

**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

Name and Address of Counterparty	Contracts or Leases Being Rejected (to the extent they constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
3S SYSTEM SUPPLY AKA 3S CORPORATION 1251 EAST WALNUT STREET CARSON, CA 90746	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
4 SIGHT MARKETING INC 433 E TARPON AVE TARPON SPRINGS, FL 34689	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
A & Y CLEANING SERVICE 31 PRAIRIE DR N BABYLON, NY 11703	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
A Advanced Fire & Safety 22607 S Dixie Hwy Miami, FL 33170	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
A EXPERT EXTERMINATION CO INC 1782 CONEY ISLAND AVE BROOKLYN, NY 11230	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
AARON SLOTA 9024 ANGORA ST. DALLAS, TX 75218	INDEPENDENT CONTRACTOR AGREEMENT DATED 11/26/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ABHISHEK PEDAPATI 1307 PRESIDENT ST. GLENDALE HTS., IL 60139	INDEPENDENT CONTRACTOR AGREEMENT DATED 4/28/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

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Absolute Electrical Contracting Inc One Cross Island Plz Ste 109 Rosedale, NY 11422	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
ACADEMY PLACE OFFICE & STORAGE 2345 N ACADEMY PLACE NO 10 COLORADO SPRINGS, CO 80909	LEASE OF NON-RESIDENTIAL PROPERTY	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ACCOUNTING OPTIONS INC 43 CORPORATE PARK STE 106 IRVINE, CA 92606	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Acquaviva, Earl	Retention Agreement dated 12/26/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Adams, Julie	Guaranteed Severance Agreement dated 4/23/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Adams, Julie	Key Employee Change of Control, Confidentiality, Non-Solicitation and Non-Compete Agreement dated 11/23/05	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
ADCONION INC 1322 3RD ST PROMENADE 2ND LEVEL SANTA MONICA, CA 90401	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Adconion Media Inc 1322 3rd St Promenade 2nd Level Santa Monica, CA 90401	SERVICES AGREEMENT	Bally ARA Corporation	Effective Date of Plan of Reorganization

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ADDISON PROFESSIONAL FINANCIAL SEARCH, LLC c o Ed Balogh 222 S Riverside Plz Ste 1710 Chicago, IL 60606	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Addison Search LLC c o Ed Balogh 222 S Riverside Plz Ste 1710 Chicago, IL 60606	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Addison Search LLC c o Ed Balogh 222 S Riverside Plz Ste 1710 Chicago, IL 60606	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Adolfo Lopez 31 Prairie Dr North Babylon, NY 11703	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Advanced Restorations Specialists Inc 2548 Strozier Ave S El Monte, CA 91733	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ADVANTAGE ELECTRIC INC 702 W 20TH ST HOUSTON, TX 77008	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
ADVANTAGE ELECTRIC INC 720 W 20TH ST HOUSTON, TX 77008	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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ADVANTAGE ELECTRIC INC720 W 20TH STREETHOUSTON, TX 77008	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Advantage Human Resourcing 855 Main St 7th Fl Bridgeport, CT 06604-4915	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Advantage Human Resourcing 855 Main St 7th Fl Bridgeport, CT 06604-4915	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
ADVERTISING COM 24143 NETWORK PLACE CHICAGO, IL 60673-1241	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Agape Hair Salon 8735 SW Stono Dr Tualatin, OR 97062	SUBLEASE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Air Heat America LLC c o Stokes Lazarus & Carmichael LLP 80 Peachtree Park Dr NE Atlanta, GA 30309	SERVICES AGREEMENT	BTF/CFI, Inc.	Effective Date of Plan of Reorganization
AIR/HEAT AMERICA LLC 3840 OAKCLIFF INDUSTRIAL COURT ATLANTA, GA 30340	SERVICES AGREEMENT	BTF/CFI, Inc.	Effective Date of Plan of Reorganization

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ALKLEM PLUMBING INC P O BOX 8308 LONG ISLAND CITY, NY 11101	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
All American Construction & Plumbing c o Betty S Chain 15233 Ventura Blvd No 1200 Sherman Oaks, CA 91403	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
All Out Bulding Services Inc Craig Marino 40G Corbin Ave Bayshore, NY 11706	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
ALL OVER MEDIA MEDIA 40732 OLIVER DRIVE STERLING HEIGHTS, MI 48313	ADVERTISING/MEDIA AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Alliance Heating and Airconditioning Incc o Claudia TropilaAttorney at Law 25 Mauchly Ste 327Irvine, CA 92618	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
ALLOY MEDIA & MARKETING 14878 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	MARKETING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Alloy Media LLC Attn Adam Silverman 151 W 26th St 11th Fl New York, NY 10001	MARKETING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ALMEIDA INDUSTRIES INC 5300 POWERLINE RD STE 203 FT LAUDERDALE, FL 33309	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ALSCO American Industrial Division aka Portland Industrial Accurate Collection Services LLC 708 Main St Ste 204 Oregon City, OR 97045	SERVICES AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
ALSCO PO BOX 82269 PORTLAND, OR 97282	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ALT ARCHITECTURE 2440 DAYTON XENIA RD STE B BEAVER CREEK, OH 45434	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
Altra Construction Co Inc c/o Law Offices of John J Meehan 33 N Dearborn St Suite 300 Chicago, IL 60602	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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AMERICAN ELECTRICAL SERVICES ROBERT L HOVFEK PO BOX 975 SIMI VALLEY, CA 93062	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
AMERICAN LOCKER SECURITY SYSTEMS DUP SEE VNO 030348 12 16 MARTHA ST ELLCOTTVILLE, NY 14731	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
AMERICAN REGISTRY FOR INTERNETNUMBERS LTDPO BOX 79010BALTIMORE, MD 21279-0010	SERVICE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Anchor Computer Inc c o Ruskin Moscou Faltischek PC 1425 RexCorp Plz Uniondale, NY 11556	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
ANDRES IMAGING & GRAPHICS 2643 W CHICAGO AVENUE CHICAGO, IL 60622	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Animal Planet c o SS Sampliner & Co Inc 505 Eighth Ave New York, NY 10018	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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APPLE ONE EMPLOYMENT SVC P O BOX 29048 GLENDALE, CA 91209-9048	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
APRIL ARNOLD 4467 N. RESERVE CHICAGO, IL 60656	RETENTION BONUS AND SEPERATION AGREEMENT (DATED 5/14/08)	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
AQUA PURE ENTERPRISES INC 1404 JOLIET RD STE A ROMEDEVILLE, IL 60446	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
AQUA TOTS JOHN A CHRISTY SCHREEDER WHEELER & FLINT LLP 1100 PEACHTREE ST NE STE 800 ATLANTA, GA 30309-4516	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ARAMARK REFRESHMENT SERVICE 13772 SHORELINE DRIVE EARTH CITY, MO 63045	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ARAMARK REFRESHMENT SERVICE 13772 SHORELINE DRIVE EARTH CITY, MO 63045	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization

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Aramark Uniform & Career Apparel LLC fka Aramark Uniform & Career Apparel Inc dba Aramark Uniform Services c o Sheila R Schwager Hawley Troxell Ennis & Hawley LLP P O Box 1617 Boise, ID 83701	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Aramark Uniform & Career Apparel LLC fka Aramark Uniform & Career Apparel Inc dba Aramark Uniform Services c o Sheila R Schwager Hawley Troxell Ennis & Hawley LLP PO Box 1617 Boise, ID 83701	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Aramark Uniform & Career Apparel LLC fka Aramark Uniform & Career Apparel Inc dba Aramark Uniform Services c o Sheila R Schwager Hawley Troxell Ennis & Hawley LLP PO Box 1617 Boise, ID 83701	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization

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ARAMARK UNIFORM SERVICES INC 1900 PROGRESS AVENUE COLUMBUS, OH 43207	SERVICES AGREEMENT	Bally Sports Clubs, Inc.	Effective Date of Plan of Reorganization
ASSET ACCEPTANCE LLC ATTN BONNIE LAMBERT 28405 VAN DYKE WARREN, MI 48093	PORTFOLIO FLOW PURCHASE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ASSET ACCEPTANCE LLC Box 2036 Warren, MI 48090	PORTFOLIO FLOW PURCHASE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ATHALON SPORTGEAR INC C/O WELLS FARGO CENTURY INC PO BOX 360286 PITTSBURGH, PA 15250	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Avant Garde Printing & Promotions 120 N Main St Ste 202 New City, NY 10956	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
AVANTE LLC 1228 CAPITOL DRADDISON, IL 60101	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
AVANTE LLC 1228 CAPITOL DR ADDISON, IL 60101	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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AVAYA FINANCIAL SERVICES P O BOX 93000 CHICAGO, IL 60673-3000	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Avaya Inc c o RMS Bankruptcy Services PO Box 5126 Timonium, MD 21094	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
B PITTS CONSTRUCTION INC 2000 MALLARD LN ABERDEEN, WA 98520	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BACK IN SHAPE 4960 WEST RAY ROAD, STE A CHANDLER, AZ 85226	MASTER CONCESSION AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BALANCED BODY UNIVERSITY INC 8220 FERGUSON AVE SACRAMENTO, CA 95828-0931	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BAXTER MECHANICAL CONT PO BOX 5102 KANSAS CITY, KS 66119	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BeFit Enterprises Inc Edward S Labowitz Esq Alexander Nau Lawrence Frumes & Labowitz LLP 1925 Century Park E No 850 Los Angeles, CA 90067	RELEASE & SETTLEMENT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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BeFit Enterprises Inc Edward S Labowitz Esq Alexander Nau Lawrence Frumes & Labowitz LLP 1925 Century Park E No 850 Los Angeles, CA 90067	RELEASE & SETTLEMENT AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
BeFit Enterprises Inc Edward S Labowitz Esq Alexander Nau Lawrence Frumes & Labowitz LLP 1925 Century Park E No 850 Los Angeles, CA 90067	RELEASE & SETTLEMENT AGREEMENT	Jack LaLanne Holding Corp.	Effective Date of Plan of Reorganization
BEL AQUA POOL SUPPLY INC 20 COMMERCE DRIVE NEW ROCHELLE, NY 10801	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
BELKIN BURDEN WENIG & GOLDMAN, LLP 270 MADISON AVENUE NEW YORK, NY 10016	RETENTION LETTER	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BELLA KARANFILIAN 2039 N. BERENDO ST. LOS ANGELES, CA 90027	RETENTION BONUS AND GUARANTEED SEVERANCE PAYMENT (DATED 12/20/07)	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Bergensons Property Services Inc 3605 Ocean Ranch Blvd Ste 200 Oceanside, CA 92056	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

3. To the extent additional Debtors are party to an executory contract or unexpired lease listed herein, each such contract or lease shall be deemed rejected as to each Debtor that is a party to the contract or lease.

**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
BERUMEN CONSTRUCTION 14960 ROXFORD STREET SYLMAR, CA 91342	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
BFRC RETAIL & COMMERCIAL OPERATIONS 333 EAST LAKE RD. BLOOMINGDALE, IL 60108	SERVICE PROVIDER AGREEMENT (PT)	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BG CONTRACTORS LLC 6477 PEPPERELL LN CINCINNATI, OH 45236	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
BG CONTRACTORS LLC 6477 PEPPERELL LN CINCINNATI, OH 45236	SERVICES AGREEMENT	BTF Cincinnati Corporation	Effective Date of Plan of Reorganization
Bi State Pool Management Inc c o Rick Woemmel 509 Civic Park Dr OFallon, MO 63366	SERVICES AGREEMENT	Bally Total Fitness of Missouri, Inc.	Effective Date of Plan of Reorganization
BLUE PHOENIX SOLUTIONS USA, INC 8000 REGENCY PARKWAY SUITE 300 CARY, NC 27511	IT SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BOCA MEDICAL THERAPY <sup>2</sup> 1069 S. MILITARY TRAILBOCA RATON, FL 33486	MASTER CONCESSION AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Name and Address of Counterparty	Contracts or Leases Being Rejected (to the extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
Boege, Kate	Retention Agreement dated 2/14/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BRICKMAN GROUP LTD 18227 FLOWER HILL WAY STE D GAITHERSBURG, MD 20879	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
BRILLANTE BUILDING SERVICES INC 2425 EAST DEVON AVENUE ELK GROVE VILLAGE, IL 60007	SERVICES AGREEMENT	Bally Total Fitness International, Inc.	Effective Date of Plan of Reorganization
BRILLANTE BUILDING SERVICES INC 2425 EAST DEVON AVENUE ELK GROVE VILLAGE, IL 60007	SERVICES AGREEMENT	Bally Total Fitness of Toledo, Inc.	Effective Date of Plan of Reorganization
Brillante Building Services Inc Attn Don Magee Brillante Building Services 456 N Oakley Blvd Chicago, IL 60612	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Broomell, Paul	Retention Agreement dated 12/26/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
BURR CONSULTING 939 W MADISON STREET UNIT 203 CHICAGO, IL 60607	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
BUZZ NIGHTCLUB 308 W ERIE CHICAGO, IL 60610	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CANDICE WAUGH 7408 SCHOOL AVE. BALTIMORE, MD 21222	RETENTION BONUS AND GUARANTEED SEVERANCE DATED 12/20/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CAPITAL CONTRACTORS INC PO BOX 3079 HUNTINGTON STATION, NY 11746	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
CAREERBUILDER LLC 13047 COLLECTION CENTER DR CHICAGO, IL 60693	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CareerBuilder LLC 200 N LaSalle St Ste 1100 Chicago, IL 60601	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CARPET WORKSHOP LLC <sup>535</sup> EAST 42 STREET PATERSON, NJ 07513	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
CARRIER CORPORATION Attn Joyce Kupper PO Box 4808 Bldg TR 5 Syracuse, NY 13221	SERVICES AGREEMENT	Bally Total Fitness International, Inc.	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
CARRIER SALES & DISTRIBUTION LLC DBA CARRIER NORTH TEXAS/OKLAHOMA PO BOX 730246 DALLAS, TX 75373-0246	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CARRIER SALES & DISTRIBUTION LLC DBA CARRIER NORTH TEXAS/OKLAHOMA PO BOX 730246 DALLAS, TX 75373-0246	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
CARRIER 655 W GRAND AVE SUITE 320 ELMHURST, IL 60126	PACKAGE COOLING UNIT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CARTUS ATTN WAYNE RIGIC CARTUS FKA CENDANT MOBILITY 40 APPLE RIDGE RD DANBURY, CT 06810	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Castle Craft Products Inc 1150 Powis Rd Unit 5 West Chicago, IL 60185	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CASTLECRAFT PRODUCTS 1150 POWIS RD UNIT 5 DOCK No 9	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
WEST CHICAGO, IL 60185			
Catalina Marketing Corporation Attn Kevin Coughlin 200 Carillon Pkwy St Petersburg , FL 33716	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CATALYST IT SERVICES 1501 W MOUNT ROYAL AVE BALTIMORE, MD 21217-4247	IT SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CATALYST IT SERVICES 1501 W MOUNT ROYAL AVE BALTIMORE, MD 21217-4247	SERVICE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Catherine Monzon 21 B Crampton Avenue Woodbridge, NJ 07095	LICENSE AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
CENTRAL BUILDING SERVICES INC PO BOX 8050 BARTLETT, IL 60103	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CENTURY POOLS INC AKA CENTURY POOL MANAGEMENT LLC 5020 NICHOLSON COURT STE 201 KENSINGTON, MD 20895	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
Chatter Marketing Inc Sterling Lanier Chatter Inc 251 Arden Rd Menlo Park, CA 94025	BRAND STRATEGY DEVELOPMENT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CHG Building Systems 1120 SW 16th Ste A4 Renton, WA 98057	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Chicago O Hare Garden 8201 W Higgins Rd Chicago , IL 60631	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
CHIPMAN ADAMS & DEFILIPPIS ARCHITECTS INC 1550 N NORTHWEST HWY SUITE 400 PARK RIDGE, IL 60068	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CHRISTOPHER JOHNSON 1800 19TH AVENUE CT MILTON, WA	GOLF LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Chuck & Kami Betker 7705 Grant Drive Everett, WA 98203	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CITYWIDE SECURITY GROUP INC 4032 N MILWAUKEE AVE CHICAGO, IL 60641-1833	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
CLARITAS INC. PO BOX 533028 ATLANTA, GA 30353-2028	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Cleanfully Yours Building Maintenance Inc & All Out Building Services Inc Craig Marino 40G Corbin Ave Bayshore, NY 11706	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Cleanfully Yours Building Maintenance Inc c/o Law Office of Stewart H Friedman One Hollow Lane Suite 216 Lake Success, NY 11042	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Cleanfully Yours Building Maintenance Inc Craig Marino 40G Corbin Ave Bayshore, NY 11706	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
CLEARBLUE C4 EXPLOSIVE COMMUNICATIONS JESSIE L THOMAS PRESIDENT MINTEX INC 800 WEST FIFTH AVE STE 100A NAPERVILLE, FL 60563	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
CLIMATECH INC 200 BILMAR DRIVE PITTSBURGH, PA 15205	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
COLOR IMAGE APPAREL 6670 FLOTILLA ST CITY OF COMMERCE, CA 90040-1816	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
COMBUSTION SERVICES 1432 FRONT AVE LUTHERVILLE, MD 21093	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
Compuware Corporation c o Michael Gruse Warner Norcross & Judd LLP 2000 Town Center Ste 2700 Southfield, MI 48075	SOFTWARE LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CONDITIONED AIR MECH SRV INC 3733 E ATLANTA AVE PHOENIX, AZ 85040	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CONTROL SOLUTIONS INTERNATIONAL, INC ATTN: ACCOUNTS RECEIVABLE 400 AMHERST ST STE 201 NASHUA, NH 03063	ENGAGEMENT LETTER	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CONVERGYS CMG 1450 SOLUTIONS CENTER DR CHICAGO, IL 60677-1004	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Convergys Customer Management Group Inc Jennifer McGrath 201 E 4th St Loc 14 0201 Cincinnati, OH 45202	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CORPORATE MAILING SERVICES PO BOX 24255 BALTIMORE, MD 21227	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CORPORATE REAL ESTATE SERVICE INC 40 MONMOUTH PARK HIGHWAY W LONG BRANCH, NJ 07764	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CPT NETWORK SOLUTIONS 1271 HAMILTON PKWAY ITASCA, IL 60143	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
CRANDALL & SONS INC PO BOX 55070 RIVERSIDE, CA 92517	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
Creative Promotional Products 7300 N Monticello Skokie, IL 60076	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Crystal Management Maintenance Services Corp 1699 Wall St Ste 504 Mount Prospect, IL 60056	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization

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CULLIGAN ENTERPRISES LP ET AL/DBA OCEANVIEW VILLAGE C O UNION BANK OF CA PO BOX 45370 SAN FRANCISCO, CA 94145-0370	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CURBSIDE DIV DEPENDABLE PARKING INC 100 CUMMINGS CENTER No 227 C BEVERLY, MA 01915	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
Current and former officers and directors	Any other retention agreement, severance agreement or bonus plan, to the extent deemed executory, that is not specifically approved by the Bankruptcy Court	Bally Total Fitness Holding Corporation, Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
CUSHMAN & WAKEFIELD VALUATION 455 NORTH CITYFRONT PLAZA DR STE 2800 CHICAGO, IL 60611-5325	REAL ESTATE VALUATION SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DALLAS STARS LP PO BOX 910380 DALLAS, TX 75391-0380	ADVERTISING & PROMOTIONAL AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DataPipe Inc 10 Exchange PI Ste 1200 Jersey City, NJ 07302	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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DATATEL COMMUNICATIONS INC C/O USA ACCOUNT PROCESSING 1200 EGLINTON AVENUE EAST SUITE 712 TORONTO, ON M3C 1H9 CANADA	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DATATEL COMMUNICATIONS INC Bruce Sinclair 1960 7 N Commerce Pkwy Weston, FL 33326	SERVICE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DC ARENA L P PO BOX 630442 BALTIMORE, MD 21263-0442	SPONSORSHIP AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DC Arena LP 821 Capital Center Blvd Largo, MD 20774	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DC Arena LP 821 Capital Centre Blvd Largo, MD 20774	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
DCC INC 2929 STOREY LANE DALLAS, TX 75220	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DELL MARKETING L P C/O DELL USA LLP PO BOX 802816 CHICAGO, IL 60680-2816	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
Dell Marketing LP c/o Sabrina L Streusand Esq Streusand & Landon LLP 816 Congress Ave Ste 1600 Austin, TX 78701	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
DG FASTCHANNEL INC PO BOX 951392 DALLAS, TX 75395-1392	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DHL EXPRESS USA INC PO BOX 60000 SAN FRANCISCO, CA 94160	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Dig Communications LLC Pete Marino 549 W Randolph Ste 201 Chicago, IL 60661	SERVICES AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
DIG COMMUNICATIONS 549 W RANDOLPH STE 201 CHICAGO, IL 60661	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Direct Logistics Inc Glenn A Lemons PO Box 612488 DFW Airport, TX 75261	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

3. To the extent additional Debtors are party to an executory contract or unexpired lease listed herein, each such contract or lease shall be deemed rejected as to each Debtor that is a party to the contract or lease.

**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
DIRECT LOGISTICS Attn Glenn Lemons 1625 Vantage Dr Ste 102 Carrollton, TX 75006	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Discovery Com LLC Charles Kohler Discovery Communications 401 N Michigan Ave No3000 Chicago , IL 60611	SERVICES AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Discovery Health Channel c o SS Sampliner & Co Inc 505 Eighth Ave New York, NY 10018	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
DISCOVERY ON LINE DISCOVERY COMMUNICATIONS INC PO BOX 79971 BALTIMORE, MD 21279-0971	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Discoverycom LLC c o SS Sampliner & Co Inc 505 Eighth Ave New York, NY 10018	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
Dish Network LLC fka EchoStar Satellite LLC Brett J Kitei Dish Network LLC 9601 S Meridian LLC Englewood, CO 80112	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DISTRIBUTECH D/B/A HAAS PUBLISHING CO. 9535 FOREST LANE, SUITE 120 DALLAS, TX 75243	RACK PLACEMENT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
DO IT YOURSELF STORAGE CENTER INC 4835 SOUTH AVE TOLEDO, OH 43615	LEASE OF NON-RESIDENTIAL PROPERTY	Bally Total Fitness of Toledo, Inc.	Effective Date of Plan of Reorganization
Dream Seeker Green Apple Continental Business Credit Inc 21031 Ventura Blvd Suite 200 Woodland Hills, CA 91364-6502	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Dream Seeker Inc Law Offices of Michael David Daniels 20700 Ventura Blvd St 227 Woodland Hills, CA 91364	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Dream Seeker Inc Law Offices of Michael David Daniels 20700 Ventura Blvd St 227 Woodland Hills, CA 91364	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
Dwyer, John W. **	<p>General Release and Settlement Agreement dated as of April 28, 2004, by and between John W. Dwyer and Bally Total Fitness Holding Corporation</p> <p>Indemnification Agreement dated as of January 3, 1996, by and between John W. Dwyer and Bally Total Fitness Holding Corporation</p> <p>Award Agreement dated as of February 28, 1996 between Bally Total Fitness Holding Company and John W. Dwyer</p> <p>Restricted Stock Award Agreement dated as of May 15, 2003 by and between Bally total Fitness Holding Corporation and John W. Dwyer</p>	Bally Total Fitness Holding Corporation, Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Dyn O Mite Promotions Inc 2268 Howes St Merrick, NY 11566	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
DYNAMICS WORLD INC 245 14 JERICHO TPKE FLORAL PARK, NY 11001	SUPPLY AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
E&B GIFTWARE LLC 4 EXECUTIVE PLAZA YONKERS, NY 10701	MERCHANDISE LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
East Coast Commercial Cleaning Corp 74 Hunter Ave Miller Place, NY 11764	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Edwards Electrical & Mechanical Inc Chad T Walker Tabbert Hahn Earnest & Weddle LLP 1 Indiana Sq Ste 1900 Indianapolis, IN 46204	SERVICES AGREEMENT	BTF Cincinnati Corporation	Effective Date of Plan of Reorganization
EDWARDS ELECTRICAL & MECHANICAL P O BOX 3671 EVANSVILLE, IN 47736	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
ELOYALTY CORPORATION 6466 PAYSHERE CIRCLE CHICAGO, IL 60674	MASTER SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
EMPATHICA INC2121 ARGENTIA RD STE 200MISSISSAUGA, ON L5N 2X4 CANADA	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Entertainment Publications LLC Attn Gwen Koehler 1414 E Maple Rd Ste 500 Troy, MI 148083-4019	NATIONAL PARTICIPATION AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
Epsilon Data Management LLC Attn Molly Suttles 4401 Regent Blvd Irving, TX 75063	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
EPSILON A RELIZON COMPANY L 2749 COLUMBUS, OH 43260	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
EQUATION CONSULTING INC 2650 SOUTH DECKER LAKE BLVD NO 122 SALT LAKE CITY, UT 84119	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Fanelli, William G.	Employment Agreement dated 1/1/03, as amended	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
FEDERAL HEATH SIGN CO LLC PO BOX 678203 DALLAS, TX 75267-8203	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FEDERAL HEATH SIGN CO LLC PO BOX 678203 DALLAS, TX 75267-8203	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
FEDERAL HEATH SIGN CO LLC PO BOX 678203 DALLAS, TX 75267-8203	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization

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Federal Heath Sign Co LLC 2300 N Highway 121 Eules, TX 76039	SERVICES AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
FINTESS EDUCATION WORLDWIDE, INC D/B/A NATIONAL ACADEMY OF SPORTS MEDICINE 5850 E. STILL CIRCLE MESA, AZ 85206	EDUCATION AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
First Class Plumbing LLC Mary Ann Judith President / Owner First Class Plumbing LLC 17032 Silver Charm PI Leesburg, VA 20176	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
FIRST EQUIPMENT COMPANY PO BOX 2129 ADDISON, TX 75001-2129	LEASE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FIRST EQUITY CARD CORPORATION 1180 WELSH SUITE 160 NO. WALES, PA 19454	BALANCE TRANSFER PROGRAM AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FIRST USA BUILDING MAINTENANCE 17807 MISTY GROVE DR DALLAS, TX 75287	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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FIT TV c o SS Sampliner & Co Inc 505 Eighth Ave New York, NY 10018	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
FLORIDA MARLINS LP 2267 DAN MARINO BLVD MIAMI, FL 33056	PROMOTIONAL AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FLORIDA PANTHERS HOCKEY CLUB ATTN: ACCOUNTS RECEIVABLE ONE PANTHER PARKWAY SUNRISE, FL 33323	PROMOTIONAL AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FLYNN CONSTRUCTION INC 600 PENN AVENUE PITTSBURGH, PA 15221	CONSTRUCTION CONTRACT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
Flynn Construction c o Gregory C Michaels Dickie McCamey & Chilcote PC 2 PPG PI Ste 400 Pittsburgh, PA 15222	CONSTRUCTION CONTRACT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FOCUS MICRO INC 4640 CAMPUS PLACE No 100 MUKILTEO, WA 98275-5310	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FOCUS MICRO INC4640 CAMPUS PLACE NO 100MUKILTEO, WA 98275-5310	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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FOCUS MICRO, INC Attn Michael C Brown Authorized Agent 4640 Campus PI 100 Mukilteo, WA 98275-5310	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Former Officers and Directors of Bally who ceased serving as directors, officers or employees prior to October 1, 2007**	Restated Certificate of Incorporation of Bally Total Fitness Holding Corporation and Amended and Restated Bylaws of Bally Total Fitness Holding Corporation	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
FOX INTERACTIVE MEDIA FILE 50497 LOS ANGELES, CA 90074	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FRANKLIN CONTRACTORS INC 1040 NW 52ND ST FT LAUDERDALE, FL 33309	CONSTRUCTION CONTRACT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FRANKLIN CONTRACTORS INC 1040 NW 52ND ST FT LAUDERDALE, FL 33309	CONSTRUCTION CONTRACT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
FRANKLIN CONTRACTORS INC 1040 NW 52ND ST FT LAUDERDALE, FL 33309	CONSTRUCTION CONTRACT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
FREEMOTION FITNESS INC PO BOX 99661 CHICAGO, IL 60690	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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FRESH AIR CO INC PO BOX 399 TUALATIN, OR 97062	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
FRIES COMMERCIAL HTG & A/C 2022 SW 325TH PLACE FEDERAL WAY, WA 98023	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GAIAM AMERICAS PKA SPRI PRODUCTS INC DEPARTMENT 1384 DENVER, CO 80291	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GAIAM AMERICASPKA SPRI PRODUCTS INCDEPARTMENT 1384DENVER, CO 80291	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
GAIAM AMERICAS PKA SPRI PRODUCTS INC DEPARTMENT 1384 DENVER, CO 80291	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
GAIAM AMERICAS PKA SPRI PRODUCTS INC DEPARTMENT 1384 DENVER, CO 80291	SERVICES AGREEMENT	Bally Total Fitness of Rhode Island, Inc.	Effective Date of Plan of Reorganization

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GAIAM AMERICAS PKA SPRI PRODUCTS INC DEPARTMENT 1384 DENVER, CO 80291	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
GAIAM AMERICAS PKA SPRI PRODUCTS INC DEPARTMENT 1384 DENVER, CO 80291	SERVICES AGREEMENT	Bally Total Fitness of Upstate New York, Inc.	Effective Date of Plan of Reorganization
Galavision Inc Attn Basil Mavrovitis 500 Frank W Burr Blvd Ste 20 Teaneck, NJ 07666	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Gall, Rebecca	Guaranteed Severance Agreement dated 4/23/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Gall, Rebecca	Key Employee Change of Control, Confidentiality, Non-Solicitation and Non-Compete Agreement dated 5/2/06	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
GARTNER INC PO BOX 911319 DALLAS, TX 75391-1319	MASTER AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Gartner Inc 12600 Gateway Blvd Fort Myers, FL 33913	RESEARCH SERVICES AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization

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General Sheet Metal Co LLC 2330 Louisiana Ave N Minneapolis, MN 55427	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
German, John	Key Employee Change of Control, Confidentiality, Non-Solicitation and Non-Compete Agreement dated 11/23/05	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Glide Fitness Products Inc Attn James Wright Glide Fitness 231 E Dyer Rd No J Santa Ana, CA 92707	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GLIDE PRODUCTS 231 E DYER ROAD SUITE No J SANTA ANA, CA 92707	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
GLOBAL LINKING SOLUTIONS PO BOX 410743 CHARLOTTE, NC 28241	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GLOTEL, INC 30 SOUTH WACKER DRIVE SUITE 2800 CHICAGO, IL 60606	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GRACE CONSULTING SERVICES, INC. 7223 SOUTH ROUTE 83 #312 WILLOWBROOK, IL 60527	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

3. To the extent additional Debtors are party to an executory contract or unexpired lease listed herein, each such contract or lease shall be deemed rejected as to each Debtor that is a party to the contract or lease.

**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
GRACE CONSULTING SERVICES, INC. 7223 SOUTH RT. 83 #312 WILLOWBROOK, IL 60527	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GRANT THORNTON LLP C O MARK E TONEY 666 THIRD AVENUE 13TH FLOOR NEW YORK, NY 10017	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Green Light Inc Daniel Sansoni Esq 8040 Roosevelt Blvd Ste 218 Philadelphia, PA 19152	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GREEN LIGHT INC LAW OFFICES OF DANIEL SANSONI 8040 ROOSEVELT BLVD STE 218 PHILADELPHIA, PA 19152	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
GREEN LIGHT INCLAW OFFICES OF DANIEL SANSONI 8040 ROOSEVELT BLVD STE 218 PHILADELPHIA, PA 19152	SERVICES AGREEMENT	Bally Total Fitness of Philadelphia, Inc.	Effective Date of Plan of Reorganization
GREEN LIGHT INC LAW OFFICES OF DANIEL SANSONI 8040 ROOSEVELT BLVD STE 218 PHILADELPHIA, PA 19152	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization

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Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
GRM INFORMATION MANAGEMENT SERVICES INC LAW OFFICES OF FRANK MULNICK PARKER FRAN MULNICK PARKER 450 WEST 15TH ST PENTHOUSE NEW YORK, NY 10011	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Grupo Gallegos a California Corporation Jesse Moore & Gregory Hesse Hunton & Williams LLP 1445 Ross Ave Ste 3700 Dallas, TX 75202-2799  NOTE: excludes addendum which is being assumed	MARKETING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GUARDIAN ASPHALT INC 3529 EAGLE DR NE OLYMPIA, WA 98516	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GUARDIAN PROTECTIVE SERVICES 174 THORN HILL RD WARRENDALE, PA 15086	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GUIDANCE SOFTWARE, INC ATTN: JAMES DOYLE 250 PARK AVE STE 520 NEW YORK, NY 10177	PROFESSIONAL SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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GYM Interactive 331 W 57th St No 180 New York, NY 10019	PARTICIPATION AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
GYMTICKET COM 331 W 57TH STE No 180 NEW YORK, NY 10019	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
H HENDY ASSOCIATES 4770 CAMPUS DRIVE SUITE 100 NEWPORT BEACH, CA 92660	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
HALOGEN SUPPLY COMPANY 4653 W LAWRENCE AVE CHICAGO, IL 60630	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
HANCOCK POOL SERVICES INC PO BOX 670345 HOUSTON, TX 77267-0345	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
HARALAMBOS BEVERAGE COMPANY PO BOX 6005 EL MONTE, CA 91734-2005	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Hasan, Faud	Retention Agreement dated 12/20/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Hastings and Vaughan 1560 Santa Fe Ave Long Beach, CA 90813	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
HEALTHWAYS HEALTH SUPPORT PO BOX 12318 9280 S KYRENE RD STE 134 TEMPE, AZ 85284	CORPORATE SALES/PROVIDER AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Helen Conty 1817 Central Avenue Northbrook, IL 60062	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
HIGGINS FIRE PROTECTION INC PO BOX 797 MANHASSET, NY 11030-0797	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
HIGH POTENTIAL INC ROBERT S WILSON PRESIDENT 33 WEST MONROE ST STE 2100 CHICAGO, IL 60603-5411	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the extent they constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
Hillman, Lee S.**	Separation Agreement dated as of December 10, 2002, by and between Lee S. Hillman and Bally Total Fitness Holding Corporation  Indemnification Agreement dated as of January 3, 1996, by and between Lee S. Hillman and Bally Total Fitness Holding Corporation  Registration Rights Agreement dated as of January 21, 2003 by between Lee S. Hillman and Bally Total Fitness Holding Corporation  Warrant Agreement dated December 29, 1995 between Bally Entertainment Corporation and Bally Total Fitness Holding Corporation  First Amendment to Warrant Agreement dated January 21, 2003 between Lee S. Hillman and Bally Total Fitness Holding Corporation	Bally Total Fitness Holding Corporation, Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
HIRSCH PIPE & SUPPLY 15025 OXNARD STREET No 200 VAN NUYS, CA 91411	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
Holland Roofing RMM Indy Attn Latrina 7450 Industrial Rd Florence, KY 41042	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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Howard Schwartz 6881 Finamore Circle Lake Worth, FL 33467	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Howroyd Wright Employment Agency Inc dba Apple One Employment Services Ltd PO Box 29048 Glendale, CA 91209	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
HYPERION SOLUTIONS CORPORATION 5450 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	MAINTENANCE SUPPORT SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
HYPERION 5450 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	CONTRACT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
I D Like That Inc DBA Jawco Graphics I D Like That Inc 8122 Allport Ave Santa Fe Springs, CA 90670	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
I.SPA, INC. 309 TURTLE RD. SAN ANTONIO, TX 78209 SAN ANTONIO, TX 78209	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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IKON OFFICE SOLUTIONS LDS WESTERN DISTRICT PO BOX 31001 0743 PASADENA, CA 91110-0743	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
IMPERIAL FIRE PROTECTION SYSTEMS INC P O BOX 1111 LONG ISLAND CITY, NY 11101	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
IMPERIAL PRODUCTS INC 1585 W BRDWAY ANAHEIM, CA 92802	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
INDTECH 130 SATELLITE BLVD. SUWANEE, GA 30024	AMENDMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
INNOVATIVE FLOOR SYSTEMS INC 812 W PATAPSCO AVE STE M BALTIMORE, MD 21230	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
INSITE INTERACTIVE ("I2") 1176 YONGE ST. TORONTO ONTARIO, CN M4W2L9	SERVICE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
INTERCARE INSURANCE SERVICES 3010 LAVA RIDGE COURT SUITE 200	INSURANCE SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
ROSEVILLE, CA 95661			
INTER-LINK PROMOTIONS, INC. 1712 NEWPORT BLVD COSTA MESA, CA 92627	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
IOVATE HEALTH SCIENCES U S A INCC O ROCH VAILLANCOURT381 N SERVICE RD WOAKVILLE, ONTARIO L6M 0H4 Canada	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
iPromoteu 321 Commonwealth Rd Ste 103 Wayland, MA 01778	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
IPROMOTEU DEPT CH 17195 PALATINE, IL 60055-7195	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
IRT 4500 N. STATE RD. 7 SUITE 301 FT. LAUDERDALE, FL 33319	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
J Grothe Electric Inc Brian Villeneuve 15632 El Prado Rd Chino, CA 91710	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization

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J J COLLINS SONS INC 6918 RELIABLE PARKWAY CHICAGO, IL 60686	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
JAC HEATING & A C 4213 IRONWOOD DR CHINO HILLS, CA 91709	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
JAZZNATT INVESTMENTS LLC 1030 E ORANGE GROVE AVE BURBANK, CA 91501	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
JEFFERIES & COMPANY INC C/O MAXINE SYRJAMAKI 11100 SANTA MONICA BLVD 12TH FLOOR LOS ANGELES, CA 90025	RESTRUCTURING SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
JEFFERY THORP 2156 W. OHIO ST. #2W CHICAGO, IL 60612	INDEPENDENT CONTRACTOR AGREEMENT DATED 11/26/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
JESUIT HIGH SCHOOL 9000 SW BEAVERTON HILLSDALE HWY PORTLAND, OR 97225-2491	LEASE OF NON-RESIDENTIAL PROPERTY	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
JG SERVICE COMPANY 15632 EL PRADO ROAD CHINO, CA 91710	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization

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Jones Lang LaSalle Americas Inc 200 E Randolph Dr Chicago, IL 60601	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
JOSE CHACON 11646 CHANLDER BLVD NORTH HOLLYWOOD, CA 91601	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
JUST WATER HEATERS INC 3400 INVESTMENT BLVD HAYWARD, CA 94545	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Karanfilian, Bella	Retention Agreement dated 12/20/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Kaza Azteca America Inc 1139 Grand Central Ave Glendale, CA 91201	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
KB TEAM PROMOTIONS PO BOX 609 FAIRVIEW, OR 97024	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
KENNETH S. POWELL/WTP LLC 4466 WEST PINE #228 ST. LOUIS, MO 63108	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
KETCHUM DIRECTORY ADVERTISING PO BOX 640750 PITTSBURGH, PA 15264-0750	ADVERTISING & PROMOTIONAL AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Knott, William	Retention Agreement dated 12/20/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
KNOW WHERE 31700 LOBO CANYON ROAD AGOURA, CA 91301	ANNUAL FEES - LOCATOR FOR BTF	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
KNOW-WHERE 31700 LOBO CANYON RD. AGOURA, CA 91301	ANNUAL FEES - LOCATOR FOR BTF	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
KNUDSEN CONSTRUCTION INC 1440 HUNTINGTON DRIVE CALUMET CITY, IL 60409	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
KORN FERRY INTERNATIONALNW 5064 PO BOX 1450MINNEAPOLIS, MN 55485-5064	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Kos USA Krissy Op Shin USA Inc DBA Kos USA 2408 S Broadway Los Angeles, CA 90007	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
KRONOS INC PO BOX 845748 BOSTON, MA 02284	CONTRACT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
KRONOS INC PO BOX 845748 BOSTON, MA 02284	SOFTWARE LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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LaManna, Mike	Key Employee Change of Control, Confidentiality, Non-Solicitation and Non-Compete Agreement dated 11/23/05, as amended	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
LEADFOOT INC JENNIFER DAVIDSON 4920 MARLBOROUGH DR SAN DIEGO, CA 92116	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
LEE TECHNOLOGIES INC 12150 MONUMENT DR SUITE 150 FAIRFAX, VA 22033	PREVENTATIVE MAINTENANCE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
LEE TECHNOLOGIES INC 12150 MONUMENT DR SUITE 150 FAIRFAX, VA 22033	SERVICE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Leo Burnett Company Inc fka Leo Burnett USA Inc Attn Patrick C Maxcy Sonnenschein Nath & Rosenthal 7800 Sears Tower 233 S Wacker Dr Chicago, IL 60606	ADVERTISING CAMPAIGN AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Leo Burnett Company Inc fka Leo Burnett USA Inc Attn Patrick C Maxcy Sonnenschein Nath & Rosenthal 7800 Sears Tower 233 S Wacker Dr Chicago, IL 60606	ADVERTISING CAMPAIGN AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization

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2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
Lieberman Broadcasting Inc1845 Empire StBurbank, CA 91504	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Life Fitness 10601 W Belmont Ave Franklin Park, IL 60131  NOTE: All leases expiring on or before July 31, 2009	EQUIPMENT AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
LIFE FITNESS DEPT 77 2716 CHICAGO, IL 60678-2716  NOTE: All leases expiring on or before July 31, 2009	EQUIPMENT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
LifeTips com Inc Lifetips 77 N Washington St No 3B Boston, MA 02114	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
LINKEDIN CORPORATION DEPT CH 19165 PALATINE, IL 60055	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Live Nation Marketing Inc Richard Munisteri Live Nation 9348 Civic Center Dr Beverly Hills, CA 90210	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Logical Ventures Inc TA System Source Attn Raymond Newton 338 Clubhouse Rd Hunt Valley, MD 21031	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Longs Drug Stores California LLC Attn Joseph M DiOrio Esq c o Law Office of Joseph M DiOrio Inc 144 Westminster St Ste 302 Providence, RI 02903	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Loyalty Lab Inc Attn Nich Sois 111 Sutter St 13th Fl San Francisco, CA 94104	SUBSCRIPTION AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
LOYOLA ELECTRICAL CONSTRUCTION CO INC 5632 NORTH WESTERN AVECHICAGO, IL 60659	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Lydia Laura 7040 S 12th No 3905 Tacoma, WA 98465	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
MACKENZIE PARTNERS, INC. 105 MADISON AVE NEW YORK, NY 10016	STOCK GRANT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Magenic Technologies MI 07 PO BOX 9201 MINNEAPOLIS, MN 55480-9201	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MAGIC/BMC (NETWORK ASSOCIATES) 3965 FREEDOM CIRCLE SANTA CLARA, CA 95054	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MANIFEST DIGITAL INC 1200 W LAKE CHICAGO, IL 60607	WEBSITE REDESIGN AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MARATHON SPORTSWEAR INC 12751 S HOMAN AVE BLUE ISLAND, IL 60406	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MARKETSPHERE CONSULTING LLC PO BOX 30123 OMAHA, NE 68103	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Markettools Inc 150 Spear St No 600 San Francisco, CA 94105	SUBSCRIPTION AND LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
MARSH MANAGEMENT SERVICES, INC. C/O MARSH & MCLENNAN PO BOX 19022 NEWARK, NJ 07195-0022	MANAGEMENT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Massimino, Thomas S.	Guaranteed Severance Agreement dated 4/23/08	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Markettools Inc 150 Spear St No 600 San Francisco, CA 94105	SUBSCRIPTION AND LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Master Lock Company LLC Kohner Mann & Kailas SC 4650 N Port Washington Rd Washington Bldg Milwaukee, WI 53212	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MASTERCARD INTERNATIONAL INC Attn: David Rohde 2000 Purchase StreetPurchase, NY 10577	PROGRAM SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MAURICIO MEDINA 1628 W. 38TH ST. CHICAGO, IL 60609	INDEPENDENT CONTRACTOR AGREEMENT (DATED 11/26/07)	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
MAXIM HEALTH SYSTEMS ATTN MARSHA RIDLON 7221 LEE DEFOREST DRIVE COLUMBIA, MD 21046	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MAXWELL PLUMB MECHANICAL CORP 43 20 203RD ST BAYSIDE, NY 11361	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
MAXX WIRELESS INC 1360 CHESTNUT ST SAN FRANCISCO, CA 94123	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
McDonald Hopkins LLC c o Richard N Kessler Esq 640 N LaSalle St Ste 590 Chicago, IL 60654	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MEGAPATH INC ATTN BILLING DEPT PO BOX 120324 DEPT 0324 DALLAS, TX 75312-0324	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Meredith Corporation c o Jacquelyn Johnson  1716 Locust St Des Moines, IA 50309	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

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Metro Home Services Network Debbie Nutter Metro Home Serv DBA Pleasant Lake Landscape 19925 Butternut St NW Cedar, MN 55011	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Microsoft Corporation and Microsoft Licensing GPC o Joseph E Shickich Jr Riddell Williams PS1001 4th Ave Ste 4500 Seattle, WA 98154-1192	SOFTWARE LICENSE AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
MIDWAY BUILDING SERVICES LTD 2425 E DEVON AVE ELK GROVE VILLAGE, IL 60007	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MIDWAY BUILDING SERVICES LTD 2425 E DEVON AVE ELK GROVE VILLAGE, IL 60007	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
Midway Building Services LTD Dba Midway Building Services c/o Knight Hoppe Kurnik & Knight LTD Paul B Johnso 2860 River Road Suite 400 Des Plaines, IL 60018-6009	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
Midway Building Services LTD c/o Knight Hoppe Kurnik & Knight Ltd 2860 River Road Suite 400 Des Plaines, IL 60018-6009	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Midway Building Services Attn Don Magee 456 N Oakley Blvd Chicago, IL 60612	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
MIDWAY BUILDING SOLUTIONS INC 2425 E DEVON AVE ELK GROVE VILLAGE, IL 60007	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MIDWAY BUILDING SOLUTIONS INC 2425 E DEVON AVE ELK GROVE VILLAGE, IL 60007	SERVICES AGREEMENT	Bally Total Fitness of Minnesota, Inc.	Effective Date of Plan of Reorganization
MIDWAY BUILDING SOLUTIONS INC 2425 E DEVON AVE ELK GROVE VILLAGE, IL 60007	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
MIDWEST ENERGY MANAGEMENT INC 10 E 22ND STREET STE 111 LOMBARD, IL 60148	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Midwig, William C.	Key Employee Change of Control, Confidentiality, Non-Solicitation and Non-Compete Agreement dated 11/23/05, as amended	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization

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Midwig, William C.	Guaranteed Severance Agreement dated 4/23/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Mike Valente/Docs Juice & Smoothies 2113 W Moffat Apt 2 Chicago, IL 60641	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MOBILE GRAPHICS LLC 33 S COMMERCIAL ST STE 302 MANCHESTER, NH 03101	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MONA ELECTRIC GROUP INC PO BOX 79280 BALTIMORE, MD 21279-0280	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
MONDO AMERICA INC 2655 FRANCIS HUGHES LAVAL, QB H7L 3S8 CANADA	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Mosaic Rehabilitation Inc 2445 140th Ave NE No B105 Bellevue, WA 98005	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
MPLC MOTION PICTURE LICENSING CORP PO BOX 66970 LOS ANGELES, CA 90066-6970	LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Mueller & Wilson Inc 12747 Cimarron Path San Antonio, TX 78249	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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MUELLER & WILSON INC PO BOX 691387 SAN ANTONIO, TX 78269-1387	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NATURES BEST INC 195 ENGINEERS RD HAUPPAUGE, NY 11788-4003	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NCO PORTFOLIO ACQUISITIONS LLC ATTN CHERYL FEDERICO 507 PRUDENTIAL RD HORSHAM, PA 19044	INFORMATION DISSEMINATION REQUEST	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NEI PRINT GROUP 200 CLIFTON BLVD CLIFTON, NJ 07011	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NETWORK ASSOCIATES, INC. 3965 FREEDOM CIRCLE SANTA CLARA, CA 95054	NETWORK ASSOCIATES SOFTWARE; PRIMESUPPORT SERVICE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NEW BALANCE 20 GUEST ST.BRIGHTON, MA 02135	COMPANY PURCHASE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NEW HORIZON COMPUTER LEARNING CENTERS OF SOUTHERN CALIFORNIA 1900 S STATE COLLEGE BLVD STE 100 ANAHEIM, CA 92806	TRAINING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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NEW WEST PAINTING INC 2201 E WINSTON ROAD SUITE N ANAHEIM, CA 92806	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
NEW YORK POST PO BOX 7247 7702 PHILADELPHIA, PA 19170-7702	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NEW YORK POST PO BOX 7247 7702 PHILADELPHIA, PA 19170-7702	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
NGS 3835 N. FREEWAY BLVD. SACRAMENTO, CA 95834	LICENSE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
No Static Pro A V Inc Eugene Gordon CEO 3083 N California St Burbank, CA 91504	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
NO STATIC PRO AUDIO INC 3083 N CALIFORNIA STREET BURBANK, CA 91504	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NO STATIC PRO AUDIO INC 3083 N CALIFORNIA STREET BURBANK, CA 91504	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
NO STATIC PRO AUDIO INC 3083 N CALIFORNIA STREET BURBANK, CA 91504	SERVICES AGREEMENT	Bally Total Fitness of Upstate New York, Inc.	Effective Date of Plan of Reorganization

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Noncek, Theodore P.**	<p>Agreement and Release, dated February 8, 2005  Amendment to Agreement and Release dated August 9, 2005</p> <p>Second Amendment to Agreement and Release dated September 30, 2005</p> <p>Third Amendment to Agreement and Release dated November 4, 2005</p> <p>Fourth Amendment to Agreement and Release dated December 5, 2005</p> <p>Fifth Amendment to Agreement and Release dated March 8, 2006</p> <p>Sixth Amendment to Agreement and Release dated December 6, 2006</p> <p>Amendment No. 7 to Agreement and Release dated July 20, 2007</p> <p>Eighth Amendment to Agreement and Release dated January 25, 2008</p> <p>Settlement Agreement and Release dated July 26, 2007, between Bally Total Fitness Holding Corporation, Noncek and Jones Day</p>	Bally Total Fitness Holding Corporation, Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
<p>1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.</p>			

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
North Town Refrigeration Division of North Town Mechanical c o Law Offices of Mark A Schramm One E Wacker Dr Ste 2850 Chicago, IL 60601	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NORTHERN BAY ENVIRONMENTAL SYSTEMS INC 7505 D CONNELLEY DR HANOVER, MD 21076	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
Nuance Communications Inc fka Viecore IncAttn Tim StevensonOne Wayside RdBurlington, MA 01803	SERVICE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NUTRI FORCE NUTRITION PO BOX 864289 ORLANDO, FL 32886	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
NW NATURAL PO BOX 6017 PORTLAND, OR 97228-6017	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
NYSE Market Inc Attn Controllers Dept 20 Broad St 8th Fl New York, NY 10005	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
O'Hara, Ralph	Guaranteed Severance Agreement dated 4/23/08	Bally Total Fitness Corporation	Effective Date of Plan of

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2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

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Name and Address of Counterparty	Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
			Reorganization
OAK BROOK MECHANICAL SERVICES INC 961 S ROUTE 83 ELMHURST, IL 60126-4993	HEATING AND AIR CONDITIONING	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
OAK BROOK MECHANICAL SERVICES INC 961 S ROUTE 83 ELMHURST, IL 60126-4993	SERVICE & MAINTENANCE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
OKS AMERIDIAL ATTN MARY STEENROD 4535 STRAUSSER ST N W NORTH CANTON, OH 44720	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Omnicom Media Group Holdings Inc Shane Leahey 195 Broadway New York, NY 10007	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
OMNITURE INC DEPT CH 17426 PALATINE, IL 60055-7426	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
OPTIMUM NUTRITION 3979 PAYSPIHERE CIRCLE CHICAGO, IL 60674	CONTRACT MANUFACTURING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

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ORCA PACIFIC INC 280 44TH STREET NW AUBURN, WA 98001	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ORKIN EXTERMINATING CO INC DBA ORKIN PEST CONTROL PO BOX 1504 ATLANTA, GA 30301-1504	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ORKIN EXTERMINATING CO INC DBA ORKIN PEST CONTROL PO BOX 1504 ATLANTA, GA 30301-1504	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
ORKIN EXTERMINATING CO INC DBA ORKIN PEST CONTROL PO BOX 1504 ATLANTA, GA 30301-1504	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
OVERTURE PREMIUMS & PROMOTIONS LLC 595 N LAKEVIEW PKWY STE A VERNON HILLS, IL 60061	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
OZBURN-HESSEY LOGISTICS PO BOX 692192 CINCINNATI, OH 45269-2192	WAREHOUSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PACIFIC TILE & CONSTRUCTION INC 7857 BURNET AVE UNIT A VAN NUYS, CA 91405	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization

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PARAGON INTERNATIONAL INC 36520 TREASURY CENTER CHICAGO, IL 60694-6500	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Paragon Valuation Group A Division of Paragon International Inc Paragon International Inc 1901 N Roselle Rd Ste 711 Schaumburg, IL 60195-5711	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Parking Systems Valet Service Parking Systems 28 4th St Valley Stream, NY 11581	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Parton, Zachary	Retention Agreement dated 12/20/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PC HELPS SUPPORT INC PO BOX 95000 2035 PHILADELPHIA, PA 19195-2035	SUPPORT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PC HELPS1 BALA PLAZASUITE 434BALA CYNWYD, PA 19004	SUPPORT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Petra Chemical Acquisition Company DCC Inc 2929 Storey Ln Dallas, TX 75220	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
PETRA HYGIENIC SYSTEMS INTERNATIONAL LTD P O BOX 18217 RENO, NV 89511	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Pinkerton Consulting & Investigations Inc John Moriarty 2 Campus Dr Parsippany, NJ 07054	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PITT CLEAN INC 9661 FERNWOOD DR OLMSTEAD FALLS, OH 44138	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
Pitt Clean Inc McCafferty & Dorman LLC 2001 Crocker Rd Ste 130 Westlake, OH 44145	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Planet Green c o SS Sampliner & Co Inc 505 Eighth Ave New York, NY 10018	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
PLANTE & MORAN, PLLC P.O. BOX 79001 DRAWER 2003 DETROIT, MI 48279-2003	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Name and Address of Counterparty	Contracts or Leases Being Rejected (to the extent they Constitute Executory Contracts) <sup>2</sup>	Debtor Name <sup>3</sup>	Effective Date of Rejection
Platform A fka Advertisingcom an AOL LLC Company Tiffany Strelow Cobb Esq Vorys Sater Seymour and Pease LLP 52 E Gay St PO Box 1008 Columbus, OH 43216-1008	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PODFITNESS, INC. 235 W. SEGO LILY DR. 2ND FLOOR SANDY, UT 84070	LETTER OF INTENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Polar Electro IncAttn Arthur E Rosenberg Esqc o Holland & Knight LLP195 BroadwayNew York, NY 10007-3189	EQUIPMENT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
POLAR HEALTH 31755 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042	EQUIPMENT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
POOL PEOPLE INC 5525 WILKINS COURT ROCKVILLE, MD 20852	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization

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PREMIER FITNESS PRODUCTS INC 27475 YNEZ ROAD STE 367 TEMECULA, CA 92591-4612	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PREMIER SPECIALTY FLOORING P O BOX 153 EAST SETAUKET, NY 11733	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PREMIER SPECIALTY FLOORING P O BOX 153 EAST SETAUKET, NY 11733	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
PREMIER SPECIALTY FLOORING PO BOX 153 EAST SETAUKET, NY 11733	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
Premier Tiles Premier Specialty Flooring PO Box 153 E Setauket, NY 11733	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PRIME CONSULTING (RENEA GOOD) 401 E. ONTARIO ST. UNIT 4301 CHICAGO, IL 60611	SOW	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PRODIGY PROMOS 691 W 1200 N STE 400 SPRINGVILLE, UT 84663	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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PROFESSIONAL BUSINESS COMMUNICATIONS SOLUTIONS, INC., 17011 BEACH BLVD. #820 HUNTINGTON BEACH, CA 92647	MEMBERSHIP MAILING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Proforma Solutionsc o Coface North America Inc50 Millstone Rd Bldg 100 Ste 360E Windsor, NJ 08520	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PROGRESSIVE COMMERCIAL AQUATICS INC 2510 FARRELL RD HOUSTON, TX 77073	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PROPERTY TAX ASSISTANCE CO INC 16600 WOODRUFF AVE No 200 BELLFLOWER, CA 90706	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PUMA North America Inc Leslie OMalley 10 Lyberty Way Westford, MA 01886	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
PUSSYCAT DOLLS, LLC C/O INTERSCOPE RECORDS 2220 COLORADO AVE. SANTA MONICA, CA 90404	PROMOTIONAL AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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QC INC PO BOX 514 SOUTHAMPTON, PA 18966	CERTIFICATE OF INSURANCE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
QUARRY HEALTH & REHAB (PORTER) 255 EAST BASSE ROAD, SUITE 310A SAN ANTONIO, TX 78209	MASTER CONCESSION AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Qwest Communications Company LLC Attn Jane Frey Qwest Communications Company LLC fka Qwest Communications Corporation 1801 California St 9th Fl Denver, CO 80202	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Qwest Communications Company LLC Attn Jane Frey Qwest Communications Company LLC fka Qwest Communications Corporation 1801 California St 9th Fl Denver, CO 80202	SERVICES AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization

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Qwest Communications Company LLC Attn Jane Frey Qwest Communications Company LLC fka Qwest Communications Corporation 1801 California St 9th Fl Denver, CO 80202	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Qwest Corporation Attn Jane Frey 1801 California St 9th Fl Denver, CO 80202	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Qwest Corporation Attn Jane Frey 1801 California St 9th Fl Denver, CO 80202	SERVICES AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Qwest Corporation Attn Jane Frey 1801 California St 9th Fl Denver, CO 80202	SERVICES AGREEMENT	Bally Total Fitness of Colorado, Inc.	Effective Date of Plan of Reorganization
Qwest Corporation Attn Jane Frey 1801 California St 9th Fl Denver, CO 80202	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
QWEST PO BOX 91155 SEATTLE, WA 98111-9255	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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QWEST PO BOX 91155 SEATTLE, WA 98111-9255	SERVICES AGREEMENT	Bally Total Fitness of Colorado, Inc.	Effective Date of Plan of Reorganization
QWEST PO BOX 91155 SEATTLE, WA 98111-9255	SERVICES AGREEMENT	Bally Total Fitness of Minnesota, Inc.	Effective Date of Plan of Reorganization
R & T MECHANICAL SERVICES INC C O ROBERT BUDDIE 3165 W ATLANTIC BLVD POMPANO BEACH, FL 33069	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
R H CONSTRUCTION INC 11720 WARFIELD SAN ANTONIO, TX 78216	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RAPIDTRON3151 AIRWAY AVE BLDG.BLDG. QCOSTA MESA, CA 92626	SOFTWARE LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
READ TILE & STONE INC 27 JENSEN DR ROCHESTER, NY 14624	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Rehorst, Susan	Retention Agreement dated 12/26/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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RENEA GOOD PRIME CONSULTING 401 E. ONTARIO, #4301 CHICAGO, IL 60611	CONSULTING SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RESPONSE MECHANICAL INC 1101 NEGLEY PLACE DAYTON, OH 45402-6258	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RETAIL RESOURCE GROUP LLC 226 NEW GATE LOOP LAKE MARY, FL 32746	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RETCON PO BOX 1629 TEMECULA, CA 92593-1629	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
REVERE GROUP, LTD 2166 PAYSHERE CIRCLE CHICAGO, IL 60674	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
REXALL SUNDOWN ACTIVE NUTRITION PO BOX 9010 RONKONKOMA, NY 11779-9010	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RH Construction Inc Law Offices of Glenn J Deadman 508 S Main Ave San Antonio , TX 78204	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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3. To the extent additional Debtors are party to an executory contract or unexpired lease listed herein, each such contract or lease shall be deemed rejected as to each Debtor that is a party to the contract or lease.

**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
RIAL HEATING & AIR CONDITIONING INC 3606 N STONE AVE NO A COLORADO SPRINGS, CO 80907	SERVICES AGREEMENT	Bally Total Fitness of Colorado, Inc.	Effective Date of Plan of Reorganization
RICK REIMANN CONSTRUCTION 1875 BROOKHILL SALT LAKE CITY, UT 84121	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
RightStar Inc dba RightStar Systems Inc100 East St SE Ste 202Vienna, VA 22180-4800	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
RIGHTSTAR SYSTEMS 100 EAST STREET SE STE 202 VIENNA, VA 22180	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RISETIME 547 W JACKSON 8TH FL CHICAGO, IL 60661	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RIVERPOINT GROUP OF IL LLC 2200 E DEVON AVE STE 385 DES PLAINS, IL 60018	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ROBERT H. GELENES 10102 178TH AVENUE CT BONNIE LAKE, WA 98391	GOLF LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

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Robert Half Finance & Accounting Attn Karen Lima Div of Robert Half International 5720 Stoneridge Dr Ste 3 Pleasanton, CA 94588	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
ROBERT HALF MANAGEMENT RESOURCES 12400 COLLECTIONS CENTER DR CHICAGO, IL 60693	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RODALE INC C O JOE SALIBA 33 E MINOR ST EMMAUS, PA 18098	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
RUDOLPHS OFFICE & COMPUTER SUPPLY INC 5020 CAMPBELL BLVD No C BALTIMORE, MD 21236	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
S & D Cleaning Texas Inc The Law Office of Bertram C Oparaku 2323 South Voss Ste 560 Houston, TX 77057	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
S & D Cleaning Texas Inc The Law Office of Bertram C Oparaku 2323 South Voss Ste 560 Houston, TX 77057	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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S & D CLEANING TX INC 11015 HUNDRED BRIDGE LNSUGARLAND, TX 77478	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SAGE SOFTWARE INC P O BOX 404927 ATLANTA, GA 30384-4927	SOFTWARE LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SAHLE LTD 3120 S HAMILTON ROAD COLUMBUS, OH 43232	SERVICES AGREEMENT	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
SargeCorp LLC dba The Sergeants Program Attn Robert Grimes SargeCorp LLC 10220 River Rd Ste 115 Potomac, MD 20854	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SEARCH FINANCE GROUP ATTN JOHN SHIER 915 WILSHIRE BLVD STE 1600 LOS ANGELES, CA 90017	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SECURE LOGIX 13750 SAN PEDRO SUITE 230 SAN ANTONIO, TX 78232	SERVICE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Secureworks Inc 1 Concourse Pkwy Ste 500 Atlanta, GA 30328	SECURITY SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Secureworks Inc 1 Concourse Pkwy Ste 500 Atlanta, GA 30328	SECURITY SERVICES RENEWAL	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SELECT AIR SYSTEMS INC 41200 JOY ROAD PLYMOUTH, MI 48170	SERVICES AGREEMENT	Bally Total Fitness International, Inc.	Effective Date of Plan of Reorganization
SELECT RESOURCES INTERNATIONAL 1520 C CLOVERFIELD BLVD SANTA MONICA, CA 90404	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SETH SOJA 1287 NOBLE ST. CHICAGO, IL 60622	INDEPENDENT CONTRACTOR AGREEMENT DATED 11/26/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Shannahan, James W.	Key Employee Change of Control, Confidentiality, Non-Solicitation and Non-Compete Agreement dated 5/2/06, as amended	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Shannahan, James W.	Guaranteed Severance Agreement dated 4/23/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Sheehan, Michael W.	Employment Agreement dated 7/1/08, as amended	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Shields Meneley Partners LLC 311 South Wacker Dr Ste 4550 Chicago, IL 60606	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
Siegel, Ronald	Guaranteed Severance Agreement dated 1/4/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SIMPLEXGRINNELL L P 50 Technology Dr Westminster, MA 01441	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
SIMPLY SPOTLESSLLC PO BOX 11424 CLAYTON, MO 63105	SERVICES AGREEMENT	Bally Total Fitness of Missouri, Inc.	Effective Date of Plan of Reorganization
SIRCO 914 47TH STREET STE FD2 BROOKLYN, NY 11219-2825	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
SIX DEGREES, INC. 541 N. FAIRBANKS COURT SUITE 925 CHICAGO, IL 60611	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Skyline Electrical Contracting Co 22755 Kelly Rd Eastpointe, MI 48021	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
SLATER GLASS & MIRROR 145 E SAINT JOSEPH STREET ARCADIA, CA 91006	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
Sloan, Tracy	Retention Agreements dated 12/26/07 and 2/6/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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SMART BUSINESS ADVISORY & CONSULTING LLC PO BOX 823 BRYN MAWR, PA 19010	PERSONAL PROPERTY TAX COMPLIANCE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Smith Roberts National Corporation Attn Mark Caywood 100 NE 5th St Oklahoma City, OK 73104	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SOFTMART INC 450 ACORN LN DOWNINGTON, PA 19355	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SOUNDBITE COMMUNICATIONS INC PO BOX 200811 PITTSBURGH, PA 15251-0811	PRICING/VOICE CHANNEL AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SOUNDBITE COMMUNICATIONS INC PO BOX 200811 PITTSBURGH, PA 15251 0811 USA	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
SOURCECORP INC PO BOX 848198 DALLAS, TX 75284-8198	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SOURCECORP PO BOX 848043 DALLAS, TX 75284-8043	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
SOUTHSTAR ENERGY SERVICES LLC FLORIDA NATURAL GAS P.O. BOX 934726 ATLANTA, GA 31193	ENERGY CONTRACT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SOUTHSTAR ENERGY SERVICES LLC P.O. BOX 105445 ATLANTA, GA 30160	ENERGY CONTRACT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Specialty Automotive Treatments Inc 901 NW 7th Avenue Ft Lauderdale, FL 33311	SUB-LEASE OF NON-RESIDENTIAL PROPETY	Bally Total Fitness of the Midwest, Inc.	Effective Date of Plan of Reorganization
SPORTS & LEISURE TECHNOLOGY PO BOX 951305 CLEVELAND, OH 44193	MERCHANDISE LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SPORTS DISPLAY INC. 30051 COMERCIO RANCHO S. MARGARITA, CA 92688	NATIONAL DISPLAY AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SPORTS LOYALTY SYSTEMS, INC. 540 COMMONWEALTH AE. BOSTON, MA 02215	MERCHANT AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Spotless Buildings Services LLC Mathew D Menghini Esq McCarthy Leonard & Kaemmerer LC400 S Woods Mill Rd Ste 250 Chesterfield, MO 63017	SERVICES AGREEMENT	Bally Total Fitness of Missouri, Inc.	Effective Date of Plan of Reorganization
SPSS INC 1213 PAYSHERE CIRCLE CHICAGO, IL 60674	MAINTENANCE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
STANDARD & POOR'S CORP. 2542 COLLECTION CENTER DR CHICAGO, IL 60693	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
STANLEY CONVERGENT SECURITY SOLUTIONS PKA HSM ELECTRONIC PROTECTIONS SVCS DEPT CH 10651 PALATINE, IL 60055	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
STEEL CITY LANDSCAPE INC 8351 ROCHESTER RD PITTSBURGH, PA 15237	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Stewart, Bob	Guaranteed Severance Agreement dated 4/23/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Stewart, Bob	Key Employee Change of Control, Confidentiality, Non-Solicitation and Non-Compete Agreement dated 11/23/05	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization

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STOFFEL SEALS CORPORATION 400 HIGH AVE NYACK, NY 10960-0825	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
SUMMIT TEAM INC AS AGENTS FOR K T KALEIDOSCOPE INC 17165 NEWHOPE STREET STE H FOUNTAIN VALLEY, CA 92708	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Sunfare LLC 811 W Deer Valley Rd Phoenix, AZ 85027	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
SUNFARE 811 W DEER VALLEY RD PHOENIX, AZ 85027	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SUNGARD AVAILABILITY SERVICES PO BOX 91233 CHICAGO, IL 60693	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SUNGARD CORBELPO BOX 98698CHICAGO, IL 60643	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
SunGaurd Availability Services LP Maureen A McGreevey Esq 680 E Swedesford Rd Wayne, PA 19087	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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System Supply Stationery Geller & Stewart LLP 23205 Sunnymead Blvd Ste 100 PO Box 7599 Moreno Valley, CA 92552-7599	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TALISMA CORPORATION PO BOX 49200 SAN JOSE, CA 95161-9200	SOFTWARE LICENSE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TALK2REP INC ACCOUNTING DEPT 8795 W MCNAB RD 3RD FLR TAMARAC, FL 33321	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TAX PARTNERS 3100 CUMBERLAND BLVD STE 900 ATLANTA, GA 30339	TAX COMPLIANCE AND CONSULTING SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TECHNOLOGY HARDWARE PLUS LLC CHAIYO MARTZALL 341838 E 960 RD CHANDLER, OK 74834	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TEKsystems Inc Attn Rich Rodgers 7437 Race Rd Hanover, MD 21076	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Telefutura Network Inc Attn Basil Mavrovitis 500 Frank W Burr Blvd Ste 20 Teaneck, NJ 07666	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TELEMANGEMENT TECHNOLOGIES INC 2700 YGNACIO VALLEY RD STE 250 WALNUT CREEK, CA 94598-3463	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TELWARES COMMUNICATIONS, LLC 5889 S. GREENWOOD PLAZA BLVD.SUITE 300 GREENWOOD VILLAGE, CO 80111	CONSULTING SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
The Illuminating Company Bankruptcy Dept 6896 Miller Rd Rm 204 Brecksville, OH 44141	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
THE ISOPURE COMPANY LLC D/B/A NATURES BEST RALPH R HOCKBERG PLATZER SWERGOLD KARLIN LEVINE GOLDBERG & JASLOW L 1065 AVE OF THE AMERICAS NEW YORK, NY 10018	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
THERMOSEAL COMPANY INC PO BOX 2493 EVANSVILLE, IN 47728-0493	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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**Exhibit A**  
**Executory Contracts and Unexpired Leases to be Rejected<sup>1</sup>**

<b>Name and Address of Counterparty</b>	<b>Contracts or Leases Being Rejected (to the Extent they Constitute Executory Contracts)<sup>2</sup></b>	<b>Debtor Name<sup>3</sup></b>	<b>Effective Date of Rejection</b>
Thier, Charles Guy	Retention Agreement dated 12/26/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
THOMSON FINANCIAL LLC PO BOX 5136 CAROL STREAM, IL 60197-5136	WEBCAST PURCHASE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TILERAMA INC 5755 OXFORD AVE PHILADELPHIA, PA 19149	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TK STAR SPORTS 220 DUPONT AVE NEWBURGH, NY 12550	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Toback, Paul A.**	Settlement Term Sheet between Paul A. Toback, Cary Gann and Bally Total Fitness Holding Corporation approved by the Bankruptcy Court on October 24, 2007	Bally Total Fitness Holding Corporation, Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TODD HARRIS COMPANY C O KREVSKY SILBER & BERGEN 123 N UNION AVE PO BOX 99 CRANFORD, NJ 07016-0099	SERVICES AGREEMENT	Bally Total Fitness of Philadelphia, Inc.	Effective Date of Plan of Reorganization
TONY MARQUEZ POOL PLASTERING INC9100 DE GARMO AVESUN VALLEY, CA 91352	SERVICES AGREEMENT	Bally Total Fitness Franchising, Inc.	Effective Date of Plan of Reorganization

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2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

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TOTAL AIR INC 131 18TH ST N ST PETERSBURG, FL 33713	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Total Tec Systems Inc Law Offices of William C Lewis 510 Waverley St Palo Alto, CA 94301	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Towers Perrin Forster & Crosby Inc Attn Joel Kranzel Towers Perrin 1500 Market St Ctr Sq E Philadelphia, PA 19102-4790	PROPOSAL LETTER	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
TOWERS PERRIN P O BOX 8500 S6110 PHILADELPHIA, PA 19178-6110	PROPOSAL LETTER	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
TOWNE INC PO BOX 26889 SANTA ANA, CA 92799-6889	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Travel Channel c o SS Sampliner & Co Inc 505 Eighth Ave New York, NY 10018	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization

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Tribune Company dba AM NY c o Carol Liotta 435 N Michigan Ave 3rd Fl 8SC Chicago, IL 60611	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
TYR SPORT INC P O BOX 1930 HUNTINGTON BEACH, CA 92649	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
UNDER ARMOUR PO BOX 791022 BALTIMORE, MD 21279-1022	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
UNISEN INC PO BOX 30547 LOS ANGELES, CA 90030-0547	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
UNISEN INC PO BOX 30547LOS ANGELES, CA 90030-0547	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
Unisys Corporation Dana S Plon Esq Sirlin Gallogly & Lesser PC 1529 Walnut St Ste 600 Philadelphia, PA 19102	CMS CLUB INSTALLATION AND PROJECT MANAGEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
United Apparel Group LLC Carlos Sanchez 5633 NW 86 Ave Coral Springs, FL 33067	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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UNITED TOOL & DIE COMPANY DEPT 265 P O BOX 150473 HARTFORD, CT 06115-0473	LEASE OF NON-RESIDENTIAL PROPERTY	Bally Total Fitness of Connecticut Valley, Inc.	Effective Date of Plan of Reorganization
Univision Network Limited Partnership DBA Univision Network Attn Basil Mavrovitis Univision Network 500 Frank W Burr Blvd Ste 20 Teaneck, NJ 07666	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
UPPER MORELAND HATBORO JOINT SEWER AUTHORITY PO BOX 535 WILLOW GROVE, PA 19090	SERVICES AGREEMENT	Bally Total Fitness of the Mid-Atlantic, Inc.	Effective Date of Plan of Reorganization
VAL PAK DIRECT MARKETING SYSTEMS INC ATTN LISA BORSCH 8605 LARGO LAKES DR LARGO, FL 33773	MARKETING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VALASSIS DIRECT MAIL INC PKA ADVO 90469 COLLECTION CENTER DRIVE CHICAGO, IL 60693	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Valassis Direct Mail Inc 235 Great Pond Dr Windsor, CT 06095	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
VALASSISPO BOX 3245BOSTON, MA 02241-3245	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VALLEY WIDE AIR CORP PO BOX 905 AGOURA HILLS, CA 91376-0905	MAINTENANCE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Valley Wide Air PO Box 905 Agoura Hills, CA 91376-0905	PREVENTATIVE MAINTENANCE	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
VAROLII CORP. 821 2ND AVE, STE 1000 SEATTLE, WA 98104	AUDIO RECORDING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VDC INC PO BOX 2781 CARTERSVILLE, GA 30120	SERVICES AGREEMENT	BTF/CFI, Inc.	Effective Date of Plan of Reorganization
Vend NW Dist Co 12505 NE Marx St Portland, OR 97230	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
VENTURE SYSTEM SOURCE 201 E. BALTIMORE STREET SUITE 1400 BALTIMORE, MD 21202	MASTER SALE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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VENTURE SYSTEM SOURCE 303 BRAME RD. RIDGELAND, MS 39157	SALES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VENUS RYAN 729 CHARLES CT. ADDISON, IL 60101	INDEPENDENT CONTRACTOR AGREEMENT AMENDED 1/4/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VERIZON CALIFORNIA INC. 125 HIGH STREET ROOM 419 BOSTON, MA 2110	CORPORATE REWARDS	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VERIZON CALIFORNIA INC. 52 E. SWEDESFORD ROAD FRAZER, PA 19355	NETWORK ACCESS SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VERIZON CALIFORNIA, INC. 112 LAKEVIEW CANYON RD. THOUSAND OAKS, CA 91362	TELECOMMUNICATIONS SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VERIZON CORPORATE REWARDS CA125 HIGH ST.ROOM 419BOSTON, MA 02110	TELECOMMUNICATIONS SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VERIZON F.C.C. 849 FAIRMONT DR. SUITE 500 TOWSON, MD 21286	TELECOMMUNICATIONS SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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VERIZON INTERNET CA 52 E. SWEDSFORD RD. FRAZER, PA 19355	TELECOMMUNICATIONS SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VERIZON NETWORK INTEGRATION CORP. P.O. BOX 64283 BALTIMORE, MD 21264-4283	TELECOMMUNICATIONS SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VERIZON PRI TERM AND VOLUME TARIFF 849 FAIRMONT DR. SUITE 500 TOWSON, MD 21286	TELECOMMUNICATIONS SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VIECORE INC 1111 MACARTHUR BLVD MAHWAH, NJ 07430	CONSULTING AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VISION SOLUTIONS INC 6371 EAGLE WAY CHICAGO, IL 60678	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VISION TECHNOLOGY SERVICES LLC 1966 GREENSPRING DR STE 507 TIMONIUM, MD 21093	CONSULTING AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
VOICE PRINT INTERNATIONAL (VPI) 160 CAMINO RUIZ CAMARILLO, CA 93012	MAINTENANCE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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VOICE PRINT INTERNATIONAL 975 FLYNN RD. CAMARILLO, CA 93012	PURCHASE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VOLT DELTA RESOURCES LLC PO BOX 730401 DALLAS, TX 75373-0401	ELECTRONIC ACCESS SERVICES	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VOLT DELTARESOURCES LLC LSSIDATAATTN COLLECTIONS560 LEXINGTON AVE 14TH FLNEW YORK, NY 10022	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VOLT SERVICES GROUP 2401 N. GLASSELL STREET ORANGE, CA 92865	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VPI INC DIV VOICE PRINT INTERNATIONAL INC 160 CAMINO RUIZ CAMARILLO, CA 93012-6700	SOFTWARE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
VSS LLC 303 BRAME RD RIDGELAND, MS 39157	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
WAHLSTROM GROUP 21469 NETWORK PLACE CHICAGO, IL 60673-1214	INTERACTIVE MARKETING SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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WAI LANA PRODUCTIONS LLC ATTN MICHAEL ROBICHAUD WAI LANA PO BOX 1369 KAILUA, HI 96734	SERVICES AGREEMENT	Bally ARA Corporation	Effective Date of Plan of Reorganization
WAREHOUSE DIRECT INC 1601 WEST ALGONQUIN ROAD MT PROSPECT, IL 60056	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Waterline Technologies Inc 620 N Santiago St Santa Ana, CA 92701	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
WATERLINE TECHNOLOGIES AKA POOL SUPPLY OF ORANGE COUNTY INC 620 NORTH SANTIAGO STREET SANTA ANA, CA 92701	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
Waugh, Candice	Retention Agreement dated 12/20/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
WEBSTER MECHANICAL OF ROCHESTER INC 656 WILLOW LN WEBSTER, NY 14580	SERVICES AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
WELCH ALLYN INC PKA MEDICAL RESEARCH LAB PO BOX 73040 CHICAGO, IL 60673-7040	PURCHASE AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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WELCH ALLYN INC PKA MEDICAL RESEARCH LAB PO BOX 73040 CHICAGO, IL 60673-7040	PURCHASE AGREEMENT	Bally Total Fitness of Greater New York, Inc.	Effective Date of Plan of Reorganization
Wells Fargo Trade Capital Services 119 W 40th St New York, NY 10018	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Wenner Media LLC Erik Hass 1290 Ave of the Americas New York, NY 10104	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
WEST COAST PRINTING & GRAPHICS 16782 RED HILL AVE STE A IRVINE, CA 92606	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
WEST COAST PRINTING & GRAPHICS 16782 RED HILL AVE STE A IRVINE, CA 92606	SERVICES AGREEMENT	Bally Total Fitness of California, Inc.	Effective Date of Plan of Reorganization
WEST COAST PRINTING & GRAPHICS 16782 RED HILL AVE STE A IRVINE, CA 92606	SERVICES AGREEMENT	Bally Total Fitness of Colorado, Inc.	Effective Date of Plan of Reorganization
WESTFIELD SHOPPINGTOWN CHICAGO RIDGE 444 CHICAGO RIDGE MALL DR CHICAGO RIDGE, IL 60415	RETAIL PROGRAM LEASE	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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WHITEHAT SECURITY, INC. 3003 BUNKER HILL SUITE 106 SANTA CLARA, CA 95054	EVALUATION AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
WHITNEY BURR 939 W. MADISON ST. UNIT 203 CHICAGO, IL 60607	PAYROLL IMPLEMENTATION CONSULTANT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
WHITTMANHART, INC. 550 WEST ADAMS SUITE 500 CHICAGO, IL 60661	CONSULTING SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
Wholesale Recycling Division of PXZR Inc Wholesale Recycling PO Box 1810 Manhattan Bch, CA 90267	SERVICES AGREEMENT	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
WHOLESALE RECYCLING DIV OF PXZR INC PO BOX 1810 MANHATTAN BEACH, CA 90267-1810	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
WIGINTON FIRE SYSTEMS ATTN L BARRETT 699 AERO LANE SANFORD, FL 32771	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

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Wildman, John H.	Employment Agreement dated 1/1/06, as amended	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Willows, Teresa	Key Employee Change of Control, Confidentiality, Non-Solicitation and Non-Compete Agreement dated 11/23/05	Bally Total Fitness Holding Corporation	Effective Date of Plan of Reorganization
Willows, Teresa	Guaranteed Severance Agreement dated 4/23/08	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
WING CONSTRUCTION INC 8149 MILLIS RD UTICA, MI 48317	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
YAHOO INC ACCOUNTS RECEIVABLE PO BOX 3003 CAROL STREAM, IL 60132-3003	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ZACHARY PARTON 4037 LOG TRAIL WAY REISTERTOWN, MD 21136	RETENTION BONUS AND GUARANTEED SEVERANCE DATED 12/20/07	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ZECRON TEXTILES INC 76 CONGRESS ST BROOKLYN, NY 11201-5911	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization
ZETA INTERACTIVE PKA ZUSTEK 99 PARK AVE 23RD FLOOR NEW YORK, NY 10016	SERVICES AGREEMENT	Bally Total Fitness Corporation	Effective Date of Plan of Reorganization

1. Each rejected executory contract and unexpired lease identified on this Exhibit includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The listing of a contract or lease on this Exhibit is not an admission that the contract or lease is executory or unexpired within the meaning of section 365 of the Bankruptcy Code, and the Debtors reserve the right to contest any such characterization in the future.

2. In addition to the documents listed in this column and the claims arising therefrom, one or more of the foregoing claimants marked with a "\*\*\*" may assert it is a party to additional oral or written executory contracts or unexpired leases with Bally Total Fitness Holding Corporation or any of its direct or indirect subsidiaries. Although the Debtors do not believe any such additional unexpired leases or executory contracts exist, to the extent they do exist, they should be deemed to be included hereon as rejected contracts and the claims associated therewith should be deemed to be included hereon as Rejection Claims.

3. To the extent additional Debtors are party to an executory contract or unexpired lease listed herein, each such contract or lease shall be deemed rejected as to each Debtor that is a party to the contract or lease.