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

YouFit Health Clubs, 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)

46-5176607

4. Debtor's address

Principal place of business

1350 E Newport Center Dr.
Number Street

Suite 110

Deerfield Beach FL 33442
City State ZIP Code

Broward County
County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

www.youfit.com

Debtor YouFit Health Clubs, LLC Case number (*if known*)
Name

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 YouFit Health Clubs, LLC
Name

Case number (*if known*)_____

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

If more than 2 cases, attach a separate list.

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

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?

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

☐ No

☒ Yes. Debtor See Schedule A Relationship Affiliates

District Delaware When 11/09/2020
MM / DD / YYYY

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 YouFit Health Clubs, LLC
Name

Case number (*if known*)_____

13. Debtor's estimation of available funds (On a consolidated basis)	*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.		
14. Estimated number of creditors (On a consolidated basis)	❑ 1-49 ❑ 50-99 ❑ 100-199 ■ 200-999	❑ 1,000-5,000 ❑ 5,001-10,000 ❑ 10,001-25,000	❑ 25,001-50,000 ❑ 50,001-100,000 ❑ More than 100,000
15. Estimated assets (On a consolidated basis)	❑ $0-$50,000 ❑ $50,001-$100,000 ❑ $100,001-$500,000 ❑ $500,001-$1 million	❑ $1,000,001-$10 million ❑ $10,000,001-$50 million ■ $50,000,001-$100 million ❑ $100,000,001-$500 million	❑ $500,000,001-$1 billion ❑ $1,000,000,001-$10 billion ❑ $10,000,000,001-$50 billion ❑ More than $50 billion
16. Estimated liabilities (On a consolidated basis)	❑ $0-$50,000 ❑ $50,001-$100,000 ❑ $100,001-$500,000 ❑ $500,001-$1 million	❑ $1,000,001-$10 million ❑ $10,000,001-$50 million ❑ $50,000,001-$100 million ■ $100,000,001-$500 million	❑ $500,000,001-$1 billion ❑ $1,000,000,001-$10 billion ❑ $10,000,000,001-$50 billion ❑ More than $50 billion

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

Brian Gleason
Printed name

Title Chief Restructuring Officer

Debtor YouFit Health Clubs, LLC
Name

Case number (*if known*)

18. Signature of attorney

✘ */s/ Dennis A. Meloro*
Signature of attorney for debtor

Date 11/09/2020
MM / DD / YYYY

Dennis A. Meloro
Printed name

Greenberg Traurig, LLP
Firm name

1007 North Orange Street, Suite 1200
Number Street

Wilmington DE 19801
City State ZIP Code

(302) 661-7000
Contact phone

melorod@gtlaw.com
Email address

4435 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 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
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:	Chapter 11
YOUFIT HEALTH CLUBS, LLC, *et al.*,[1]	Case No. 20-_____ (__)
Debtors.	(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.

[1] The last four digits of YouFit Health Clubs, LLC's tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, 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. 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[2]
Non-Debtor YF Lime, LLC	1350 E. Newport Center Dr., Suite 200 Deerfield Beach, FL 33442	31,250,000 Common Units (100% of Common Units)
Non-Debtor YF-GEF Holdings, LLC	Perella Weinberg Partners Attn: Dave Ferguson, Chip Baird, and General Counsel 767 Fifth Avenue New York, NY 10153	31,250,000 Preferred Units (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*]

[2] 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:

Interest Holder	Last-Known Address	Interest Held
Debtor You Fit, LLC	1350 E. Newport Center Dr., Suite 110 Deerfield Beach, FL 33442	60%
Non-Debtor Frank Giannone	3610 Quantum Blvd. Boynton Beach, Fl 33426	20%
Non-Debtor Michael Scichilone	3610 Quantum Blvd. 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 (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliqui-dated, or disputed	Amount of unsecured claim 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 401 E Las Olas Blvd. 9th Floor Mail Code: FL6-812-09-01 Fort Lauderdale FL 33301	Michael Fortin michael.r.fortin@bofa.com Tel: (954) 766-7441	PPP Loan	■ C ☐ U ☐ D			$10,000,000.00
2	Service Properties Trust Two Newton Place, 255 Washington Street ste 300 Newton MA 02458	Robert Croskey EMCCRACKEN@rmrgroup.com Tel: (720) 639-3553	Rent	☐ C ☐ U ☐ D			$499,163.74
3	Arcadia Management Group Inc. Squaw Peak Ventures 2323 W University Dr. Tempe AZ 85281	Kellie Hunter khunter@arcadiamgmt.com Tel: (602) 955-4700	Rent	☐ C ☐ U ☐ D			$342,635.12
4	CP Pembroke Pines, LLC PO Box 865279 Orlando FL 32886-5279	Shelby Smith eechols@selectstrat.com Tel: (321) 558-3860	Rent	☐ C ☐ U ☐ D			$310,314.52
5	Gator Flower Mound, LLC 7850 NW 146TH Street 4th Floor Miami Lakes FL 33016	Maribel Pedron maribel@gatorinv.com Tel: (305) 949-9049 Ext. 175	Rent	☐ C ☐ U ☐ D			$247,165.84
6	Lauderhill Mall Investment LLC 696 NE 125 Street N Miami FL 33161	Oscar Fiallos cdr@yardi.com Tel: (305) 893-9955	Rent	☐ C ☐ U ☐ D			$228,194.00
7	Kireland Coral Terrace, LLC 18851 NE 29th Avenue Suite 303 Aventura FL 33180	Terri Plott tplott@panamgroup.com Tel: (305) 461-0563	Rent	☐ C ☐ U ☐ 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 unliqui-dated, or disputed	Amount of unsecured claim 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 PO Box 52133 Phoenix AZ 85072-2133	Royce T. Flora Treasurer.Office@Maricopa.Gov Tel: (602) 506-8511	Property Tax	☐ C ☐ U ☐ D			$225,675.28
9	PMAT Algiers Plaza, LLC PO Box 674397 Dallas TX 75267-4397	Ashley Cox ACox@n3realestate.com Tel: (504) 681-3405	Rent	☐ C ☐ U ☐ D			$221,442.33
10	Blumin-Highpoint, LTD 17000 Dallas Parkway Suite #123 Dallas TX 75248	Cindi Langley c.langleyrbiproperties.com Tel: (214) 340-6322 Ext. 206	Rent	☐ C ☐ U ☐ D			$206,866.80
11	KIR Brandon 011, LLC PO Box 62045 Newark NJ 07101	Nancy Majstruk nmajstruk@kimcorealty.com Tel: (516) 869-7182	Rent	☐ C ☐ U ☐ D			$198,441.76
12	Jem Investments Ltd 501 N Morgan Street Suite 202 Tampa FL 33602	Melanie Grove mgrove1@tampabay.rr.com Tel: (813) 223-7849	Rent	☐ C ☐ U ☐ D			$195,863.91
13	USRPI REIT, Inc. Arcadia Management PO Box 10 Scottsdale AZ 85252-0010	Dale Miller dmiller@arcadiamgmnt.com Tel: (480) 721-3642	Rent	☐ C ☐ U ☐ D			$189,697.04
14	United States Development 100 Miracle Mile Suite 310 Coral Gables FL 33134	Edmundo Daldrey edaldrey@yahoo.com Tel: (305) 785-4637	Rent	☐ C ☐ U ☐ D			$188,377.79
15	Mimco, LLC 6500 Montana Ave. El Paso TX 79925	Adrian Marquez amarquez@mimcoproperties.com Tel: (915) 342-1222	Rent	☐ C ☐ U ☐ D			$183,459.84
16	The Town Center at Boca Raton Trust PO Box 772846 Chicago IL 60677-2846	Nick O'Bryan nick.o'bryan@simon.com Tel: (317) 264-2871	Rent	☐ C ☐ U ☐ D			$178,053.76
17	Office Depot Inc. PO Box 633980 Cincinnati OH 45263-3980	Melvin Cortez melvin.cortez@officedepot.com Tel: (561) 438-7362	Rent	☐ C ☐ U ☐ D			$172,907.56
18	McMahan Group LLC PO Box 20206 Louisville KY 40250-0206	Denise Talley denise@mcmahangroup.com Tel: (502) 459-0522	Rent	☐ C ☐ U ☐ 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 (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliqui-dated, or disputed	Amount of unsecured claim 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 c/o Soalr Realty Management Corp. 36 Maple Place Suite #303 Manhasset NY 11030	Deborah Bieger dbieger@gfinvestments.com Tel: (212) 633-9985 Ext. 212	Rent	☐ C ☐ U ☐ D			$168,373.36
20	Lafayette Place, LLC c/o OM Ventures 4008 N Florida Avenue Tampa FL 33706	Krista Abel krista@omventures.com Tel: (813) 676-4953	Rent	☐ C ☐ U ☐ D			$165,844.27
21	Broadridge Shopping Center, LLC c/o City National Bank PO Box 528066 Miami FL 33152-8066	Yvonne Mercado yvonne.mercado@avisoryyoung.com Tel: (954) 903-3911	Rent	☐ C ☐ U ☐ D			$165,591.92
22	Lauricella Manhattan, LLC PO BOX 54963 NEW ORLEANS LA 70154	Stacey Kreller skreller@lauricellaland.com Tel: (504) 733-1800 Ext.128	Rent	☐ C ☐ U ☐ D			$165,532.99
23	Palladian-North Point Commons, LLC 860 JOHNSON FERRY ROAD NE Suite 140-336 Atlanta GA 30342	John Creasy jcreasy@pallercreasylaw.com Tel: (404) 365-6997 Ext. 3350	Rent	☐ C ☐ U ☐ D			$164,720.00
24	Mosaic Oxbridge Owner LLC 2800 Quarry Lake Drive, Suite 340 Baltimore Maryland 21209	Michael Kermisch mkermisch@mfimanagement.com Tel: (410) 308-0700	Rent	☐ C ☐ U ☐ D			$159,992.82
25	Riverdale Crossing Shopping Center, LLC 6961 Peachtree Industrial Blvd Suite 101 Norcross GA 30092	Dawn Lawrence dawn@safewatgrp.com Tel: (770) 409-9910 Ext. 14	Rent	☐ C ☐ U ☐ D			$155,753.36
26	University Shoppes, LLC 1421 SW 107th Ave # 262 MIami FL 33174	Niurys Martinez niurys@summitretailgroup.com Tel: (954) 470-3300	Rent	☐ C ☐ U ☐ D			$155,591.32
27	FRITCocowalk Owner, LLC Lockbox #9320 PO Box 8500 Philadelphia PA 19178-9320	Michelle Beckwith mbeckwith@federalrealty.com Tel: (301) 998-8378	Rent	☐ C ☐ U ☐ D			$145,902.93
28	Partridge Equity Group PO Box 12371 DEPT 3711 Dallas TX 75312-3711	Jessica Lower jl@partridgeequities.com Tel: (954) 947-3044	Rent	☐ C ☐ U ☐ D			$133,271.15
29	DF Lexington Properties, LLC 650 S Hwy 27 Suite 5 PMB 312 Somerset KY 42501	Kristie Hall Kristiehall@donfranklinauto.com Tel: (859) 200-0928	Rent	☐ C ☐ U ☐ 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 (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliqui-dated, or disputed	Amount of unsecured claim 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 917 Palos Verdes Trail Southlake TX 76092	Bo Avery bo@trimarsh.com Tel: (972) 480-1788	Rent	☐ C ☐ U ☐ D			$127,963.35

Fill in this information to identify the case and this filing:

Debtor Name YouFit Health Clubs, LLC

United 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