B1 (Official Form 1)(4/10)						
United States Bankruptcy Court District of Arizona						Voluntary Petition
Name of Debtor (if individual, enter Last, First, Mountainside Fitness Centers of Ar Arizona limited liabilty company			Name	of Joint De	ebtor (Spouse	e) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 (include married, maiden, and trade names):	3 years					Joint Debtor in the last 8 years trade names):
Last four digits of Soc. Sec. or Individual-Taxpa (if more than one, state all) 26-3349686	yer I.D. (ITIN) No./C	Complete EIN		our digits o		r Individual-Taxpayer I.D. (ITIN) No./Complete EIN
Street Address of Debtor (No. and Street, City, a 3345 South Val Vista Drive, Suite 11 Gilbert, AZ		ZIP Code	Street	Address of	Joint Debtor	r (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Maricopa	Business:	<u> </u>	County	y of Reside	ence or of the	Principal Place of Business:
Mailing Address of Debtor (if different from stre	eet address):		Mailin	g Address	of Joint Debt	tor (if different from street address):
	_	ZIP Code				ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):			<u> </u>			
Type of Debtor (Form of Organization) (Check one box) □ Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. □ Corporation (includes LLC and LLP) □ Partnership □ Other (If debtor is not one of the above entities, check this box and state type of entity below.) limited liability company Nature of Business (Check one box) □ Health Care Business □ Single Asset Real Estate as in 11 U.S.C. § 101 (51B) □ Railroad □ Stockbroker □ Commodity Broker □ Clearing Bank □ Other Tax-Exempt Entity (Check box, if applicable) □ Debtor is a tax-exempt orga under Title 26 of the United Code (the Internal Revenue)			zation States	Chapter 11 of a Foreign Main Proceeding Chapter 12 Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as business debts. "incurred by an individual primarily for		
Filing Fee (Check one box) Full Filing Fee attached Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. Check one box: Chapter 11 Debtors Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliat are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereof the plan were solicited prepetition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					ned in 11 U.S.C. § 101(51D). defined in 11 U.S.C. § 101(51D). lated debts (excluding debts owed to insiders or affiliates) t to adjustment on 4/01/13 and every three years thereafter). repetition from one or more classes of creditors,	
Statistical/Administrative Information Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						THIS SPACE IS FOR COURT USE ONLY
1- 50- 100- 200- 49 99 199 999	□ □ 1,000- 5,001- 10,000] 5,001-),000	50,001- 100,000	OVER 100,000	
\$0 to \$50,001 to \$100,001 to \$500,001 \$550,000 \$100,000 \$500,000 to \$1 to million	\$1,000,001 \$10,000,001 to \$50 million	to \$100 to	00,000,001 \$500 illion	\$500,000,001 to \$1 billion		
\$0 to \$50,001 to \$100,001 to \$500,001 to \$500,001 to \$100,000 to \$1	\$1,000,001 \$10,000,001 to \$50 million million	to \$100 to	00,000,001 \$500 illion	\$500,000,001 to \$1 billion	More than \$1 billion	

B1 (Official Form 1)(4/10) Page 2 Name of Debtor(s): Voluntary Petition Mountainside Fitness Centers of Arvada, L.L.C., an Arizona limited liabilty company (This page must be completed and filed in every case) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) Location Case Number: Date Filed: Where Filed: - None -Location Case Number: Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) Name of Debtor: Case Number: Date Filed: - None -District: Relationship: Judge: Exhibit B Exhibit A (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I (To be completed if debtor is required to file periodic reports (e.g., have informed the petitioner that [he or she] may proceed under chapter 7, 11, forms 10K and 10Q) with the Securities and Exchange Commission 12, or 13 of title 11, United States Code, and have explained the relief available pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 under each such chapter. I further certify that I delivered to the debtor the notice and is requesting relief under chapter 11.) required by 11 U.S.C. §342(b). ☐ Exhibit A is attached and made a part of this petition. Signature of Attorney for Debtor(s) (Date) Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? Yes, and Exhibit C is attached and made a part of this petition. No. Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) ☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: ☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. Information Regarding the Debtor - Venue (Check any applicable box) Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure

the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

after the filing of the petition.

B1 (Official Form 1)(4/10) Page 3

Voluntary Petition

(This page must be completed and filed in every case)

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Thomas C. Axelsen AZ Bar No.

Signature of Attorney for Debtor(s)

Thomas C. Axelsen AZ Bar No. 011163

Printed Name of Attorney for Debtor(s)

Sherman & Howard L.L.C.

Firm Name

2800 North Central Avenue Suite 1100

Phoenix, AZ 85004-1043

Address

Email: taxelsen@shermanhoward.com (602) 240-3000 Fax: (602) 240-6600

Telephone Number

July 28, 2010

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

▼ /s/ Thomas J. Hatten

Signature of Authorized Individual

Thomas J. Hatten

Printed Name of Authorized Individual

Manager

Title of Authorized Individual

July 28, 2010

Date

Name of Debtor(s):

Mountainside Fitness Centers of Arvada, L.L.C., an Arizona limited liabilty company

Signatures

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- ☐ I request relief in accordance with chapter 15 of title 11. United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- ☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankrutpcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

T	

Date

Address

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

MOUNTAINSIDE FITNESS CENTERS OF ARVADA, L.L.C., an Arizona limited liability company

Consent in Lieu of Special Meeting

The undersigned, being the members of the Mountainside Fitness Centers of Arvada, L.L.C., an Arizona manager managed limited liability company (the "Company"), acting pursuant to A.R.S. §29-683, do hereby waive any and all requirements for notice of the time, place and purpose of a meeting of the members of the Company and do hereby unanimously consent to and duly adopt the following preamble, resolutions and actions specified therein and declare them to be in full force and effect as if they were adopted at a meeting of the members of the Company:

NOW, THEREFORE, BE IT RESOLVED, that the Manager is hereby authorized and directed to execute and deliver all documents pertaining to the filing of a Chapter 11 Bankruptcy proceeding on behalf of the Company pursuant to Title 11, United States Code; and

FURTHER RESOLVED, that the resolutions hereinabove shall be effective immediately.

DATED effective as of the 28th day of July, 2010.

MEMBER:

FIREBIRD INVESTMENT CO.,

an Arizona corporation

Thomas J. Hatten, President

United States Bankruptcy Court District of Arizona

	Mountainside Fitness Centers of Arvada, L.L.C., an Arizona limited					
In re	liabilty company		Case No.			
		Debtor(s)	Chapter	11		

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Alpine Water Systems Attention Dorothy P. O. Box 94436 Las Vegas, NV 89193-4436	Dorothy Alpine Water Systems P. O. Box 94436 Las Vegas, NV 89193-4436 702 505 9054	Services		1,252.86
Atek Heating and Air Conditioning 5979 Iris Parkway P. O. Box 859 Frederick, CO 80530	Atek Heating and Air Conditioning 5979 Iris Parkway, P.O. Box 859 Frederick, CO 80530 303 833 1592	Services		70.00
Blackstone Capital Group, LLC c/o Arvada Structures, LLC (Halston) P. O. Box 25286 Los Angeles, CA 90025	Arvada Structures, LLC (Halston) Blackstone Capital Group, LLC P. O. Box 25286 Los Angeles, CA 90025 310 829 0200	Lease for health club and fitness center at Westwood Marketplace, Arvada, CO.	Disputed	798,455.63
Cintas Corp # 66 - LT / Arvada P. O. Box 390365 Denver, CO 80239-1365	Cintas Corp # 66 - LT / Arvada P. O. Box 390365 Denver, CO 80239-1365 303 371 6631	Cleaning services		329.08
Culligan Attention: Rhonda NW 5120 P. O. Box 1450 Minneapolis, MN 55485-5120	Culligan Attention: Rhonda NW 5120 P. O. Box 1450 Minneapolis, MN 55485-5120	Water services		53.24
Europa Sports Products Attention: Teresa Richie 11401-H Granite Street Charlotte, NC 28273	Europa Sports Products Attention: Teresa Richie 11401-H Granite Street Charlotte, NC 28273	Services		1,355.38
Facility Solutions Group P. O. Box 952143 Dallas, TX 75395-2143	Facility Solutions Group P. O. Box 952143 Dallas, TX 75395-2143	Services		191.54
Hardscape Resurfacing Inc. Attention: Gary 17224 N. Sandtrap Court Glendale, AZ 85308	Hardscape Resurfacing Inc. Attention: Gary 17224 N. Sandtrap Court Glendale, AZ 85308	Services	Disputed	9,880.00

1	n	re

Debtor	

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Island Oasis Frozen Cocktail Co. Attention: Sandra Huertas P. O. Box 847881 Boston, MA 02284-7881	Island Oasis Frozen Cocktail Co. Attention: Sandra Huertas P. O. Box 847881 Boston, MA 02284-7881	Services		4,399.58
Jennings, Strouss and Salmon, PLC Attn John G. Sestak, Jr. One E. Washington St. Suite 1900 Phoenix, AZ 85004-2554	Jennings, Strouss and Salmon, PLC Attn John G. Sestak, Jr. One E. Washington St. Suite 1900 Phoenix, AZ 85004-2554	Legal fees		7,953.80
Jobing.com 1391 Speer Boulevard, Suite 850 Denver, CO 80204	Jobing.com 1391 Speer Boulevard, Suite 850 Denver, CO 80204 303 227 3377	Advertising services	Disputed	2,340.00
Muzak - Southwest Attention: Jarred P. O. Box 71070 Charlotte, NC 28272-1070	Muzak - Southwest Attention: Jarred P. O. Box 71070 Charlotte, NC 28272-1070	Services		195.88
Paetec P. O. Box 3177 Cedar Rapids, IA 52406-3177	Paetec P. O. Box 3177 Cedar Rapids, IA 52406-3177	Service provider to phones and internet		6,442.96
Service Master Attention: Jason 2235 W. 1st Street, Suite 103 Tempe, AZ 85281	Service Master Attention: Jason 2235 W. 1st Street, Suite 103 Tempe, AZ 85281	Services		1,400.00
Stout Flooring Hardwood Flooring Attention: Barry Stout P. O. Box 16650 Las Cruces, NM 88004-6650	Stout Flooring Hardwood Flooring Attention: Barry Stout P. O. Box 16650 Las Cruces, NM 88004-6650	Two Performance Sports System basketball goals	Disputed	5,785.00
T. P. Enterprises Attention: Alicia Peters 9249 S. Broadway Blvd. Unit 200 #347 Highlands Ranch, CO 80129	T. P. Enterprises Attention: Alicia Peters 9249 S. Broadway Blvd. Unit 200 #347 Highlands Ranch, CO 80129	Contractor for Blackstone Capital	Disputed	47,000.00

B4 (Offi	cial Form 4) (12/07) - Cont.
	Mountainside Fitness Centers of Arvada, L.L.C., an
In re	Arizona limited liabilty company

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Manager of the limited liability company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date	July 28, 2010	Signature	/s/ Thomas J. Hatten
			Thomas J. Hatten
			Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

ALPINE WATER SYSTEMS ATTENTION DOROTHY P. O. BOX 94436 LAS VEGAS NV 89193-4436

ATEK HEATING AND AIR CONDITIONING 5979 IRIS PARKWAY P. O. BOX 859 FREDERICK CO 80530

BLACKSTONE CAPITAL GROUP, LLC C/O ARVADA STRUCTURES, LLC (HALSTON) P. O. BOX 25286 LOS ANGELES CA 90025

BLACKSTONE CAPITAL GROUP, LLC C/O ARVADA STRUCTURES, LLC (HALSTON) P. O. BOX 25286 LOS ANGELES CA 90025

CINTAS CORP # 66 - LT / ARVADA P. O. BOX 390365 DENVER CO 80239-1365

CULLIGAN ATTENTION: RHONDA NW 5120 P. O. BOX 1450 MINNEAPOLIS MN 55485-5120

EUROPA SPORTS PRODUCTS ATTENTION: TERESA RICHIE 11401-H GRANITE STREET CHARLOTTE NC 28273

FACILITY SOLUTIONS GROUP P.O. BOX 952143 DALLAS TX 75395-2143

HARDSCAPE RESURFACING INC. ATTENTION: GARY 17224 N. SANDTRAP COURT GLENDALE AZ 85308 ISLAND OASIS FROZEN COCKTAIL CO. ATTENTION: SANDRA HUERTAS P. O. BOX 847881 BOSTON MA 02284-7881

JENNINGS, STROUSS AND SALMON, PLC ATTN JOHN G. SESTAK, JR. ONE E. WASHINGTON ST. SUITE 1900 PHOENIX AZ 85004-2554

JOBING.COM 1391 SPEER BOULEVARD, SUITE 850 DENVER CO 80204

M FITNESS, L.L.C., AZ LTD LIABILITY CO. 1121 W. WARNER ROAD # 103
TEMPE AZ 85284

MUZAK - SOUTHWEST ATTENTION: JARRED P. O. BOX 71070 CHARLOTTE NC 28272-1070

PAETEC
P. O. BOX 3177
CEDAR RAPIDS IA 52406-3177

PETRA HYGIENIC SYSTEMS P. O. BOX 18217 RENO NV 89511

SERVICE MASTER ATTENTION: JASON 2235 W. 1ST STREET, SUITE 103 TEMPE AZ 85281

STOUT FLOORING HARDWOOD FLOORING ATTENTION: BARRY STOUT P. O. BOX 16650 LAS CRUCES NM 88004-6650

T. P. ENTERPRISES ATTENTION: ALICIA PETERS 9249 S. BROADWAY BLVD. UNIT 200 #347 HIGHLANDS RANCH CO 80129 Mountainside Fitness Centers of Arvada, L.L.C., an Arizona limited liabilty comp

TAMCO FINANCIAL SERVICES
P. O. BOX 956591
SAINT LOUIS MO 63195-6591

WELLS FARGO / WC LOC.
MAC T7422-012
P. O. BOX 659700
SAN ANTONIO TX 78265-9700