

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

\_\_\_\_\_ District of Delaware  
 \_\_\_\_\_ (State)

Case number (if known): \_\_\_\_\_ Chapter 11

☐ Check if this is an  
amended filing

**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** B-Fit Health Club, LLC

2. **All other names debtor used in the last 8 years** \_\_\_\_\_  
 Include any assumed names, trade names, and *doing business* as names \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

3. **Debtor's federal Employer Identification Number (EIN)** 65-0413178

|                            |                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                              |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4. <b>Debtor's address</b> | <b>Principal place of business</b><br><br><u>1350 E Newport Center Dr.</u><br>Number Street<br><br><u>Suite 110</u><br><br><u>Deerfield Beach FL 33442</u><br>City State ZIP Code<br><br><u>Broward County</u><br>County | <b>Mailing address, if different from principal place of business</b><br><br>_____<br>Number Street<br><br>_____<br>P.O. Box<br><br>_____<br>City State ZIP Code<br><br><b>Location of principal assets, if different from principal place of business</b><br><br>_____<br>Number Street<br><br>_____<br>City State ZIP Code |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

5. **Debtor's website (URL)** www.youfit.com

Debtor B-Fit Health Club, LLC  
Name

Case number (if known) \_\_\_\_\_

**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

**7. Describe debtor's business***A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

*B. Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*7139**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

*Check one:*

- ☐ Chapter 7  
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

Debtor B-Fit Health Club, LLC Case number (if known) \_\_\_\_\_  
 Name

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD / YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes. Debtor See Schedule A Relationship Affiliates

District Delaware When 11/09/2020

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State ZIP Code \_\_\_\_\_

**Is the property insured?**

☐ No

☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

Debtor B-Fit Health Club, LLC  
Name

Case number (if known) \_\_\_\_\_

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

(On a consolidated basis)

**14. Estimated number of creditors**

- |                                             |                                        |                                            |
|---------------------------------------------|----------------------------------------|--------------------------------------------|
| <input type="checkbox"/> 1-49               | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99              | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199            | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 |                                        |                                            |

(On a consolidated basis)

**15. Estimated assets**

- |                                                |                                                                |                                                        |
|------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million              | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million             | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million           | <input type="checkbox"/> More than \$50 billion        |

(On a consolidated basis)

**16. Estimated liabilities**

- |                                                |                                                                 |                                                        |
|------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

(On a consolidated basis)

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

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

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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: 11/09/2020  
MM / DD / YYYY

 /s/ Brian Gleason

Signature of authorized representative of debtor

Title Chief Restructuring Officer

Brian Gleason

Printed name

Debtor B-Fit Health Club, LLC Case number (if known) \_\_\_\_\_  
Name

**18. Signature of attorney****X** /s/ Dennis A. MeloroDate 11/09/2020  
MM / DD / YYYY

Signature of attorney for debtor

Dennis A. Meloro  
Printed nameGreenberg Traurig, LLP  
Firm name1007 North Orange Street, Suite 1200  
Number StreetWilmington DE 19801  
City State ZIP Code+1 (302) 661-7000 melorod@gtlaw.com  
Contact phone Email address4435 DE  
Bar number State

**Schedule A****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”) filed a petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases for procedural purposes only under the case number assigned to the chapter 11 case of Debtor YouFit Health Clubs, LLC.

|                                        |
|----------------------------------------|
| YouFit Health Clubs, LLC               |
| B-Fit Health Club, LLC                 |
| Five B-Fit, LLC                        |
| Four B-Fit, LLC                        |
| Lime Time, LLC                         |
| Seven B-Fit, LLC                       |
| Six B-Fit, LLC                         |
| South Florida Health and Fitness, Inc. |
| Three B-Fit, LLC                       |
| YF Admin, LLC                          |
| YF Arizona LLC                         |
| YF Aurora, LLC                         |
| YF Bethanny, LLC                       |
| YF Bethanny Towne Center, LLC          |
| YF Boynton Mall, LLC                   |
| YF Buford, LLC                         |
| YF Cactus Village, LLC                 |
| YF Carrollwood, LLC                    |
| YF Chandler South, LLC                 |
| YF Concord, LLC                        |
| YF Coral Way II, LLC                   |
| YF Coral Way, LLC                      |
| YF Dania Pointe LLC                    |
| YF Deerfield, LLC                      |
| YF Douglasville, LLC                   |
| YF Duluth, LLC                         |
| YF Dunwoody, LLC                       |
| YF East Fowler, LLC                    |
| YF Ethan, LLC                          |
| YF Flagler LLC                         |
| YF Fulton Ranch, LLC                   |
| YF Gateway, LLC                        |
| YF Germantown, LLC                     |

|                                |
|--------------------------------|
| YF Gilbert North, LLC          |
| YF Gilbert South, LLC          |
| YF Gilbert, LLC                |
| YF Glendale, LLC               |
| YF Greenacres, LLC             |
| YF Group A, LLC                |
| YF Hammock LLC                 |
| YF Hancock, LLC                |
| YF Hialeah, LLC                |
| YF Hialeah-Okeechobee Rd., LLC |
| YF Hollywood, LLC              |
| YF Horizon, LLC                |
| YF Huntsville, LLC             |
| YF Kendall, LLC                |
| YF Killian, LLC                |
| YF Lafayette Place, LLC        |
| YF Lago Mar, LLC               |
| YF Land O Lakes, LLC           |
| YF Lantana, LLC                |
| YF Largo Plaza LLC             |
| YF Lauderdale Lakes, LLC       |
| YF Lauderhill, LLC             |
| YF Loch Raven LLC              |
| YF Lynnwood, LLC               |
| YF Margate, LLC                |
| YF Mesa, LLC                   |
| YF Mesquite, LLC               |
| YF Miami 110th LLC             |
| YF Miami Gardens, LLC          |
| YF Mount Clare, LLC            |
| YF Murrieta, LLC               |
| YF New Port Richey, LLC        |
| YF Noles, LLC                  |
| YF North Lauderdale, LLC       |
| YF North Point, LLC            |
| YF North Port, LLC             |
| YF Oak Hill, LLC               |
| YF Okeechobee, LLC             |
| YF Olney, LLC                  |
| YF Palm Bay, LLC               |
| YF Paradise Square LLC         |

|                            |
|----------------------------|
| YF Parkland, LLC           |
| YF Pine Island, LLC        |
| YF Pines Boulevard, LLC    |
| YF Pompano, LLC            |
| YF Port Charlotte, LLC     |
| YF Quail Roost, LLC        |
| YF Racetrack, LLC          |
| YF Randallstown, LLC       |
| YF Rhode Island, LLC       |
| YF Riverdale, LLC          |
| YF Rockwell, LLC           |
| YF Sandalfoot, LLC         |
| YF Scottsdale, LLC         |
| YF SE FLA, LLC             |
| YF Shea, LLC               |
| YF Shelby, LLC             |
| YF Shiloh, LLC             |
| YF Singleton, LLC          |
| YF Southaven, LLC          |
| YF Spring Creek, LLC       |
| YF Suwanee, LLC            |
| YF Tamarac LLC             |
| YF Thornton Plaza, LLC     |
| YF Town Center, LLC        |
| YF Unigold, LLC            |
| YF University Village, LLC |
| YF Venice, LLC             |
| YF Wellington, LLC         |
| YF West Brandon, LLC       |
| YF West Cobb, LLC          |
| YF West Valley, LLC        |
| YF Weston, LLC             |
| You Fit Cryoskin, LLC      |
| You Fit Eight, LLC         |
| You Fit Enterprises, LLC   |
| You Fit Five, LLC          |
| You Fit Four, LLC          |
| You Fit Nine, LLC          |
| You Fit Pinellas Park, LLC |
| You Fit Seven, LLC         |
| You Fit Six, LLC           |

|                    |
|--------------------|
| You Fit Spa, LLC   |
| You Fit, LLC       |
| You Fit-One, LLC   |
| You Fit-Three, LLC |
| You Fit-Two, LLC   |

**Omnibus Joint Action by Written Consent in Lieu of  
Respective Meetings of the  
Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager**

Date: November 5, 2020

The undersigned, being (i) the sole shareholder (the “**Sole Shareholder**”) of South Florida Health and Fitness, Inc., a Florida corporation (“**South Florida**”), (ii) the sole director (the “**Director**”) of South Florida, (iii) the majority member (the “**Majority Member**”) of YF Rhode Island, LLC, a Florida limited liability company (“**Rhode Island**”), (iv) the sole members (the “**Sole Members**”) of the respective direct and indirect subsidiaries listed in the applicable signature block of the signature pages hereto (the “**Subsidiaries**”) of YouFit Health Clubs, LLC, a Delaware limited liability company (“**YouFit**” and together with South Florida, Rhode Island and the Subsidiaries, the “**Companies**” and each, individually, a “**Company**”), or (v) the sole manager (the “**Sole Manager**”) of YouFit, Rhode Island and the Subsidiaries each hereby consent, in accordance with the organizational documents of each Company and applicable state laws, to the following actions and adopt the following resolutions with respect to each Company in lieu of a meeting, effective as of the date hereof.

**A. Chapter 11 Filing**

**WHEREAS**, the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager have each considered presentations by the financial and legal advisors of each of the respective Companies regarding the liabilities and liquidity situation of the applicable Companies, the strategic alternatives available to them, and the effect of the foregoing on each applicable Company’s business;

**WHEREAS**, the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager have each had the opportunity to consult with the financial and legal advisors of each of the respective Companies and fully consider each of the strategic alternatives available to each applicable Company; and

**WHEREAS**, the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager have each reviewed and have had the opportunity to consult with the financial and legal advisors of each of the respective Companies regarding the materials prepared in contemplation of a filing under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), and the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager each recommend the adoption of these resolutions.

**NOW, THEREFORE, BE IT RESOLVED**, that in the respective business judgment of the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager, it is desirable and in the best interest of each respective Company (including a consideration of its respective creditors and other parties in interest) that each respective Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief under the provisions of chapter 11 of Bankruptcy Code (each a “**Chapter 11 Case**” and collectively, the “**Chapter 11 Cases**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) and

any other petition for relief or reorganization or other order that may be desirable under applicable law in the United States;

**FURTHER RESOLVED**, that the Chief Restructuring Officer, managers or any other duly appointed officer, or other person acting at the direction of the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager, as applicable (collectively, the “**Authorized Signatories**”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of each respective Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all actions that they deem necessary, proper, or convenient to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each applicable Company’s business; and

**FURTHER RESOLVED**, that all acts and deeds previously performed by any of the Authorized Signatories prior to the adoption of the foregoing recitals and resolutions that are within the authority conferred by the foregoing recitals and resolutions, are hereby ratified, confirmed, adopted and approved in all respects as the authorized acts and deeds of each respective Company.

**B. Retention of Professionals**

**WHEREAS**, the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager have each considered presentations by the financial and legal advisors of each of the respective Companies regarding the retention of advisors by each Company.

**NOW, THEREFORE, BE IT RESOLVED**, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ the law firm of Greenberg Traurig, LLP (“**GT**”) as general bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of GT;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ the firm of Red Banyan Group, LLC (“**Red Banyan**”) as communications consultant to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Red Banyan;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ the firm of FocalPoint Securities, LLC (“**FocalPoint**”) as investment banker to represent and assist each Company in carrying out its

duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of FocalPoint;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ the firm of Donlin Recano & Company, Inc. ("**Donlin Recano**") as noticing and claims agent to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed appropriate applications for authority to retain the services of Donlin Recano;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and hereby is, authorized, empowered and directed to employ the firm of Hilco Real Estate, LLC ("**Hilco**") as real estate advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Hilco;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and hereby is, authorized, empowered, and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, proper, or convenient; and

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and hereby is, with the power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in connection therewith, to employ and retain all other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with each Company's Chapter 11 Case, with a view to the successful prosecution of such case.

**C. Debtor in Possession Financing and Use of Cash Collateral**

**NOW, THEREFORE, BE IT RESOLVED**, that, in connection with the commencement of the Chapter 11 Cases, each of the Authorized Signatories, is authorized and directed to seek approval of an order or orders authorizing the incurrence of postpetition debtor-in-possession financing, and any Authorized Signatory be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Companies, necessary to implement such orders, as well as any additional or further

agreements for the use of cash collateral in connection with the Company's Chapter 11 Cases, which agreement(s) may require any or all of the Companies to grant liens to such Company's existing lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, all with such changes therein and additions thereto as any Authorized Signatory approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof, subject to Bankruptcy Court approval.

**D. Sale of All or Substantially All Assets**

**NOW, THEREFORE, BE IT RESOLVED**, that the Authorized Signatories be, and each hereby is, authorized, directed and empowered to (i) enter into negotiations with any interested parties regarding a purchase of any or all of the assets of any or all of the Companies (a "Sale"); (ii) execute and deliver an agreement providing for such Sale; (iii) enter into such additional agreements, consents, certificates, amendments, and instruments as may be necessary to obtain approval for and effect the transactions contemplated thereby; (iv) if the Authorized Signatories deem it necessary or appropriate, seek approval from the Bankruptcy Court for authority under the Bankruptcy Code and any other relevant or applicable federal, state, local or non-U.S. law to sell such assets in a Sale; (v) organize and manage a sales process for such assets that is determined in the Authorized Signatories' reasonable judgment, in consultation with the financial and legal advisors of each respective Company, which may take the form of an auction or any other process, and which may include the identification of a stalking horse bidder.

**E. General Resolutions**

**NOW, THEREFORE, BE IT RESOLVED**, that the Authorized Signatories of each of the Companies be, and each of them hereby is, authorized, empowered, and directed to execute, acknowledge, verify, deliver, and file any and all such other agreements, documents, instruments and certificates and to take such other actions as may be necessary, proper or appropriate in order to carry out the intent and purposes of the foregoing resolutions;

**FURTHER RESOLVED**, that the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager have each received sufficient notices of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company or applicable law, or hereby waive any right to have received such notice;

**FURTHER RESOLVED**, that each of the members of the board of managers or board of directors, the shareholder, member, or the managing member, as applicable, hereby irrevocably waives notice of the time, place, and purposes of the meeting and any adjournments thereof, to the extent such notice is required by the applicable organizational documents of each Company or applicable law;

**FURTHER RESOLVED**, that any and all actions heretofore or hereafter taken and expenses incurred in the name of and on behalf of any Company by any officer, director or other Authorized Signatory of any Company in connection with or related to the matters set forth or contemplated by the foregoing resolutions be, and they hereby are, approved, ratified, adopted and

confirmed in all respects as fully as if such actions had been presented to the Director, Majority Member, Sole Members and Sole Manager for approval prior to such actions being taken; and

**FURTHER RESOLVED**, that an Authorized Signatory of each of the Companies is hereby authorized to certify to third parties with respect to the adoption of these resolutions in the form and substance satisfactory to such party.

The undersigned agree that this Omnibus Joint Action by Written Consent in Lieu of Respective Meetings of the Sole Shareholder, Director, Majority Member, Sole Members and Sole Manager shall be added to the respective corporate records of each Company and made a part thereof, and the undersigned further agree that the resolutions set forth hereinabove shall have the same force and effect as if adopted at a respective meetings duly noticed and held, pursuant to each respective Company's organizational documents and the applicable laws of the jurisdiction in which such Company is organized. Facsimile, scanned, or electronic signatures shall be acceptable as originals; execution in two or more counterparts shall, together, constitute one and the same instrument.

Executed as of the date first set forth above.

*[Remainder of Page Intentionally Left Blank]*

**SOLE DIRECTOR:**

**South Florida Health and Fitness, Inc.**

By: /s/ Pamela Corrie  
Name: Pamela Corrie  
Title: Director

**SOLE SHAREHOLDER:**

**South Florida Health and Fitness, Inc.**

By: YouFit Health Clubs, LLC  
Its: Sole Shareholder

By: /s/ Pamela Corrie  
Name: Pamela Corrie  
Title: Manager

**MAJORITY MEMBER:**

**YF Rhode Island, LLC**

By: You Fit, LLC  
Its: Majority Member

By: /s/ Pamela Corrie  
Name: Pamela Corrie  
Title: Manager

**SOLE MEMBERS:**

**Seven B-Fit, LLC**  
**YF Admin, LLC**  
**YF Arizona LLC**  
**YF Coral Way II, LLC**  
**YF East Fowler, LLC**  
**YF Group A, LLC**  
**YF Hammock LLC**  
**YF Hialeah, LLC**  
**YF Horizon, LLC**

*[List continues onto next page]*

**YF Lafayette Place, LLC**  
**YF Olney, LLC**  
**YF Pompano, LLC**  
**YF Randallstown, LLC**  
**YF Riverdale, LLC**  
**YF SE FLA, LLC**  
**You Fit Enterprises, LLC**  
**You Fit Nine, LLC**  
**You Fit Pinellas Park, LLC**  
**You Fit, LLC**

By: YouFit Health Clubs, LLC  
Its: Sole Member

By: /s/ Pamela Corrie  
Name: Pamela Corrie  
Title: Manager

**YF Bethanny, LLC**  
**YF Bethany Towne Center, LLC**  
**YF Cactus Village, LLC**  
**YF Chandler South, LLC**  
**YF Ethan, LLC**  
**YF Fulton Ranch, LLC**  
**YF Gilbert North, LLC**  
**YF Gilbert South, LLC**  
**YF Gilbert, LLC**  
**YF Glendale, LLC**  
**YF Hancock, LLC**  
**YF Mesa, LLC**  
**YF Scottsdale, LLC**  
**YF Shea, LLC**  
**YF West Valley, LLC**

By: YF Arizona LLC  
Its: Sole Member

By: /s/ Pamela Corrie  
Name: Pamela Corrie  
Title: Manager

**Lime Time, LLC**  
**YF Aurora, LLC**  
**YF Boynton Mall, LLC**  
**YF Buford, LLC**

*[List continues onto next page]*

**YF Carrollwood, LLC**  
**YF Concord, LLC**  
**YF Coral Way, LLC**  
**YF Deerfield, LLC**  
**YF Douglasville, LLC**  
**YF Duluth, LLC**  
**YF Dunwoody, LLC**  
**YF Gateway, LLC**  
**YF Greenacres, LLC**  
**YF Hollywood, LLC**  
**YF Huntsville, LLC**  
**YF Kendall, LLC**  
**YF Lago Mar, LLC**  
**YF Land O Lakes, LLC**  
**YF Lauderdale Lakes, LLC**  
**YF Lynnwood, LLC**  
**YF Margate, LLC**  
**YF Mesquite, LLC**  
**YF Murrieta, LLC**  
**YF New Port Richey, LLC**  
**YF Noles, LLC**  
**YF North Point, LLC**  
**YF North Port, LLC**  
**YF Okeechobee, LLC**  
**YF Parkland, LLC**  
**YF Pine Island, LLC**  
**YF Pines Boulevard, LLC**  
**YF Quail Roost, LLC**  
**YF Racetrack, LLC**  
**YF Rockwell, LLC**  
**YF Sandalfoot, LLC**  
**YF Shiloh, LLC**  
**YF Singleton, LLC**  
**YF Southaven, LLC**  
**YF Spring Creek, LLC**  
**YF Suwanee, LLC**  
**YF Thornton Plaza, LLC**  
**YF Unigold, LLC**  
**YF Venice, LLC**  
**YF Wellington, LLC**  
**YF West Brandon, LLC**  
**YF Weston, LLC**  
**You Fit Eight, LLC**  
**You Fit Four, LLC**

*[List continues onto next page]*

**You Fit Seven, LLC**

By: YF Group A, LLC

Its: Sole Member

By: /s/ Pamela Corrie  
Name: Pamela Corrie  
Title: Manager

**B-Fit Health Club, LLC**

**Five B-Fit, LLC**

**Four B-Fit, LLC**

**Six B-Fit, LLC**

**Three B-Fit, LLC**

**YF Lantana, LLC**

**YF Town Center, LLC**

By: YF SE FLA, LLC

Its: Sole Member

By: /s/ Pamela Corrie  
Name: Pamela Corrie  
Title: Manager

**YF Dania Pointe LLC**

**YF Flagler LLC**

**YF Germantown, LLC**

**YF Hialeah-Okeechobee Rd., LLC**

**YF Killian, LLC**

**YF Largo Plaza LLC**

**YF Lauderhill, LLC**

**YF Loch Raven LLC**

**YF Miami 110th LLC**

**YF Miami Gardens, LLC**

**YF Mount Clare, LLC**

**YF North Lauderdale, LLC**

**YF Oak Hill, LLC**

**YF Palm Bay, LLC**

**YF Paradise Square LLC**

**YF Port Charlotte, LLC**

**YF Shelby, LLC**

**YF Tamarac LLC**

**YF University Village, LLC**

**YF West Cobb, LLC**

**You Fit Cryoskin, LLC**

*[List continues onto next page]*

**You Fit Five, LLC  
You Fit Six, LLC  
You Fit Spa, LLC  
You Fit-One, LLC  
You Fit-Three, LLC  
You Fit-Two, LLC**

By: You Fit, LLC  
Its: Sole Member

By: /s/ Pamela Corrie  
Name: Pamela Corrie  
Title: Manager

**MANAGER:**

**YouFit Health Clubs, LLC  
B-Fit Health Club, LLC  
Five B-Fit, LLC  
Four B-Fit, LLC  
Lime Time, LLC  
Seven B-Fit, LLC  
Six B-Fit, LLC  
Three B-Fit, LLC  
YF Admin, LLC  
YF Arizona LLC  
YF Aurora, LLC  
YF Bethanny, LLC  
YF Bethany Towne Center, LLC  
YF Boynton Mall, LLC  
YF Buford, LLC  
YF Cactus Village, LLC  
YF Carrollwood, LLC  
YF Chandler South, LLC  
YF Concord, LLC  
YF Coral Way II, LLC  
YF Coral Way, LLC  
YF Dania Pointe LLC  
YF Deerfield, LLC  
YF Douglasville, LLC  
YF Duluth, LLC  
YF Dunwoody, LLC  
YF East Fowler, LLC**

*[List continues onto next page]*

**YF Ethan, LLC**  
**YF Flagler LLC**  
**YF Fulton Ranch, LLC**  
**YF Gateway, LLC**  
**YF Germantown, LLC**  
**YF Gilbert North, LLC**  
**YF Gilbert South, LLC**  
**YF Gilbert, LLC**  
**YF Glendale, LLC**  
**YF Greenacres, LLC**  
**YF Group A, LLC**  
**YF Hammock LLC**  
**YF Hancock, LLC**  
**YF Hialeah, LLC**  
**YF Hialeah-Okeechobee Rd., LLC**  
**YF Hollywood, LLC**  
**YF Horizon, LLC**  
**YF Huntsville, LLC**  
**YF Kendall, LLC**  
**YF Killian, LLC**  
**YF Lafayette Place, LLC**  
**YF Lago Mar, LLC**  
**YF Land O Lakes, LLC**  
**YF Lantana, LLC**  
**YF Largo Plaza LLC**  
**YF Lauderdale Lakes, LLC**  
**YF Lauderhill, LLC**  
**YF Loch Raven LLC**  
**YF Lynnwood, LLC**  
**YF Margate, LLC**  
**YF Mesa, LLC**  
**YF Mesquite, LLC**  
**YF Miami 110th LLC**  
**YF Miami Gardens, LLC**  
**YF Mount Clare, LLC**  
**YF Murrieta, LLC**  
**YF New Port Richey, LLC**  
**YF Noles, LLC**  
**YF North Lauderdale, LLC**  
**YF North Point, LLC**  
**YF North Port, LLC**  
**YF Oak Hill, LLC**  
**YF Okeechobee, LLC**  
**YF Olney, LLC**  
**YF Palm Bay, LLC**

*[List continues onto next page]*

**YF Paradise Square LLC**  
**YF Parkland, LLC**  
**YF Pine Island, LLC**  
**YF Pines Boulevard, LLC**  
**YF Pompano, LLC**  
**YF Port Charlotte, LLC**  
**YF Quail Roost, LLC**  
**YF Racetrack, LLC**  
**YF Randallstown, LLC**  
**YF Rhode Island, LLC**  
**YF Riverdale, LLC**  
**YF Rockwell, LLC**  
**YF Sandalfoot, LLC**  
**YF Scottsdale, LLC**  
**YF SE FLA, LLC**  
**YF Shea, LLC**  
**YF Shelby, LLC**  
**YF Shiloh, LLC**  
**YF Singleton, LLC**  
**YF Southaven, LLC**  
**YF Spring Creek, LLC**  
**YF Suwanee, LLC**  
**YF Tamarac LLC**  
**YF Thornton Plaza, LLC**  
**YF Town Center, LLC**  
**YF Unigold, LLC**  
**YF University Village, LLC**  
**YF Venice, LLC**  
**YF Wellington, LLC**  
**YF West Brandon, LLC**  
**YF West Cobb, LLC**  
**YF West Valley, LLC**  
**YF Weston, LLC**  
**You Fit Cryoskin, LLC**  
**You Fit Eight, LLC**  
**You Fit Enterprises, LLC**  
**You Fit Five, LLC**  
**You Fit Four, LLC**  
**You Fit Nine, LLC**  
**You Fit Pinellas Park, LLC**  
**You Fit Seven, LLC**  
**You Fit Six, LLC**  
**You Fit Spa, LLC**  
**You Fit, LLC**  
**You Fit-One, LLC**

*[List continues onto next page]*

**You Fit-Three, LLC**  
**You Fit-Two, LLC**

/s/ Pamela Corrie

Name: Pamela Corrie

Title: Manager

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

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-\_\_\_\_\_ ( )

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT  
AND LIST OF EQUITY INTEREST HOLDERS**

Pursuant to rules 1007(a)(1) and (3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations (as the term is defined in 11 U.S.C. § 101(9)), other than a governmental unit, that directly or indirectly own 10% or more of any class of any of the debtors or debtors in possession (collectively, the “**Debtors**”) of these chapter 11 cases, along with a list of equity holders of each Debtor. The corporate structure and equity ownership are also reflected in the corporate organization chart attached to the *Declaration of Brian Gleason in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* filed concurrently herewith.

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<sup>1</sup> The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, for which joint administration has been requested, 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 proposed claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

1. Membership interests of Debtor **YouFit Health Clubs, LLC** is owned as follows:

| Interest Holder                 | Last-Known Address                                                                                                          | Interest Held <sup>2</sup>                              |
|---------------------------------|-----------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|
| Non-Debtor YF Lime, LLC         | 1350 E. Newport Center Dr., Suite 200<br>Deerfield Beach, FL 33442                                                          | 31,250,000 Common Units<br>(100% of Common Units)       |
| Non-Debtor YF-GEF Holdings, LLC | Perella Weinberg Partners<br>Attn: Dave Ferguson, Chip Baird, and General Counsel<br>767 Fifth Avenue<br>New York, NY 10153 | 31,250,000 Preferred Units<br>(100% of Preferred Units) |

2. Debtor **YouFit Health Clubs, LLC** owns 100% of the membership or other equity interest in each of the following Debtors:

|                                        |                            |
|----------------------------------------|----------------------------|
| Seven B-Fit, LLC                       | YF Lafayette Place, LLC    |
| South Florida Health and Fitness, Inc. | YF Olney, LLC              |
| YF Admin, LLC                          | YF Pompano, LLC            |
| YF Arizona LLC                         | YF Randallstown, LLC       |
| YF Coral Way II, LLC                   | YF Riverdale, LLC          |
| YF East Fowler, LLC                    | YF SE FLA, LLC             |
| YF Group A, LLC                        | You Fit Enterprises, LLC   |
| YF Hammock LLC                         | You Fit Nine, LLC          |
| YF Hialeah, LLC                        | You Fit Pinellas Park, LLC |
| YF Horizon, LLC                        | You Fit, LLC               |

*[Intentionally left blank]*

<sup>2</sup> Ownership interests of YouFit Health Clubs, LLC reflect the members and units provided in that certain Fourth Amended and Restated Limited Liability Company Operating Agreement, dated June 10, 2020. Profits Interest Unit holdings are not reflected.

3. Debtor **YF Arizona LLC** owns 100% of the membership interest in each of the following Debtors:

|                              |                     |
|------------------------------|---------------------|
| YF Bethanny, LLC             | YF Gilbert, LLC     |
| YF Bethany Towne Center, LLC | YF Glendale, LLC    |
| YF Cactus Village, LLC       | YF Hancock, LLC     |
| YF Chandler South, LLC       | YF Mesa, LLC        |
| YF Ethan, LLC                | YF Scottsdale, LLC  |
| YF Fulton Ranch, LLC         | YF Shea, LLC        |
| YF Gilbert North, LLC        | YF West Valley, LLC |
| YF Gilbert South, LLC        |                     |

*[Intentionally left blank]*

4. Debtor **YF Group A, LLC** owns 100% of the membership interest in each of the following Debtors:

|                          |                         |
|--------------------------|-------------------------|
| Lime Time, LLC           | YF North Point, LLC     |
| YF Aurora, LLC           | YF North Port, LLC      |
| YF Boynton Mall, LLC     | YF Okeechobee, LLC      |
| YF Buford, LLC           | YF Parkland, LLC        |
| YF Carrollwood, LLC      | YF Pine Island, LLC     |
| YF Concord, LLC          | YF Pines Boulevard, LLC |
| YF Coral Way, LLC        | YF Quail Roost, LLC     |
| YF Deerfield, LLC        | YF Racetrack, LLC       |
| YF Douglasville, LLC     | YF Rockwell, LLC        |
| YF Duluth, LLC           | YF Sandalfoot, LLC      |
| YF Dunwoody, LLC         | YF Shiloh, LLC          |
| YF Gateway, LLC          | YF Singleton, LLC       |
| YF Greenacres, LLC       | YF Southaven, LLC       |
| YF Hollywood, LLC        | YF Spring Creek, LLC    |
| YF Hunstville, LLC       | YF Suwanee, LLC         |
| YF Kendall, LLC          | YF Thornton Plaza, LLC  |
| YF Lago Mar, LLC         | YF Unigold, LLC         |
| YF Land O Lakes, LLC     | YF Venice, LLC          |
| YF Lauderdale Lakes, LLC | YF Wellington, LLC      |
| YF Lynnwood, LLC         | YF West Brandon, LLC    |
| YF Margate, LLC          | YF Weston, LLC          |
| YF Mesquite, LLC         | You Fit Eight, LLC      |
| YF Murrieta, LLC         | You Fit Four, LLC       |
| YF New Port Richey, LLC  | You Fit Seven, LLC      |
| YF Noles, LLC            |                         |

5. Debtor **YF SE FLA, LLC** owns 100% of the membership interest in each of the following Debtors:

|                        |                     |
|------------------------|---------------------|
| B-Fit Health Club, LLC | Three B-Fit, LLC    |
| Five B-Fit, LLC        | YF Lantana, LLC     |
| Four B-Fit, LLC        | YF Town Center, LLC |
| Six B-Fit, LLC         |                     |

6. Debtor **You Fit, LLC** owns 100% of the membership interest in each of the following Debtors:

|                                |                            |
|--------------------------------|----------------------------|
| YF Dania Pointe LLC            | YF Paradise Square LLC     |
| YF Flagler LLC                 | YF Port Charlotte, LLC     |
| YF Germantown, LLC             | YF Shelby, LLC             |
| YF Hialeah-Okeechobee Rd., LLC | YF Tamarac LLC             |
| YF Killian, LLC                | YF University Village, LLC |
| YF Largo Plaza LLC             | YF West Cobb, LLC          |
| YF Lauderhill, LLC             | You Fit Cryoskin, LLC      |
| YF Loch Raven LLC              | You Fit Five, LLC          |
| YF Miami 110th LLC             | You Fit Six, LLC           |
| YF Miami Gardens, LLC          | You Fit Spa, LLC           |
| YF Mount Clare, LLC            | You Fit-One, LLC           |
| YF North Lauderdale, LLC       | You Fit-Three, LLC         |
| YF Oak Hill, LLC               | You Fit-Two, LLC           |
| YF Palm Bay, LLC               |                            |

7. Membership interest of Debtor **YF Rhode Island, LLC** is owned as follows:

| <b>Interest Holder</b>           | <b>Last-Known Address</b>                                             | <b>Interest Held</b> |
|----------------------------------|-----------------------------------------------------------------------|----------------------|
| Debtor You Fit, LLC              | 1350 E. Newport Center<br>Dr., Suite 110<br>Deerfield Beach, FL 33442 | 60%                  |
| Non-Debtor Frank<br>Giannone     | 3610 Quantum Blvd.<br>Boynton Beach, Fl 33426                         | 20%                  |
| Non-Debtor Michael<br>Scichilone | 3610 Quantum Blvd.<br>Boynton Beach, Fl 33426                         | 20%                  |

**Fill in this information to identify the case:****Debtor name:** YouFit Health Clubs, LLC, *et al.***United States Bankruptcy Court for the:** District of Delaware**Case number (if known):** 20-\_\_\_\_\_☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis\***

12/15

A list of creditors holding the 30 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 Largest unsecured claims.

|   | Name of creditor and complete mailing address, including zip code                                             | Name, telephone number, and email address of creditor contact          | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed                                        | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |                                             |                 |
|---|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------|
|   |                                                                                                               |                                                                        |                                                                                                                |                                                                                                   | Total claim, if partially secured                                                                                                                                                                                                          | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | Bank of America, NA<br>401 E Las Olas Blvd. 9th Floor<br>Mail Code: FL6-812-09-01<br>Fort Lauderdale FL 33301 | Michael Fortin<br>michael.r.fortin@bofa.com<br>Tel: (954) 766-7441     | PPP Loan                                                                                                       | <input checked="" type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$10,000,000.00 |
| 2 | Service Properties Trust<br>Two Newton Place,<br>255 Washington Street ste 300<br>Newton MA 02458             | Robert Croskey<br>EMCCRACKEN@rmrgroup.com<br>Tel: (720) 639-3553       | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D            |                                                                                                                                                                                                                                            |                                             | \$499,163.74    |
| 3 | Arcadia Management Group Inc.<br>Squaw Peak Ventures<br>2323 W University Dr.<br>Tempe AZ 85281               | Kellie Hunter<br>khunter@arcdiamgmt.com<br>Tel: (602) 955-4700         | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D            |                                                                                                                                                                                                                                            |                                             | \$342,635.12    |
| 4 | CP Pembroke Pines, LLC<br>PO Box 865279<br>Orlando FL 32886-5279                                              | Shelby Smith<br>eechols@selectstrat.com<br>Tel: (321) 558-3860         | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D            |                                                                                                                                                                                                                                            |                                             | \$310,314.52    |
| 5 | Gator Flower Mound, LLC<br>7850 NW 146TH Street<br>4th Floor<br>Miami Lakes FL 33016                          | Maribel Pedron<br>maribel@gatorinv.com<br>Tel: (305) 949-9049 Ext. 175 | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D            |                                                                                                                                                                                                                                            |                                             | \$247,165.84    |
| 6 | Lauderhill Mall<br>Investment LLC<br>696 NE 125 Street<br>N Miami FL 33161                                    | Oscar Fiallos<br>cdr@yardi.com<br>Tel: (305) 893-9955                  | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D            |                                                                                                                                                                                                                                            |                                             | \$228,194.00    |
| 7 | Kireland Coral Terrace, LLC<br>18851 NE 29th Avenue<br>Suite 303<br>Aventura FL 33180                         | Terri Plott<br>tplott@panamgroup.com<br>Tel: (305) 461-0563            | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D            |                                                                                                                                                                                                                                            |                                             | \$227,313.97    |

\*The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor with respect to all or any portion of the claims contained herein. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

Debtor **YouFit Health Clubs, LLC, et al.**Case number (if known) **20-\_\_\_\_\_**

| Name of creditor and complete mailing address, including zip code                      | Name, telephone number, and email address of creditor contact              | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed                             | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |                                             |                 |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------|
|                                                                                        |                                                                            |                                                                                                             |                                                                                        | Total claim, if partially secured                                                                                                                                                                                                          | Deduction for value of collateral or setoff | Unsecured claim |
| 8 Maricopa County Treasurer<br>PO Box 52133<br>Phoenix AZ 85072-2133                   | Royce T. Flora<br>Treasurer.Office@Maricopa.Gov<br>Tel: (602) 506-8511     | Property Tax                                                                                                | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$225,675.28    |
| 9 PMAT Algiers Plaza, LLC<br>PO Box 674397<br>Dallas TX 75267-4397                     | Ashley Cox<br>ACox@n3realestate.com<br>Tel: (504) 681-3405                 | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$221,442.33    |
| 10 Blumin-Highpoint, LTD<br>17000 Dallas Parkway<br>Suite #123<br>Dallas TX 75248      | Cindi Langley<br>c.langleyrbproperties.com<br>Tel: (214) 340-6322 Ext. 206 | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$206,866.80    |
| 11 KIR Brandon 011, LLC<br>PO Box 62045<br>Newark NJ 07101                             | Nancy Majstruk<br>nmajstruk@kimcorealty.com<br>Tel: (516) 869-7182         | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$198,441.76    |
| 12 Jem Investments Ltd<br>501 N Morgan Street<br>Suite 202<br>Tampa FL 33602           | Melanie Grove<br>mgrove1@tampabay.rr.com<br>Tel: (813) 223-7849            | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$195,863.91    |
| 13 USRPI REIT, Inc.<br>Arcadia Management<br>PO Box 10<br>Scottsdale AZ 85252-0010     | Dale Miller<br>dmiller@arcadiamgmt.com<br>Tel: (480) 721-3642              | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$189,697.04    |
| 14 United States Development<br>100 Miracle Mile<br>Suite 310<br>Coral Gables FL 33134 | Edmundo Daldrey<br>edaldrey@yahoo.com<br>Tel: (305) 785-4637               | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$188,377.79    |
| 15 Mimco, LLC<br>6500 Montana Ave.<br>El Paso TX 79925                                 | Adrian Marquez<br>amarquez@mimcoproperties.com<br>Tel: (915) 342-1222      | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$183,459.84    |
| 16 The Town Center at Boca Raton Trust<br>PO Box 772846<br>Chicago IL 60677-2846       | Nick O'Bryan<br>nick.o'bryan@simon.com<br>Tel: (317) 264-2871              | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$178,053.76    |
| 17 Office Depot Inc.<br>PO Box 633980<br>Cincinnati OH 45263-3980                      | Melvin Cortez<br>melvin.cortez@officedepot.com<br>Tel: (561) 438-7362      | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$172,907.56    |
| 18 McMahan Group LLC<br>PO Box 20206<br>Louisville KY 40250-0206                       | Denise Talley<br>denise@mcmahangroup.com<br>Tel: (502) 459-0522            | Rent                                                                                                        | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$169,663.98    |

Debtor **YouFit Health Clubs, LLC, et al.**

Case number (if known) 20-\_\_\_\_\_

|    | Name of creditor and complete mailing address, including zip code                                           | Name, telephone number, and email address of creditor contact                | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed                             | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |                                             |                 |
|----|-------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------|
|    |                                                                                                             |                                                                              |                                                                                                                |                                                                                        | Total claim, if partially secured                                                                                                                                                                                                          | Deduction for value of collateral or setoff | Unsecured claim |
| 19 | 8725 LLC<br>c/o Soalr Realty Management Corp.<br>36 Maple Place Suite #303<br>Manhasset NY 11030            | Deborah Bieger<br>dbieger@gfinvestments.com<br>Tel: (212) 633-9985 Ext. 212  | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$168,373.36    |
| 20 | Lafayette Place, LLC<br>c/o OM Ventures<br>4008 N Florida Avenue<br>Tampa FL 33706                          | Krista Abel<br>krista@omventures.com<br>Tel: (813) 676-4953                  | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$165,844.27    |
| 21 | Broadridge Shopping Center, LLC<br>c/o City National Bank<br>PO Box 528066<br>Miami FL 33152-8066           | Yvonne Mercado<br>yvonne.mercado@avisoryyoung.com<br>Tel: (954) 903-3911     | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$165,591.92    |
| 22 | Lauricella Manhattan, LLC<br>PO BOX 54963<br>NEW ORLEANS LA 70154                                           | Stacey Kreller<br>skreller@lauricellaland.com<br>Tel: (504) 733-1800 Ext.128 | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$165,532.99    |
| 23 | Palladian-North Point Commons, LLC<br>860 JOHNSON FERRY ROAD NE<br>Suite 140-336<br>Atlanta GA 30342        | John Creasy<br>jcreasy@pallercreasylaw.com<br>Tel: (404) 365-6997 Ext. 3350  | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$164,720.00    |
| 24 | Mosaic Oxbridge Owner LLC<br>2800 Quarry Lake Drive, Suite 340<br>Baltimore Maryland 21209                  | Michael Kermisch<br>mkermisch@mfmanagement.com<br>Tel: (410) 308-0700        | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$159,992.82    |
| 25 | Riverdale Crossing Shopping Center, LLC<br>6961 Peachtree Industrial Blvd<br>Suite 101<br>Norcross GA 30092 | Dawn Lawrence<br>dawn@safewatgrp.com<br>Tel: (770) 409-9910 Ext. 14          | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$155,753.36    |
| 26 | University Shoppes, LLC<br>1421 SW 107th Ave<br># 262<br>Miami FL 33174                                     | Niurys Martinez<br>niurys@summitretailgroup.com<br>Tel: (954) 470-3300       | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$155,591.32    |
| 27 | FRITCocowalk Owner, LLC<br>Lockbox #9320<br>PO Box 8500<br>Philadelphia PA 19178-9320                       | Michelle Beckwith<br>mbeckwith@federalrealty.com<br>Tel: (301) 998-8378      | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$145,902.93    |
| 28 | Partridge Equity Group<br>PO Box 12371<br>DEPT 3711<br>Dallas TX 75312-3711                                 | Jessica Lower<br>jl@partridgeequities.com<br>Tel: (954) 947-3044             | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$133,271.15    |
| 29 | DF Lexington Properties, LLC<br>650 S Hwy 27<br>Suite 5 PMB 312<br>Somerset KY 42501                        | Kristie Hall<br>Kristiehall@donfranklinauto.com<br>Tel: (859) 200-0928       | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$133,006.54    |

Debtor **YouFit Health Clubs, LLC, et al.**Case number (if known) **20-\_\_\_\_\_**

|    | Name of creditor and complete mailing address, including zip code       | Name, telephone number, and email address of creditor contact | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed                             | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |                                             |                 |
|----|-------------------------------------------------------------------------|---------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------|
|    |                                                                         |                                                               |                                                                                                                |                                                                                        | Total claim, if partially secured                                                                                                                                                                                                          | Deduction for value of collateral or setoff | Unsecured claim |
| 30 | Hulen Pointe Retail LLC<br>917 Palos Verdes Trail<br>Southlake TX 76092 | Bo Avery<br>bo@trimarsh.com<br>Tel: (972) 480-1788            | Rent                                                                                                           | <input type="checkbox"/> C<br><input type="checkbox"/> U<br><input type="checkbox"/> D |                                                                                                                                                                                                                                            |                                             | \$127,963.35    |

**Fill in this information to identify the case and this filing:**Debtor Name B-Fit Health Club, LLCUnited States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (if known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis*
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement and List of Equity Interest Holders

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

Executed on 11/09/2020  
MM / DD / YYYY

 /s/ Brian Gleason

Signature of individual signing on behalf of debtor

Brian Gleason  
Printed name

Chief Restructuring Officer  
Position or relationship to debtor