~~, 4, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. •] (the “**Order**”) approving, on an interim basis, the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim under the Plan, *you are not entitled to vote on the Plan*. Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against the Debtors) that either is unimpaired such that you are conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, or is impaired such that you are conclusively presumed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code, you are *not* entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, on April 22, 2021, at ~~10:30~~ 10:30 a.m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard, a hearing (the “**Combined Hearing**”) will be held before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801, to consider confirmation of the Plan and approval

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.

² Capitalized terms used but otherwise not defined in this Objection Deadline and Hearing Notice have the meanings ascribed to them in the Combined Plan and Disclosure Statement or the Order.

of its disclosure provisions on a final basis. The Combined Hearing may be adjourned from time to time without further notice. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the terms of the Plan, and other applicable law, without further notice, prior to, or as a result of, the Combined Hearing.

PLEASE TAKE FURTHER NOTICE THAT any objection, comment, or response to confirmation of the Plan or approval of the Disclosure Statement on a final basis, including any supporting memoranda, must be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, on or before **April 12, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “**Confirmation Objection Deadline**”) and must (i) be in writing, (ii) state the name and address of the objecting party, (iii) state the amount and nature of the claim or interest of such party, (iv) state with particularity the basis and nature of any objection to the Plan or approval of the Disclosure Statement on a final basis, and (v) be served so as to be received by the following parties on or before the Confirmation Objection Deadline on: (i) counsel for the Debtors, E Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov); (iii) counsel for the Debtors’ prepetition and postpetition agent and lenders and the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com); (iv) counsel for the DIP Agent and Prepetition Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Joshua Spencer (joshua.spencer@hkllaw.com), Phillip W. Nelson (phillip.nelson@hkllaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hkllaw.com); and (v) counsel for the Official Committee of Unsecured Creditors, Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)).

<p>DISCLOSURE AND CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.</p>

PLEASE TAKE FURTHER NOTICE THAT copies of the Combined Plan and Disclosure Statement, the Order, additional materials in the Chapter 11 Cases may be obtained free of charge at <https://www.donlinrecano.com/Clients/yfhc/Index> (or viewed on the Internet, for a fee, at the Court’s website <http://www.deb.uscourts.gov> by following the directions for accessing the ECF system on such website). Parties in interest may also request copies of the Combined Plan and Disclosure Statement from the Balloting Agent at DRCVote@DonlinRecano.com. **Please note**

that the Balloting Agent is not permitted to give legal advice.

Dated: March 12, 2021
Wilmington, Delaware

GREENBERG TRAURIG, LLP

/s/ DRAFT

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 34

Objection Deadline and Hearing 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 (I) INTERIM APPROVAL OF THE DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF SOLICITATION AND VOTING PROCEDURES, (III) DEADLINE FOR VOTING ON THE PLAN, (IV) FINAL COMBINED HEARING ON APPROVAL OF THE DISCLOSURE STATEMENT AND CONFIRMATION OF THE PLAN, AND (V) DEADLINE FOR FILING OBJECTIONS THERETO

PLEASE TAKE NOTICE THAT on ~~February 10~~, March 2, 2021, the Debtors filed the *Proposed Combined Disclosure Statement and Amended Chapter 11 Plan of Liquidation* [Docket No. ~~744~~788] (as may be further modified, amended, or supplemented, the “**Combined Plan and Disclosure Statement**”)² and on March ~~3~~, 4, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [Docket No. •] (the “**Order**”) approving, on an interim basis, the Disclosure Statement as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, the following dates and deadlines related to the Plan have been approved:

Event	Date or Deadline
Entry of Proposed Order	March 3 , <u>4</u> , 2021
Voting Record Date	March 3 , <u>4</u> , 2021
Solicitation/Service Deadline	March 12, 2021
Voting Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)

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.

² Capitalized terms used but otherwise not defined in this Objection Deadline and Hearing Notice have the meanings ascribed to them in the Combined Plan and Disclosure Statement or the Order.

Event	Date or Deadline
Initial Administrative Expense Claims Deadline	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Disclosure Statement and Plan Objection Deadline; Deadline for 3018 Motions	April 12, 2021 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Filing (i) Balloting Report; (ii) Consolidated Reply to Objections; (iii) Responses to 3018 Motions; and (iv) Proposed Form of Confirmation Order	April 19, 2021, at 4:00 p.m. (prevailing Eastern Time) ⁹
Combined Hearing on Approval of Disclosure Statement and Confirmation of the Plan	April 22, 2021, at 10:30 <u>10:30 a.m.</u> (prevailing Eastern Time)

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, the Court has established **March 3, 2021** as the record date (the “**Voting Record Date**”) for determining which Holders of Allowed Prepetition Lender Claims in Class 3 and Allowed General Unsecured Claims in Class 4 are entitled to vote on the Plan. **If you are receiving this Notice, but do not also receive a Ballot for voting on the Plan, it is because the Debtors has determined that, as of the Voting Record Date, you do not hold a claim that is entitled to vote on the Plan.**

PLEASE TAKE FURTHER NOTICE THAT the deadline to vote to accept or reject the Plan is **4:00 p.m. (prevailing Eastern Time) on April 12, 2021** (the “**Voting Deadline**”). The Balloting Agent must **receive** your Ballot with an original signature by the Voting Deadline, otherwise your vote will not be counted. In order for your Ballot to count, you must (1) properly complete, date, and execute the Ballot and (2) deliver the Ballot to the Balloting Agent by either mail, overnight courier, or personal delivery, or via the electronic voting procedures described in the Ballot and accompanying Instructions, so that the Ballots are **actually received** by the Balloting Agent no later than the Voting Deadline.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, on **April 22, 2021, at ~~10:30~~ 10:30 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, a hearing (the “**Combined Hearing**”) will be held before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #4, Wilmington, Delaware 19801, to consider confirmation of the Plan and approval of its disclosure provisions on a final basis. The Combined Hearing may be adjourned from time to time without further notice. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the terms of the Plan, and other applicable law, without further notice, prior to, or as a result of, the Combined Hearing.

PLEASE TAKE FURTHER NOTICE THAT any objection, comment, or response to confirmation of the Plan or approval of the Disclosure Statement on a final basis, including any supporting memoranda, must be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, on or before **April 12, 2021, at 4:00 p.m. (prevailing Eastern Time)** (the “**Confirmation Objection Deadline**”) and must (i) be in writing, (ii) state the name and address of the objecting party, (iii) state the amount and nature of the claim or interest of such party, (iv) state with particularity the basis and nature of any objection to the Plan or approval of the Disclosure Statement on a final basis, and (v) be served so as to be received by the following parties on or before the Confirmation Objection Deadline on: (i) counsel for the Debtors, Greenberg Traurig, LLP, (a) The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801 (Attn: Dennis A. Meloro (melorod@gtlaw.com) and (b) 77 West Wacker Dr., Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman (petermann@gtlaw.com), Eric Howe (howee@gtlaw.com), and Nicholas E. Ballen (ballenn@gtlaw.com)); (ii) the Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Hannah McCollum, Esq. (hannah.mccollum@usdoj.gov); (iii) counsel for the Debtors’ prepetition and postpetition agent and lenders and the Buyer, (a) Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: Carey D. Schreiber, Esq. (cschreiber@winston.com) and Gregory M. Gartland, Esq. (ggartland@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Joseph Barry, Esq. (jbarry@ycst.com) and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com); (iv) counsel for the DIP Agent and Prepetition Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Joshua Spencer (joshua.spencer@hklaw.com), Phillip W. Nelson (phillip.nelson@hklaw.com), and Anastasia Sotiropoulos (anastasia.sotiropoulos@hklaw.com); and (v) counsel for the Official Committee of Unsecured Creditors, Berger Singerman, LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Brian G Rich (brich@bergersingerman.com) and Michael Niles (mniles@bergersingerman.com)) and Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford Sandler (bsandler@pszjlaw.com) and Colin Robinson (crobinson@pszjlaw.com)).

<p>DISCLOSURE STATEMENT AND CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.</p>

PLEASE TAKE FURTHER NOTICE THAT copies of the Combined Plan and Disclosure Statement, the Order, additional materials in the Chapter 11 Cases may be obtained free of charge at <https://www.donlinrecano.com/Clients/yfhc/Index> (or viewed on the Internet, for a fee, at the Court’s website <http://www.deb.uscourts.gov> by following the directions for accessing the ECF system on such website). Parties in interest may also request copies of the Combined Plan and Disclosure Statement from the Balloting Agent at DRCVote@DonlinRecano.com. **Please note that the Balloting Agent is not permitted to give legal advice.**

Dated: March 12, 2021
Wilmington, Delaware

GREENBERG TRAURIG, LLP

/s/ DRAFT

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 45

Administrative Expense Claim Form

USE ONLY FOR ADMINISTRATIVE EXPENSE CLAIMS THAT AROSE ON OR BETWEEN NOVEMBER 9, 2020 THROUGH MARCH 4, 2021

In re: YouFit Health Clubs, LLC, et al.; Case No. 20 – 12841 (MFW)

Fill in the below information to identify the case:

Debtor name: _____

United States Bankruptcy Court for the: District of Delaware

Case number: _____

ADMINISTRATIVE EXPENSE PROOF OF CLAIM

Proof of Administrative Expense Claim

Read the instructions before filling out this form. To have claims arising during the period from November 9, 2020 through and including March 4, 2021 allowed as an administrative expense, this form must be filed with Donlin, Recano & Company, Inc., so as to be received by April 12, 2021 at 4:00 p.m. (Prevailing Eastern Time).

Do not use this form to make a request for payment of an administrative expense under 11 U.S.C. § 503(b)(9).

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.

Part 1: Identify the Claim**1. Who is the current creditor?**

Name of the current 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?☐ No☐ Yes. From whom? _____**3. Where should notices and payments to the creditor be sent?****Where should notices to the creditor be sent?****Where should payments to the creditor be sent? (if different)**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Name _____

Name _____

Address _____

Address _____

City _____

State _____

Zip Code _____

City _____

State _____

Zip Code _____

Contact Phone _____

Contact Phone _____

Contact Email _____

Contact Email _____

4. Does this claim amend one already filed?☐ No☐ Yes. Claim number on court claims registry (if known) _____

Filed on _____

MM / DD / YYYY

5. Do you know if anyone else has filed an Administrative Expense proof of claim for this claim?☐ No☐ Yes. Who made the earlier filing? _____

6. Do you have any number you use to identify the debtor?

☐ No

☐ Yes. Last 4 digits of the debtor's account or any identification number used to identify the debtor: _____

7. How much is the Administrative Expense Claim? \$ _____.

Does this amount include interest or other charges?

☐ No

☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. Basis for claim:

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.

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 Administrative Expense *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 Administrative Expense *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:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State Zip Code

Contact Phone _____ Email _____

Facsimile, email, or electronic submissions will not be accepted. Claims shall be deemed filed when actually received by Donlin, Recano, & Company, Inc., as provided in the Instructions. To receive an acknowledgment of the timely submission of your claim, enclose a stamped, self-addressed envelope and copy of this Administrative Expense Proof of Claim form.

Instructions for Administrative Expense Proof of Claim

United States Bankruptcy Court

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 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.
- **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.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt.

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).

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.

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.

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.

Do not file these instructions with your form.

PLEASE SEND COMPLETED ADMINISTRATIVE PROOF(S) OF CLAIM TO:

If Administrative Expense 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 Administrative Expense 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 administrative expense proof of claim may be filed electronically on DRC's website at:
<https://www.donlinrecano.com/Clients/yfhc/FileAdmExpenseClaim>

Exhibit 56

Initial Administrative Expense Claim 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 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 ~~the later of March 3, 2021 or the date of the entry of the Order (as defined below)~~ 4, 2021 (an “**Initial Administrative Expense Claim**”). On March ~~3, 4~~, 2021, the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) entered an order [Docket No. •] (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 45** 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 45** 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

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.

Administrative Expense Claim Form as if it had only been filed against the first-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 ~~3~~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

² 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 3, 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 12, 2021
Wilmington, Delaware

GREENBERG TRAURIG, LLP

/s/ DRAFT

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