

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court
Western District**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Fitness Management Group, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Attachment	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 65-1167504	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 13347 South Point Boulevard Suite 190 Charlotte, NC	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 28273	ZIP Code
County of Residence or of the Principal Place of Business: Mecklenburg	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 2220 Davidson, NC	Mailing Address of Joint Debtor (if different from street address):
ZIP Code 28036	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> 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. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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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.

Estimated Number of Creditors

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

Estimated Assets

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

Estimated Liabilities

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

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Fitness Management Group, Inc.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: Peak Capital Holdings, LLC	Case Number: 09-30863	Date Filed: 4/09/09
District: WDNC	Relationship: common ownership	Judge: Whitley

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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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 after the filing of the petition.

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

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

Name of Debtor(s):
Fitness Management Group, Inc.

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

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 Attorney*
X /s/ James H. Henderson _____
Signature of Attorney for Debtor(s)
James H. Henderson 13536 _____
Printed Name of Attorney for Debtor(s)
James H. Henderson, P.C. _____
Firm Name
1201 Harding Place
Charlotte, NC 28204

Address
Email: henderson@title11.com
704.333.3444 Fax: 704.333.5003 _____
Telephone Number
July 10, 2009 _____
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 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 bankruptcy 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.)

Address
X _____
Date

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.
X /s/ Jeff Stec _____
Signature of Authorized Individual
Jeff Stec _____
Printed Name of Authorized Individual
President _____
Title of Authorized Individual
July 10, 2009 _____
Date

Date
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.

In re Fitness Management Group, Inc.

Case No. _____

Debtor

FORM 1. VOLUNTARY PETITION

Other Names Attachment

All Other Names used by Debtor in the last 8 years:

1. FDBA **Advanced Body Solutions II, LLC**
2. FDBA **Fitness Edge, LLC**
3. FDBA **Fitness Equipment Exchange, LLC**
4. FDBA **GGCK, Inc.**
5. FDBA **Peak Fitness, LLC**
6. FDBA **Peak Fitness II, LLC**
7. FDBA **Peak Fitness III, LLC**
8. FDBA **Peak Fitness IV, LLC**
9. FDBA **Peak Fitness V, LLC**
10. FDBA **Peak Fitness X, LLC**
11. FDBA **Peak Fitness XI, LLC**
12. FDBA **Peak Fitness 15501, LLC**
13. FDBA **Peak Fitness Buck Jones, LLC**
14. FDBA **Peak Fitness Cedar Ridge, LLC**
15. FDBA **Peak Fitness Clemmons, LLC**
16. FDBA **Peak Fitness Creedmoor, LLC**
17. FDBA **Peak Fitness Duraleigh, LLC**
18. FDBA **Peak Fitness Fuquay Varina, LLC**
19. FDBA **Peak Fitness Garner, LLC**
20. FDBA **Peak Fitness Greenville, LLC**
21. FDBA **Peak Fitness Harrisburg, LLC**
22. FDBA **Peak Fitness Holdings, LLC**
23. FDBA **Peak Fitness Jonestown, LLC**
24. FDBA **Peak Fitness Knightdale, LLC**
25. FDBA **Peak Fitness Lake Norman, LLC**
26. FDBA **Peak Fitness Laurens, LLC**
27. FDBA **Peak Fitness Lincolnton, LLC**
28. FDBA **Peak Fitness LN2, LLC**
29. FDBA **Peak Fitness Maynard, LLC**
30. FDBA **Peak Fitness Peachwood, LLC**
31. FDBA **Peak Fitness Pineville, LLC**
32. FDBA **Peak Fitness Statesville, LLC**
33. FDBA **Peak Fitness Steele Creek, LLC**
34. FDBA **Peak Fitness Training, LLC**
35. FDBA **Peak Fitness University, LLC**
36. FDBA **Peak Fitness Wade Hampton, LLC**
37. FDBA **Peak Fitness WS, LLC**
38. FDBA **Peak Fitness Yadkinville, LLC**
39. FDBA **Peak Fitness Xcel Xpress Concord, LLC**
40. FDBA **Peak Fitness Xcell Xpress Rock Hill, LLC**

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Western District**

In re **Fitness Management Group, Inc.**

Debtor(s)

Case No. _____

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)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
ABC Financial Services Inc 8320 Highway 107 Sherwood, AR 72124	ABC Financial Services Inc 8320 Highway 107 Sherwood, AR 72124	FMG signed promissory note 1.16.09 containing security language, does not appear to be perfected security interest		1,250,000.00
B & N Properties LLC c/o Smith Moore Leatherwood LLP PO Box 87 Greenville, SC 29602	B & N Properties LLC c/o Smith Moore Leatherwood LLP PO Box 87 Greenville, SC 29602	breach of lease for premises located at 445 S Blackstork Road, Spartanburg SC		266,084.10
Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674	Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674	lease of property located at 2631 Laurens Road, Greenville SC		220,000.00
Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674	Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674	lease of premises located at 399 Peachwood Centre Drive, Spartanburg SC		185,216.69
Capital Health Clubs LLC 15806 Brookway Drive Ste 400 Huntersville, NC 28078	Capital Health Clubs LLC 15806 Brookway Drive Ste 400 Huntersville, NC 28078	promissory note		200,000.00
CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117	loan		199,957.02
Duke Energy PO Box 70516 Charlotte, NC 28272-0516	Duke Energy PO Box 70516 Charlotte, NC 28272-0516	utility		162,304.06
Five Star Development c/o Sterling Accounting PO Box 1370 Cary, NC 27512	Five Star Development c/o Sterling Accounting PO Box 1370 Cary, NC 27512	lease of premises located at 6022 Duraleigh Road, Raleigh NC 27612		165,652.00

B4 (Official Form 4) (12/07) - Cont.

In re Fitness Management Group, Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Halifax Linen PO Box 129 Roanoke Rapids, NC 27870	Halifax Linen PO Box 129 Roanoke Rapids, NC 27870	trade debt		164,386.42
Harris Teeter Inc PO Box 601246 Charlotte, NC 28260	Harris Teeter Inc PO Box 601246 Charlotte, NC 28260	past-due rent for lease of premises located at 2710 N Church Street, Greensboro NC		276,884.97
Knightsdale Crossings LLC c/o Income Properties of Raleigh Inc 1049 Dresser Court Raleigh, NC 27609	Knightsdale Crossings LLC c/o Income Properties of Raleigh Inc 1049 Dresser Court Raleigh, NC 27609	past-due rent (7132 Knightdale Blvd, Knightdale NC)		500,927.14
Matthews Center LP 2450 NE Miami Gardens Drive Ste 101 North Miami Beach, FL 33180	Matthews Center LP 2450 NE Miami Gardens Drive Ste 101 North Miami Beach, FL 33180	past-due rent for premises located at 10404 Independence Blvd, Matthews NC 28105		239,396.15
Mercury Capital c/o Empire Properties 133 Fayetteville St 6th Floor Raleigh, NC 27601	Mercury Capital c/o Empire Properties 133 Fayetteville St 6th Floor Raleigh, NC 27601	past-due rent (509 W North Street, Raleigh NC)		269,621.98
Red Line Holdings LLC PO Box 4508 Mooresville, NC 28117	Red Line Holdings LLC PO Box 4508 Mooresville, NC 28117	lease of premises located at 1212 Magnolia Villiage Way, Leland NC		221,780.37
Robert Hanley Barbara Hanley 521 Ocean Avenue Avon-By-The-Sea, NJ	Robert Hanley Barbara Hanley 521 Ocean Avenue Avon-By-The-Sea, NJ	loan		200,000.00
Southern Comm Bank & Trust PO Box 26134 Winston Salem, NC 27114	Southern Comm Bank & Trust PO Box 26134 Winston Salem, NC 27114	all assets		500,000.00 (0.00 secured)
Summit Fitness, Inc. 1341 East Morehead St., Ste. 201 Charlotte, NC 28204	Summit Fitness, Inc. 1341 East Morehead St., Ste. 201 Charlotte, NC 28204	all assets of debtor (UCC filed June 25, 2009, presumed to be preferential transfer of lien)	Disputed	264,000.00 (0.00 secured)
The Markets at Cedar Ridge LLC PO Box 1943 Athens, GA 30603	The Markets at Cedar Ridge LLC PO Box 1943 Athens, GA 30603	past due rent for leased premises located at The Markets At Cedar Ridge, 7520 South Tryon Street, Units 1-14, Charlotte NC		182,816.54

B4 (Official Form 4) (12/07) - Cont.

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701	Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701	past due rent for lease of premises located at 257 S Elliott Road, Chapel Hill, NC		999,855.78
Weatherbridge Properties LLC c/o Young Moore and Henderson P A PO Box 31627 Raleigh, NC 27622	Weatherbridge Properties LLC c/o Young Moore and Henderson P A PO Box 31627 Raleigh, NC 27622	past-due rent on property located at 1803 North West Maynard Road, Cary NC		466,739.58

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

I, the President of the corporation 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 10, 2009**

Signature **/s/ Jeff Stec**
Jeff Stec
President

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.

**United States Bankruptcy Court
Western District**

In re Fitness Management Group, Inc.
Debtor

Case No. _____
Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		1,264,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	6		118,962.19	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	147		10,964,239.47	
G - Executory Contracts and Unexpired Leases	Yes	10			
H - Codebtors	Yes	20			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		190			
Total Assets			0.00		
Total Liabilities				12,347,201.66	

**United States Bankruptcy Court
Western District**

In re Fitness Management Group, Inc.
Debtor

Case No. _____
Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6D (Official Form 6D) (12/07)

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.	X	secured note							
Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025		Miscellaneous equipment, assignment of Jeff Stec life insurance						120,000.00	120,000.00
		Value \$ 0.00							
Account No.	-	Statutory Lien							
Internal Revenue Service Centralized Insolvency Operations PO Box 21126 Philadelphia, PA 19114		all assets of FMG						380,000.00	380,000.00
		Value \$ 0.00							
Account No.	-	Purchase Money Security							
OFC Capital Corporation 576 Colonial Park Drive Ste 100 Roswell, GA 30075		equipment						0.00	0.00
		Value \$ 0.00							
Account No.	-	promissory note/security agreement							
Southern Comm Bank & Trust PO Box 26134 Winston Salem, NC 27114		all assets						500,000.00	500,000.00
		Value \$ 0.00							
Subtotal								1,000,000.00	1,000,000.00
(Total of this page)									

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Fitness Management Group, Inc.
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No. Southern Comm Bank & Trust							
		Southern Comm Bank & Trust 4605 Country Club Rd Winston Salem, NC 27114					
		Value \$					
Account No. Southern Community Bank and Trust PO Box 569200 Dallas, TX 75356							
		Service Fee Agreement with Titan Fitness North Carolina (related to servicing membership agreements for members of former Peak Fitness Duraleigh, LLC and Peak Fitness Creedmoor, LLC clubs)					
		Value \$ Unknown				0.00	Unknown
Account No. Summit Fitness, Inc. 1341 East Morehead St., Ste. 201 Charlotte, NC 28204					X		
		security agreement all assets of debtor (UCC filed June 25, 2009, presumed to be preferential transfer of lien)					
		Value \$ 0.00				264,000.00	264,000.00
Account No. Summit Fitness, Inc.							
		Henry N Pharr III Esq Horack Talley 2600 One Wachovia Center 301 S College Street Charlotte, NC 28202					
		Value \$					
Account No. US Bancorp PO Box 580337 Minneapolis, MN 55458-0337							
		Purchase Money Security Nautilus equipment, Winston Salem					
		Value \$ 0.00				0.00	0.00
Subtotal (Total of this page)						264,000.00	264,000.00
Total (Report on Summary of Schedules)						1,264,000.00	1,264,000.00

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (12/07) - Cont.

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Cabarrus County Tax Collector PO Box 580347 Charlotte, NC 28258-0347		-					2,798.88	0.00
								2,798.88
Account No.			Trade debt					
City of Concord Tax Collector PO Box 580473 Charlotte, NC 28258-0473		-					577.13	0.00
								577.13
Account No.								
City of Durham PO Box 30040 Durham, NC 27702-3040		-					1,325.07	0.00
								1,325.07
Account No.								
City of Durham Durham County 1091 City Hall Plaza Durham, NC 27701		-					700.00	0.00
								700.00
Account No.								
City of Greensboro PO Box 26120 Greensboro, NC 27402		-					50.00	0.00
								50.00
Subtotal								0.00
(Total of this page)							5,451.08	5,451.08

Sheet 1 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re Fitness Management Group, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. City of Raleigh PO Box 590 Raleigh, NC 27602-0590								0.00
							890.67	890.67
Account No. City of Rock Hill PO Box 37945 Charlotte, NC 28237-7945								0.00
							2,752.24	2,752.24
Account No. City of Statesville PO Box 1111 Statesville, NC 28687								0.00
							1,369.58	1,369.58
Account No. City of Winston-Salem Revenue Division PO Box 2756 Winston Salem, NC 27102								0.00
							355.00	355.00
Account No. City of Winston-Salem PO Box 580055 Charlotte, NC 28258-0055								0.00
							525.39	525.39
Subtotal								0.00
(Total of this page)							5,892.88	5,892.88

Sheet 2 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
City-County Tax Collector Collection Division PO Box 32247 Charlotte, NC 28232-2247		-					27,395.22	0.00
								27,395.22
Account No.								
County of Durham PO Box 30090 Durham, NC 27702-3090		-					875.94	0.00
								875.94
Account No.			npo					
Employment Security Commission of NC PO Box 26504 Raleigh, NC 27611		-					0.00	0.00
								0.00
Account No.								
Forsyth County Tax Collector PO Box 70844 Charlotte, NC 28272		-					22,041.87	0.00
								22,041.87
Account No.								
Greenville County Tax Collector Department 390 PO Box 100221 Columbia, SC 29202-3221		-					493.60	0.00
								493.60
Subtotal								0.00
(Total of this page)							50,806.63	50,806.63

Sheet **3** of **5** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.									
Greenville County Tax Collector Suite 700 301 University Ridge Greenville, SC 29601		-						1,012.61	0.00
									1,012.61
Account No.									
Greenville County Tax Collector Suite 700 301 University Ridge Greenville, SC 29601		-						7,357.73	0.00
									7,357.73
Account No.									
Mecklenburg County Tax Collector PO Box 71063 Charlotte, NC 28272-1063		-						2,049.06	0.00
									2,049.06
Account No.				past due taxes					
NC Department of Revenue PO Box 1168 Raleigh, NC 27602		-						36,722.86	0.00
									36,722.86
Account No.				npo					
Securities and Exchange Commission Atlanta Regional Office 3475 Lenox Rd NE Ste 1000 Atlanta, GA 30326		-						0.00	0.00
									0.00
Subtotal									0.00
(Total of this page)								47,142.26	47,142.26

Sheet 4 of 5 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Spartanburg County Tax Collector PO Box 100260 Columbia, SC 29202							5,508.30	0.00 5,508.30
Account No. Town of Harrisburg Tax Collector PO Box 100 Harrisburg, NC 28075-0100							457.62	0.00 457.62
Account No. US Attorney General's Office US Department of Justice 950 Pennsylvania Avenue NW Washington, DC 20530-0001			npo				0.00	0.00 0.00
Account No. US Attorney's Office 227 West Trade Street Suite 1700 Charlotte, NC 28202			npo				0.00	0.00 0.00
Account No. Wake County Revenue Dept PO Box 96084 Charlotte, NC 28296-0084							3,703.42	0.00 3,703.42
Subtotal							9,669.34	0.00 9,669.34
Total (Report on Summary of Schedules)							118,962.19	0.00 118,962.19

Sheet 5 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Total
(Report on Summary of Schedules)

B6F (Official Form 6F) (12/07)

In re Fitness Management Group, Inc., Debtor Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No. The Monin Agency POB 470507 Charlotte, NC 28226		-	info only, insurance agent	X	X		Unknown
Account No. 1st Pane Glass Repair 1315 Cherry Road Rock Hill, SC 29732		-	trade debt				195.00
Account No. A & H Glass and Mirror LLC 6150-B Brookshire Blvd Charlotte, NC 28216		-	Trade debt				484.29
Account No. A-24 Hour Door America 4416 Bent Road Kodak, TN 37764		-	Trade debt				299.46
Subtotal (Total of this page)							978.75

146 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. A1A Locksmith 4441 Six Forks Road Ste 106-305 Raleigh, NC 27609		-	Trade debt			152.00	
Account No. Aaron Grenier 122 Caroline Street Spartanburg, SC 29303		-	customer refund			19.99	
Account No. Aaron-Elliott Locksmiths Inc 301 @ 8th Street Winston Salem, NC 27101-1404		-	Trade debt			787.86	
Account No. ABC Financial Services Inc 8320 Highway 107 Sherwood, AR 72124		-	FMG signed promissory note 1.16.09 containing security language, does not appear to be perfected security interest			1,250,000.00	
Account No. Absolute Fire control Inc 1201 South Graham St Ste 201 Charlotte, NC 28203		-	Trade debt			5,184.87	
Sheet no. <u>1</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	1,256,144.72

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. ABST Inc dba Jan Pro Cleaning Systems of Raleigh 8321 Bandford Way Suite 003 Raleigh, NC 27615		-	trade debt			15,050.00
Account No. ABST Inc dba			Coface Collections North America Inc PO Box 8510 Metairie, LA 70011-8510			
Account No. ABST Inc dba			Gold Law PA 4505 Falls of the Neuse Road Ste 350 Raleigh, NC 27609			
Account No. ABST Inc dba			Victorianne Maxwell Esq Maxwell Law Firm PLLC 2923 S Tryon Street Ste 220C Charlotte, NC 28203			
Account No. Ad Sign 6100 Gun Club Road Winston Salem, NC 27103		-	Trade debt			768.61
Sheet no. <u>2</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	15,818.61

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Advanced Door Systems PO Box 534206 Atlanta, GA 30353-4206		-	Trade debt			97.50	
Account No. Afterdisaster 420 Jonestown Road Ste Q Winston Salem, NC 27104		-	Trade debt			14.46	
Account No. Aircond Corporation dba Emtor Services PO Box 945617 Atlanta, GA 30394-5617		-	trade debt			40,000.00	
Account No. Aircond Corporation dba Emtor Services			William L Ellison Esq The McIntosh Law Firm P C PO Box 2270 Davidson, NC 28036-2270				
Account No. Airgas National Welders 929-G Concord Parkway Concord, NC 28027		-	Trade debt			5.00	
Sheet no. <u>3</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	40,116.96

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Aisha Wilson		customer refund				99.00
Account No. AKA Enterprises 518-A South Elm Street Greensboro, NC 27406		Trade debt				1,200.00
Account No. Akilah Smith 1917 Wexford Meadows Lane Apt J Charlotte, NC 28262		customer refund				50.00
Account No. Alarmsouth PO Box 5393 Southern Pines, NC 28387		Trade debt				454.60
Account No. Alison Geist Marian Geist Abigail Geist 425 Rand Road Raleigh, NC 27603		customer refund				94.99
Sheet no. <u>4</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,898.59

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. All in One Carpet Cleaning Highway 16 Charlotte, NC 28214		-	Trade debt			225.00
Account No. Allied Waste (GDS Republic Waste Services PO Box 9001099 Louisville, KY 40290-1099		-	Trade debt			206.41
Account No. xxxxZ-x1630 Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442	X	-	equipment lease			0.00
Account No. Allstate Capital LLC/Pugent Sound			Puget Sound Leasing Co Inc PO Box 1295 Issaquah, WA 98027			
Account No. xxxxZ-x1630 Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442	X	-	equipment lease			0.00
Sheet no. <u>5</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						431.41
Subtotal (Total of this page)						431.41

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxxxZ-x1630 Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442	X	-	equipment lease			0.00
Account No. Allstate Financial Group, LLC 19015 North Creek Parkway, Ste. 101 Bothell, WA 98011	-	-	info only			0.00
Account No. Alltech Sign Service 809 Crossroads Plaza Fort Mill, SC 29708	-	-	Trade debt			211.86
Account No. Alpha Fire & Safety Inc PO Box 673 Mauldin, SC 29662	-	-	Trade debt			42.30
Account No. AM-FINN Sauna Co Inc PO Box 29406 Greensboro, NC 27429	-	-	Trade debt			1,485.42
Sheet no. <u>6</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,739.58

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Am-Finn Saunas 228 E Plaza Street Suite B-226 Eagle, ID 83616		-	Trade debt			128.00
Account No. Amber McAllister 101 Fabling Court Taylors, SC 29687		-	customer refund			44.99
Account No. American Express Business Finance 600 Travis Street, Ste 1300 Houston, TX 77002		-	former equipment lease with Peak Fitness II, LLC			0.00
Account No. Amy Beard 2000 Sageleaf Court Raleigh, NC 27603		-	customer refund			295.00
Account No. Amy Peeler 3178 Chapman Circle Rock Hill, SC 29732		-	customer refund			224.00
Sheet no. <u>7</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	691.99

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Anderson Trucking Service 725 Opportunity Drive Saint Cloud, MN 56301		-	Trade debt			23,224.90
Account No. Andrew Toledano 6529 Durby Lane Concord, NC 28027		-	customer refund			325.00
Account No. Antwan J Gaines 1710 Oakgate Drive Charlotte, NC 28210		-	customer refund			99.00
Account No. Apex/Clayton		-				0.00
Account No. Aramark PO Box 668563 Charlotte, NC 28266		-	Trade debt			217.04
Sheet no. <u>8</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						23,865.94
Subtotal (Total of this page)						23,865.94

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Arboretum Office #2 LLC c/o Childress Kline Properties 301 South College Street Ste 2800 Charlotte, NC 28202-6021	X	-	past due rent for lease of premises located at 8035 Providence Rd, Suite 400, Charlotte NC			76,279.19
Account No. Arboretum Office #2 LLC						
Account No. AT&T PO Box 105262 Atlanta, GA 30348-5262	-	-	Trade debt			11,711.01
Account No. AT&T						
Account No. AT&T			AT&T PO Box 9001309 Louisville, KY 40290-1309			
Account No. AT&T			AT&T PO Box 70529 Charlotte, NC 28272-0529			
Sheet no. <u>9</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	87,990.20

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Atlantic Tan 5251 Z Max Blvd Harrisburg, NC 28075		-	Trade debt			1,513.24
Account No. ATS Specialized Inc 725 Opportunity Drive Saint Cloud, MN 56301		-	trade debt			14,525.00
Account No. ATS Specialized Inc			American Financial Management Inc 3715 Ventura Drive Arlington Heights, IL 60004			
Account No. Attractions Dining and Value Guide 220-2 South Swing Road Greensboro, NC 27409		-	Trade debt			75.00
Account No. Audio Ethics 2540 Beltway Blvd PO Box 668065 Charlotte, NC 28266-8065		-	Trade debt			386.51
Sheet no. <u>10</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	16,499.75

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. B & N Properties LLC c/o Smith Moore Leatherwood LLP PO Box 87 Greenville, SC 29602	X -					266,084.10
		breach of lease for premises located at 445 S Blackstork Road, Spartanburg SC				
Account No. B & N Properties LLC						
		Brown Massey Evans McLeod & Haynsworth PO Box 2464 Greenville, SC 29602				
Account No. B & N Properties LLC						
	David W Miller Esq Smith Massey Brodie Thurmond & Guynn P A PO Box 519 Aiken, SC 29802					
Account No. B & N Properties LLC						
	J Richard Kelly Esq 633 Altamont Road Greenville, SC 29609					
Account No. B & N Properties LLC						
	Smith Moore Leatherwood 300 East McBee Avenue PO Box 87 Greenville, SC 29602					
Sheet no. <u>11</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	266,084.10

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. B K Plumbing LLC PO Box 806 China Grove, NC 28023		-	Trade debt			568.25
Account No. Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card			924.08
Account No. *2180 Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card			1,224.62
Account No. *6984 Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card			4,296.70
Account No. x7032 Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card			1,759.41
Subtotal (Total of this page)						8,773.06

Sheet no. 12 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. x7040 Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card				4,306.62	
Account No. x7073 Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card				1,399.84	
Account No. x7099 Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card				895.40	
Account No. x7101 Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card				1,891.09	
Account No. x8071 Bankcard Center PO Box 569200 Dallas, TX 75356		-	credit card				1,213.07	
Sheet no. <u>13</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	9,706.02

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Barbara Graves 5131 Primland Lane Raleigh, NC 27610			customer refund			25.00	
Account No. Barbie C Dalten 8621 Langtree Lane Raleigh, NC 27613		-	customer refund			223.00	
Account No. BB&T 02	X	-	assumed loan through Apex acquisition			0.00	
Account No. Bellsouth Advertising PO Box 70993 Charlotte, NC 28272-0993		-	Trade debt			10,660.20	
Account No. Ben Whitley 1104 Silvershire Way Knightdale, NC 27545		-	customer refund			258.09	
Sheet no. <u>14</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	11,166.29

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674	X	-	lease of property located at 2631 Laurens Road, Greenville SC			220,000.00
Account No. Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674	X	-	lease of premises located at 399 Peachwood Centre Drive, Spartanburg SC			185,216.69
Account No. Biggs HVAC 298 Shiwash Drive Garner, NC 27529	-		Trade debt			526.31
Account No. Binswanger Glass 3220 E Independence Blvd Charlotte, NC 28205	-		Trade debt			4,650.00
Account No. Binswanger Glass			Clovis & Roche Inc PO Box 1164 Metairie, LA 70004			
Sheet no. <u>15</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	410,393.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Biz Technology Solutions 115 Pauls Lane Mooresville, NC 28117		-	Trade debt			80.00
Account No. Blake Albrecht c/o E Scott Sanders LLC 1151 E Washington Street Greenville, SC 29601		-	mechanics lien (3250 Wade Hampton Blvd, Greenville SC)			13,931.82
Account No. Blanks Construction 500 Heath Lane Spartanburg, SC 29301		-	Trade debt			152.04
Account No. Boatsman Gilmore & Associates 7930 Kenton Circle Ste 100 Huntersville, NC 28078		-	accountant			30,189.16
Account No. Bob Williams Specialty Company 5539 Monroe Road Charlotte, NC 28212		-	Trade debt			131.36
Sheet no. <u>16</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	44,484.38

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Bob's Upstate Lock & Security PO Box 434 Lyman, SC 29365		-	Trade debt			190.00
Account No. Bobbi-Jo Carpenter 1833 Park Grove Place Concord, NC 28027		-	Trade debt			1,793.22
Account No. Bobcats Basketball LLC Attn: Kyra Nance 333 East Trade Street Charlotte, NC 28202		-	Trade debt			115,000.00
Account No. Boulevard Investment Properties LLC 1515 Highway 54 Suite 110 Durham, NC 27707	X	-	lease of premises at 3900 Durham-Chapel Hill Blvd, Durham NC 2707			146,040.29
Account No. Bowles Mechanical Inc c/o Amy N Bokor Esq Erwin and Eleazer P A 831 E Morehead St Ste 840 Charlotte, NC 28202-2726		-	trade debt			65,500.00
Subtotal (Total of this page)						328,523.51

Sheet no. 17 of 146 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Bowling Ventures Inc c/o Real Estate Associates Inc PO Box 52328 Durham, NC 27717-2328	X	-	lease of premises located at 6118-F Farrington Road, Falconbridge Shopping Center, Durham NC			146,549.64
Account No. BP Amoco PO Box 70887 Charlotte, NC 28272-0887		-	Trade debt			578.63
Account No. Bradley Operating Limited Partnership c/o Centro Property Group 3440 Preston Ridge Road #425 Alpharetta, GA 30005		-	lease of premises located at 8109 University City Boulevard Suite 002, Charlotte NC			149,622.64
Account No. Bradley Operating Limited Partnership			Bradley Operating Limited Partnership 131 Dartmouth Street 6th Boston, MA 02116-5134			
Account No. Brame Specialty Co Inc PO Box 271 Durham, NC 27702		-	Trade debt			85,443.18
Sheet no. <u>18</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	382,194.09

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Brian Kubis 5132 Green Knight Court Raleigh, NC 27612		-	customer refund			273.00
Account No. Brian Morgan 2225 1/2 Colonial Avenue Waco, TX 76707		-	customer refund			184.28
Account No. Brookway Holdings LLC 15806 Brookway Drive Ste 100 Huntersville, NC 28078		-	lease of 15806 Brookway Drive Ste 400 & 500, Huntersville NC 28078			15,662.00
Account No. Brown Enterprises I LLC 716 Peaceful Glen Road Charlotte, NC 28273		-	cleaning services			2,300.00
Account No. Bruning & Federal Manufacturing Co PO Box 5547 Statesville, NC 28687		-	Trade debt			400.00
Sheet no. <u>19</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	18,819.28

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Bryan Schild 143 Saint Jiles Drive Clayton, NC 27520		-	customer refund			204.38
Account No. BTI/Deltacom PO Box 740597 Atlanta, GA 30374-0597		-	Trade debt			429.01
Account No. Business Software Alliance c/o Higer Lichter & Givner 18305 Biscayne Blvd Suite 402 North Miami Beach, FL 33160		-	alleged use of unlicensed software			72,500.00
Account No. Byron Heating and Air Conditioning 112 Redwood Circle Spartanburg, SC 29301		-	Trade debt			804.93
Account No. C Roland Jones Esq Jones & Hendrix P A 50 Applewood Lane Spartanburg, SC 29307		-	npo			0.00
Sheet no. <u>20</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	73,938.32

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		trade debt				
Cabarrus Beacon LLC 79 Cabarrus Avenue Concord, NC 28025	-					54.00
Account No.		Trade debt				
Cabarrus County Fire Marshall's Office Report of Inspection 65 S Church Street Concord, NC 28026-0707	-					494.97
Account No.		customer refund				
Caleb Mathis 105 Cambria Court Mauldin, SC 29667	-					25.00
Account No.		customer refund				
Candida Meadows 504 Thurston Street Winston Salem, NC 27103	-					125.00
Account No.		customer refund				
Candida Megara 33 Central Avenue Apt 13 Charlotte, NC 28205	-					25.00
Sheet no. <u>21</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	723.97

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Capital Health Clubs LLC 15806 Brookway Drive Ste 400 Huntersville, NC 28078	X -		promissory note			200,000.00
Account No. Capital One	X -		assumed loan through Clayton acquisition			0.00
Account No. Capital One	X -		assumed loan through Clayton acquisition			0.00
Account No. Car Fuquay Crossing LLC c/o 1st Carolina Properties 523 Keisler Drive #202 Cary, NC 27511	X -		lease of premises located at 1310 Broad Street, Fuquay-Varina NC			0.00
Account No. Car Fuquay Crossing LLC			Hunter & Assoc 127 West Hargett Street Ste 100 Raleigh, NC 27601			
Sheet no. <u>22</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	200,000.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Carl Hinton 3309 Smithfield Road Knightsdale, NC 27545		-	customer refund			223.00
Account No. Carolina Alarm 2581 West Clemmons Rd Winston Salem, NC 27127-8704		-	Trade debt			136.36
Account No. Carolina Copier Office Solutions PO Box 1301 Wendell, NC 27591		-	Trade debt			65.00
Account No. Carolina Gym Services Inc 6214 Lansford Drive Fayetteville, NC 28314		-	Trade debt			1,730.04
Account No. Carolina Marketing Company LLC PO Box 1361 Leland, NC 28451		-	Trade debt			1,771.00
Sheet no. <u>23</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	3,925.40

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Carolina Professional Contractors Inc 1818 Snyders Store Road Wingate, NC 28174		-	trade debt			4,254.34
Account No. Carolina Talent PO Box 36522 Charlotte, NC 28236		-	Trade debt			340.00
Account No. Carolina Wood Floors PO Box 26231 Winston Salem, NC 27114		-	Trade debt			2,188.76
Account No. Carolinas Medical Center PO Box 677 Lincolnton, NC 28093-0677		-	Trade debt			663.33
Account No. Carpet Rentals Inc PO Box 5386 Statesville, NC 28687-5386		-	Trade debt			321.75
Sheet no. <u>24</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	7,768.18

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Cars Trucks and RV's 400 International Drive Concord, NC 28027		-	Trade debt			1,352.00	
Account No. Cash Advance Corporation 1688 Meridian Ave. Ste. 802 Miami Beach, FL 33139		-	info only			0.00	
Account No. Cassandra Doggette 5909 Prescott Court Charlotte, NC 28269		-	customer refund			235.54	
Account No. Catawba Valley Bank 1445 2nd Avenue NW PO Box 2328 Hickory, NC 28601-5960		-	information only, previous debt believed to have been paid in full			0.00	
Account No. Catawba Valley Bank			Community One Bank POB 1328 Asheboro, NC 27204				
Sheet no. <u>25</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	1,587.54

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Caudle & Spears 121 West Trade Street Suite 2600 Charlotte, NC 28202		-	pre-petition legal services			Unknown
Account No. CBS Radio PO Box 905664 Charlotte, NC 28290-5664		-	advertising			144,187.00
Account No. CC Funding 1 Bridge Plaza Suit 275 Fort Lee, NJ 07024		-	info only, previous debt of various related entities; believed to have been paid in full			0.00
Account No. Ceridian Benefit Services PO Box 10989 Newark, NJ 07193		-	Cobra insurance benefits administration (claim shown is monthly)			130.44
Account No. Ceridian Benefit Services			Ceridian Benefit Services 3201 34th St. South Saint Petersburg, FL 33711			
Sheet no. <u>26</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	144,317.44

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Charleyne Walters 4920 Steele Village Road Rock Hill, SC 29730		-	Trade debt			50.00
Account No. Charlotte Alaram Management Services PO Box 26028 Raleigh, NC 27611		-	Trade debt			100.00
Account No. Charlotte Alarm Management 300 Blake Street Raleigh, NC 27601		-	Trade debt			400.00
Account No. Charlotte Chamber of Commerce PO Box 32785 Charlotte, NC 28232		-	trade debt			400.00
Account No. Charlotte Executive Savings Magazine PO Box 23 Cornelius, NC 28031		-	advertising			460.00
Sheet no. <u>27</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						1,410.00
Subtotal (Total of this page)						1,410.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Charlotte Health & Fitness 18 Eastbrook Bend Peachtree City, GA 30269		-	Trade debt			1,423.60
Account No. ChemDry 1823 Wade Hampton Blvd Greenville, SC 29609		-	Trade debt			150.00
Account No. Cheryl Labrecque Benji Cume 5020 Palmer Court Clayton, NC 27520		-	customer refund			89.98
Account No. Chris Hargrove 240 Silverbell Drive Spartanburg, SC 29316		-	customer refund			45.00
Account No. Chris Wood		-	personal injury claim			Unknown
Sheet no. <u>28</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,708.58

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Chrissy Caudill 3406 Helms Pond Road Monroe, NC 28110		-	customer refund			216.72
Account No. Christopher Baucom 9105 Lanigan Street Charlotte, NC 28277		-	customer refund			250.00
Account No. Christopher Haun 823 Ryans Place Fort Mill, SC 29715		-	customer refund			167.97
Account No. Cintas Corp. #200 6300 Harris Technology Blvd Charlotte, NC 28269		-	Trade debt			7,424.48
Account No. Cintas Corporation # 205 PO Box 12359 Durham, NC 27709-2359		-	Trade debt			2,382.69
Sheet no. <u>29</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	10,441.86

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Cintas Fire Protection 150 Congress Blvd Ste A Duncan, SC 29334							7,130.76
Account No. Circuit City Stores Inc	X	-					0.00
Account No. CIT Technology Fin Service Inc 21146 Netowrk Place Chicago, IL 60673-1211		-					9,130.25
Account No. City of Asheville c/o Online Collections 202 W Firetower Road Winterville, NC 28590-8412		-					2,257.43
Account No. City of Charlotte Billing Center PO Box 33831 Charlotte, NC 28233-3831		-					2,649.77
Subtotal (Total of this page)							21,168.21

Sheet no. 30 of 146 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. City of Concord PO Box 308 Concord, NC 28026-0308		-	Trade debt			27,606.45
Account No. City of Concord Collections PO Box 580469 Charlotte, NC 28258-0469		-	Trade debt			969.74
Account No. City of Durham PO Box 30040 Durham, NC 27702-3040		-	utilities			1,112.76
Account No. City of Greensboro PO Box 1170 Greensboro, NC 27402-1170		-	utilities			3,166.65
Account No. City of Lincolnton PO Box 617 Lincolnton, NC 28093		-	utility			148.92
Sheet no. <u>31</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	33,004.52

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. City of Raleigh Police Dept False Alarm Ordinance PO Box 30609 Raleigh, NC 27622-0609			fines				75.00	
Account No. City of Winston-Salem PO Box 2756 Winston Salem, NC 27102-2756			fines				1,538.97	
Account No. Clear Channel Broadcasting Inc PO Box 406018 Atlanta, GA 30318			Trade debt				1,020.50	
Account No. Clear Springs Plaza LLC c/o Madison Asset Managment LLC PO Box 7932 Fort Lauderdale, FL 33338	X	-	lease of premises located at 929 Concord Parkway South, Concord NC				14,006.19	
Account No. Clementine Properties LLC PO Box 4508 Mooresville, NC 28117	X	-	past-due rent for premises located at 6221 Ramada Drive, Clemmons NC				102,920.00	
Sheet no. <u>32</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	119,560.66

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. CNG Signs 1722 Toal Street Charlotte, NC 28206			Trade debt			5,982.83
Account No. Colonial Properties Trust c/o DRA CLP Esplanade LP PO Box 934643 Atlanta, GA 30310	X	-	lease of premises located at 2101 Rexford Road Ste 50W, Charlotte NC 28202			80,724.31
Account No. Colonial Properties Trust			DRA CLP Esplanade LP c/o Colonial Properties Services LP 2101 Rexford Rd Ste 325W Charlotte, NC 28211			
Account No. Commercial Readers Service PO Box 959 Normal, IL 61761			trade debt			112.32
Account No. Community One Bank PO Box 2328 Hickory, NC 28603	X	-	former line of credit termed out			8,237.31
Sheet no. <u>33</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	95,056.77

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Community Preferred Inc 717 MLK Drive Cincinnati, OH 45220		-	Trade debt			364.50
Account No. Comporium Communications PO Box 1042 Rock Hill, SC 29731-7042		-	utility service			1,466.96
Account No. Concord Printing Company 420 Copperfield Blvd NE Concord, NC 28025		-	Trade debt			7,968.38
Account No. Conway PO Box 982020 North Richland Hills, TX 76182-8020		-	Trade debt			39.00
Account No. Cornerstone Heating and Colling 8 Three Coins Court Fountain Inn, SC 29644		-	Trade debt			1,796.00
Subtotal (Total of this page)						11,634.84

Sheet no. 34 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Countryside Associates 1241 E Morehead Street Ste 201 Charlotte, NC 28204-2937	X	-	past-due rent for lease of premises located in the Countyside Shopping Center, Pineville NC				127,110.13	
Account No. Court Square Leasing PO Box 17625 Baltimore, MD 21297	-	-	Trade debt				50.00	
Account No. Courtney Thomas 712 S Spruce Street Rock Hill, SC 29730	-	-	customer refund				33.00	
Account No. Coventry Health and Life Ins PO Box 6487 Carol Stream, IL 60197-6487	-	-	health insurance for employees (for 28 employees)				21,975.37	
Account No. Cox Radio Inc c/o Charles Richard Stewart Esq 11 Whitsett Street Greenville, SC 29601	-	-	judgment (Peak Fitness Peachwood, LLC)				4,870.00	
Sheet no. <u>35</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	154,038.50

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. CPG Finance I LLC Simon Property Group PO Box 822053 Philadelphia, PA 19182-2053	-	lease of premises located at 107 Edinburgh South, MacGregor Village, Cary NC				58,811.04
Account No. CPG Finance I LLC		Bishop Capitano & Moss P A 4521 Sharon Road Suite 350 Charlotte, NC 28211				
Account No. CPG Finance I LLC Simon Property Group PO Box 822053 Philadelphia, PA 19182-2053	X -	lease of premises located in North Ridge Shopping Center, 6150 Falls of Neuse Road, Raleigh NC				0.00
Account No. CPI PO Box 580375 Charlotte, NC 28258-0375	-	security				54.00
Account No. CPI Security Systems PO Box 580375 Charlotte, NC 28258-0375	-	security				342.43
Sheet no. <u>36</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	59,207.47

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Craig Poteet 612 Belvue Road Travelers Rest, SC 29690		-	customer refund				50.00	
Account No. Cranky Creative Group c/o Law Offices of Joel Cardis LLC 2006 Swede Road Suite 100 E Norritown, PA 19401		-	trade debt				648.36	
Account No. Creative Promotional Products 7315 N Monticello Skokie, IL 60076		-	Trade debt				8,529.79	
Account No. Creative Promotional Products			Aronberg Goldgehn Davis & Garmisa 330 North Wabash Avenue #1700 Chicago, IL 60611-3586					
Account No. Creative Promotional Products			Law Offices of Michael Davis Weis PO Box 1166 Northbrook, IL 60065					
Sheet no. <u>37</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	9,228.15

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Credit Cash NJ LLC 505 Park Avenue 6th Floor Attn: Portfolio Manager New York, NY 10022		-	billing services agreement			0.00
Account No. Credit Cash NJ LLC			ABC Financial Services Inc PO Box 6800 Sherwood, AR 72124			
Account No. CRS Building Automation Systems Inc 801 S Cedar Street Charlotte, NC 28208		-	Trade debt			354.00
Account No. Crystal Passmore PO Box 474 Harrisburg, NC 28075		-	Trade debt			1,155.77
Account No. Crystal Shannan PO Box 562534 Charlotte, NC 28256		-	customer refund			98.48
Sheet no. <u>38</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,608.25

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. CT Communications PO Box 70526 Charlotte, NC 28272-0526	-					0.00
Account No. Custom Lettering & Design 3250 Smith Farm Road Matthews, NC 28105	-	Trade debt				1,951.08
Account No. CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooreville, NC 28117	X -	loan				199,957.02
Account No. Cybex International Inc PO BOx 8500-1401 Philadelphia, PA 19178-1401	-	Trade debt				2.73
Account No. Cynthia Odum 4010 River Estates Drive Knightdale, NC 27545	-	customer refund				331.60
Sheet no. <u>39</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	202,242.43

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Danielle Whitaker			personal injury claim			Unknown
Account No. Daren M Jackson PO Box 263 Concord, NC 28026-0263			Trade debt			2,200.00
Account No. Darling Creative Group 800 Briar Creek Road EE-200 Charlotte, NC 28205			Trade debt			457.01
Account No. Data Publishing PO Box 5986 Hilton Head Island, SC 29938-5896			Trade debt			328.44
Account No. Data Publishing			McCarthy Burgess & Wolff The MB&W Building 26000 Cannon Road Cleveland, OH 44146			
Sheet no. <u>40</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,985.45

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Davie County Publishing PO Box 4639 Salisbury, NC 28145-4639		-	Trade debt			74.00
Account No. Davis Garage Inc 300 Martin Luther King Dr Winston Salem, NC 27101		-	Trade debt			20.00
Account No. Deanna Shrewsbury 100 Fullmoon Court Garner, NC 27529		-	customer refund			145.81
Account No. Debra Hibbard 405 South Metal Road Raleigh, NC 27603		-	customer refund			224.00
Account No. Dee Dee Latter 9938 Gray Dove Court Charlotte, NC 28216		-	Trade debt			306.21
Sheet no. <u>41</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	770.02

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxxxxxxx1-006 Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753		-	computer equipment lease			4,050.06
Account No. xxxxxxxx1-001 Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753		-	equipment lease			0.00
Account No. xxxxxxxx1-005 Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753		-	equipment lease			0.00
Account No. xxxxxxxx1-003 Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753		-	equipment lease			0.00
Account No. xxxxxxxx1-002 Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753		-	equipment lease			0.00
Subtotal (Total of this page)						4,050.06

Sheet no. 42 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Delta Products 2570 Metropolitan Drive Feasterville Trevoese, PA 19053		Trade debt	-			321.18
Account No. Denise Bell		personal injury claim	-			Unknown
Account No. Dewberry & Davis Inc 551 Piney Forest Road Danville, VA 24540-3353		trade debt	-			0.00
Account No. Diamond Springs PO Box 667887 Charlotte, NC 28266-7887		Trade debt	-			294.84
Account No. Digital Works Media 4722 Beech Crest Place Charlotte, NC 28269		Trade debt	-			300.00
Sheet no. <u>43</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	916.02

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Dipple Plumbing Inc PO Box 201 Greenville, SC 29602			-			690.00
Account No. Direct Capital/First Lease 155 Commerce Way Portsmouth, NH 03801	X		-			Unknown
Account No. Directv PO Box 60036 Los Angeles, CA 90060-0036			-			5,365.17
Account No. Donna English 6606 Buffalo Road Raleigh, NC 27616			-			247.24
Account No. Donnie Davidson 1221 Knot Street Statesville, NC 28677			-			44.99
Sheet no. <u>44</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	6,347.40

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No. Dow Plumbing 5114 W Market Street Greensboro, NC 27409			Trade debt				100.00	
Account No. DRA/CLP Esplanade LP PO Box 934643 Atlanta, GA 31193-4643			lease of premises located at 2101 Rexford Road, Charlotte NC				0.00	
Account No. DRA/CLP Esplanade LP			DRA CLP Esplanade LP c/o Colonial Properties Svc Ltd Part 2101 Rexford Rd Ste 325W Charlotte, NC 28211					
Account No. Duggins Heating and Cooling PO Box 159 Walkertown, NC 27051			Trade debt				132.00	
Account No. Duke Energy PO Box 70516 Charlotte, NC 28272-0516			utility				162,304.06	
Sheet no. <u>45</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	162,536.06

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Duz-All Maintenance 106 Ambrose Road Pelzer, SC 29669		-	Trade debt			880.00
Account No. E L Morrison Lumber Co Inc PO Box 145 Concord, NC 28026-0145	X	-	lease of premises located at 5650 Highway 49 South, Harrisburg NC			0.00
Account No. East Way Lock & Key Inc 3807 Monroe Road Charlotte, NC 28205		-	Trade debt			639.00
Account No. Eastergard 406 Cedar Lane Road Greenville, SC 29611		-	Trade debt			875.00
Account No. Ebert Sign Company Inc PO Box 24274 Winston Salem, NC 27114		-	Trade debt			690.00
Sheet no. <u>46</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	3,084.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Ebert Sign Company Inc 2780 Armstrong Drive Winston Salem, NC 27103		-	Trade debt			6,125.85	
Account No. Eclipse Tinting 319 Garlington Rd Ste B-9 Greenville, SC 29615		-	Trade debt			1,630.00	
Account No. Elite Communications PO Box 790885 Charlotte, NC 28206		-	Trade debt			2,480.00	
Account No. Elite Sweeping 9009-101 Albemarle Rd PMB #322 Charlotte, NC 28227		-	Trade debt			80.00	
Account No. Elizabeth Eaton 3600 Glendale Drive Apex, NC 27539		-	customer refund			54.99	
Sheet no. <u>47</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	10,370.84

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Elizabeth Sanders 215 Delano Avenue Greer, SC 29650		customer refund	-			44.99
Account No. Elizabeth Woodruff Michael Woodruff 9304 Pool Road Knightdale, NC 27545		customer refund	-			0.00
Account No. Embarq PO Box 96064 Charlotte, NC 28296-0064		Trade debt	-			143.31
Account No. Energy United PO Box 1831 Statesville, NC 28687		utility	-			3,153.75
Account No. Environmental Biotech of Charlotte 4826 Worth Place Charlotte, NC 28216		Trade debt	-			600.00
Sheet no. <u>48</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	3,942.05

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Environmental Services of Charlotte 11819 Reames Road Charlotte, NC 28269		-	Trade debt			7,743.25	
Account No. Eplee & Associates Directories LLC 210 Thornhill Drive Spartanburg, SC 29301		-	Trade debt			865.00	
Account No. Ernest Bost 9718 Pernell Lane Charlotte, NC 28213		-	injury claim			1,440.14	
Account No. Ernest Bost			Harold R Hunter Jr Esq Merritt Flebotte Wilson & Caruso PLLC □ □ PO Box 2247 Durham, NC 27702				
Account No. Ervina Golden William Golden 3701 Ramsey Creek Drive Knightdale, NC 27545		-	customer refund			216.72	
Sheet no. <u>49</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	10,265.11

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Europa 11401-H Granite Street Charlotte, NC 28265		-	Trade debt			62,618.62
Account No. Fast Signs 876 E Main Street Fayetteville, NC 28302		-	Trade debt			2,393.70
Account No. Fast Signs PO Box 560066 Charlotte, NC 28256		-	Trade debt			616.50
Account No. Fatoumata Jallow 357 E 193rd St Apt 2E Bronx, NY 10458		-	customer refund			67.20
Account No. Featherlite Credit Corporation PO Box 319 Cresco, IA 52136		-	lease of 2000 ultra comp transporter trailer			0.00
Sheet no. <u>50</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	65,696.02

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. FIRC Westgage LLC c/o Marjorie R Mann, Esq PO Box 7647 Asheville, NC 28802		npo				0.00
Account No. First Hudson Leasing 12600 Rockside Road PMB #197 Cleveland, OH 44125		Trade debt				6,750.00
Account No. x0122 Firstlease Inc 185 Commerce Drive Unit 102 Fort Washington, PA 19034		equipment lease				0.00
Account No. Five Star Development c/o Sterling Accounting PO Box 1370 Cary, NC 27512	X	lease of premises located at 6022 Duraleigh Road, Raleigh NC 27612				165,652.00
Account No. Five Star Development		Edward C Sopp Jr Esq Pinna Johnston & Burwell P A 2601 Oberlin Road Raleigh, NC 27608				
Sheet no. <u>51</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	172,402.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. FM Systems LLC	X	-	promissory note				60,000.00	
Account No. Forms & Supply PO Box 53953 Charlotte, NC 28256		-	Trade debt				12,841.78	
Account No. x5529 Four Oaks Bank POB 309 Four Oaks, NC 27524		-	lease assumed through Clayton acquisition				0.00	
Account No. x5530 Four Oaks Bank POB 309 Four Oaks, NC 27524	X	-	lease assumed through Clayton acquisition				0.00	
Account No. Francisco Montero 15612 Marvin Road Charlotte, NC 28277		-	Trade debt				4,245.00	
Sheet no. <u>52</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	77,086.78

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. FSI Maintenance and Repair 9900 Two Robins Court Raleigh, NC 27613		-	Trade debt			7,679.00
Account No. Fuquay Varina Crossing c/o Car-Fuquay Crossing LLC PO Box 534334 Atlanta, GA 30353		-	lease of premises located in the Fuquay Crossing Shopping Center, Fuquay-Varina, Wake County, NC			152,201.01
Account No. Fuquay Varina Independent PO Box 669 Fuquay Varina, NC 27526		-	Trade debt			272.87
Account No. Garner Plaza LLC PO Box 464 Raleigh, NC 27602		-	lease of premises located at 527 Plaza Circle, Garner NC 27529			41,035.20
Account No. GDS - Republic Waste Services Charlotte PO Box 9001840 Louisville, KY 40290-1840		-	Trade debt			1,551.57
Subtotal (Total of this page)						202,739.65

Sheet no. 53 of 146 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Geminie Cooper Moreeses Cooper 101 Amethyst Court Knightdale, NC 27545		-	customer refund			372.00
Account No. George McBride 638 Gramercy Blvd Spartanburg, SC 29301		-	possible personal injury claim			Unknown
Account No. Gerald P Noe Architect PO Box 282 Roebuck, SC 29376		-	Trade debt			648.00
Account No. Glass Doctor PO Box 26406 Greenville, SC 29616		-	Trade debt			486.69
Account No. Graduate Marketing Inc 249 Spring Gate Blvd Unit A Thornhill On L4J-3G3		-	Trade debt			1,450.00
Sheet no. <u>54</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,956.69

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Grainger Dept 870927571 Palatine, IL 60038-0001		-	Trade debt			664.11
Account No. Graphic Master 3141-103 Capital Boulevard Raleigh, NC 27601		-	Trade debt			1,136.75
Account No. Great American Leasing 8742 Innovation Way Chicago, IL 60682-0087		-	equipment lease (FP1 Folder/inserter, sheet feeder, insert feeder machine with all products, proceeds and attachments)			45,227.52
Account No. Great American Leasing			Great American Leasing Corporation PO Box 609 Cedar Rapids, IA 52406-0609			
Account No. Great American Leasing			Randall D Armentrout Esq Benjamin P Roach Esq Hyemaster Goode West 700 Walnut Suite 1600 Des Moines, IA 50309			
Sheet no. <u>55</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	47,028.38

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Greener Visions 806 Bell Farm Road Statesville, NC 28625		-	Trade debt			825.00
Account No. Greenville Chamber of Commerce 24 Cleveland Street Statesville, NC 28625		-	Trade debt			796.00
Account No. Greenville Water PO Box 687 Greenville, SC 29602		-	trade debt			330.62
Account No. Halifax Linen PO Box 129 Roanoke Rapids, NC 27870		-	trade debt			164,386.42
Account No. Halifax Linen			Julie W Hampton Esq Poyner & Spruill PO Box 1801 Raleigh, NC 27608-1801			
Sheet no. <u>56</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	166,338.04

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Halonite Fire Systems PO Box 24545 Winston Salem, NC 27114		-	trade debt			116.14
Account No. Hammerhead Pool Services Inc c/o Donna R Cohen Esq PO Box 99434 Raleigh, NC 27624-9434		-	npo			0.00
Account No. Harrell Sign Co 512 Pershing Road Raleigh, NC 27608		-	trade debt			165.00
Account No. Harrington Bank 5925 Farrington Road Chapel Hill, NC 27517		-	assumed loan through Millennium acquisition			Unknown
Account No. Harris Teeter Inc PO Box 601246 Charlotte, NC 28260	X	-	past-due rent for lease of premises located at 2710 N Church Street, Greensboro NC			276,884.97
Sheet no. <u>57</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	277,166.11

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Harris Teeter Inc		Harris Teeter PO Box 10100 Matthews, NC 28106-0100				
Account No. Harris Teeter Inc		Kenneth Lautenschlager Esq Johnston Allison & Hord P A PO Box 36469 Charlotte, NC 28236				
Account No. Harris Teeter Inc PO Box 601246 Charlotte, NC 28260	X -	lease of premises located at 3474 Robinhood Road, Winston-Salem NC				0.00
Account No. Hav-A-Cup Coffee Service Inc PO Box 3121 Hickory, NC 28603	-	trade debt				424.86
Account No. Heather Weichbrodt 303 Indiana Street Knightdale, NC 27545	-	customer refund				372.98
Sheet no. <u>58</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	797.84

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Hecter Villalta 1041 Mailwood Drive Knightdale, NC 27545		-	customer refund			205.26
Account No. Heery International Inc 999 Peachtree Street NE Atlanta, GA 30309-3953		-	trade debt			45,371.02
Account No. Henry P Bradley 1001 Gelfield Road Knightdale, NC 27545		-	customer refund			0.00
Account No. Heritage Property Investment Trust Inc		-	lease of premises located at 8109 University City Blvd, Charlotte NC			0.00
Account No. High Point Sprinkler Inc c/o Andrew S Lasine Esq Keziah Gates & Samet LLP PO Box 2608 High Point, NC 27261		-	claim of lien			8,302.28
Subtotal (Total of this page)						53,878.56

Sheet no. 59 of 146 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Hight Mitchell 11011 Graduate Lane Apt B Charlotte, NC 28262		-	customer refund			143.99
Account No. HKS Hardware & Hollow Metal Inc 6637 Old US Highway 421 East Bend, NC 27018		-	trade debt			11,276.01
Account No. Holcombe Bomar P A PO Box 1897 Spartanburg, SC 29304		-	legal services			13,656.97
Account No. Holiday Sales Inc #2663 1711 University Commercial Place Charlotte, NC 28213		-	trade debt			539.67
Account No. Holly Whitley 769 Atherton Way Rock Hill, SC 29730		-	customer refund			224.00
Sheet no. <u>60</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	25,840.64

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Home Depot Credit Services PO Box 6029 The Lakes, NV 88901-6029		-	credit card			46.00
Account No. Hope Ducker 16 Bahan Circle Taylors, SC 29687		-	customer refund			44.99
Account No. Income Properties of Raleigh Inc 1049 Dresser Court Raleigh, NC 27619		-	past due rent			149,354.20
Account No. Innovative Audio Solutions c/o Thomas C Ruff Jr & Associates 201 McCullough Drive Ste 130 Charlotte, NC 28262		-	trade debt			2,816.42
Account No. Inspections Department Zoning Enforcement Division PO Box 590 Raleigh, NC 27602		-	inspections			1,000.00
Sheet no. <u>61</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	153,261.61

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxxx1566 Irwin Commercial Finance PO Box 6214 Indianapolis, IN 46206-6214	X	-	equipment lease			0.00
Account No. Island Oasis PO Box 847881 Boston, MA 02284-7881		-	trade debt			3,281.43
Account No. Island Oasis Frozen Cocktail Co Inc PO Box 711558 Cincinnati, OH 45271-1558		-	trade debt			3,112.73
Account No. ITC Deltacom PO Box 740597 Atlanta, GA 30374-0597		-	telephone service			31,277.53
Account No. J Frank Blakely Company PO Box 2568 Spartanburg, SC 29304		-	trade debt			721.35
Sheet no. <u>62</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	38,393.04

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. J Wesley Electric Co Inc c/o Leslie H Miller Esq PO Box 36957 Charlotte, NC 28236-6957			trade debt				0.00	
Account No. James Ostergard 79 Burlington Road Bedford, MA 01730		-	customer refund				299.34	
Account No. Janel Desloges 240 Silverbell Drive Spartanburg, SC 29316		-	customer refund				95.00	
Account No. Jason Blackwell %\$#! Morning Creekway Apt 108 Raleigh, NC 27610		-	customer refund				273.00	
Account No. Jason Douglas 12217 The Gates Drive Raleigh, NC 27614-7321	X	-	assumed loan thru CHC acquisition				0.00	
Sheet no. <u>63</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	667.34

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Jeannette Ortiz 8512 Highway 218E Marshville, NC 28103		-	customer refund			34.99
Account No. Jeff Stec 185 Atlantic Way Mooreville, NC 28117		-	information only, President of Debtor			0.00
Account No. Jeff Stec 185 Atlantic Way Mooreville, NC 28117		-	Sole owner of Rascal Holdings, Inc., which is sole owner of debtor; numerous personal guarantees and indemnification claims			Unknown
Account No. Jennifer Bailey 100 Leghorn Drive Zebulon, NC 27597		-	customer refund			224.00
Account No. Jerry Spann Lauren Spann 118 Larkyn Drive Lincolnton, NC 28092		-	customer refund			94.96
Subtotal (Total of this page)						353.95

Sheet no. 64 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Jessica Easton 1040 N Quincy Street Apt 109 Arlington, VA 22201		-	customer refund				195.04	
Account No. Jessica Lehmkuhl 113 Greenheaven Lane Garner, NC 27529		-	customer refund				52.00	
Account No. Jessica Rasoulyan 6718 Harter Court Raleigh, NC 27610		-	customer refund				114.60	
Account No. Jill M Smith 13380 Social Plain Road Middlesex, NC 27557		-	customer refund				52.00	
Account No. Jill Sabella 2618 James Valley Court Charlotte, NC 28270		-	customer refund				35.00	
Sheet no. <u>65</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	448.64

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Joanna Sanford 104 Rock Hound Road Knightsdale, NC 27545		-	customer refund			51.65	
Account No. Job Finder Publications PO Box 5905 Johnson City, TN 37602		-	trade debt			442.14	
Account No. Joe Mann Builders LLC 224 Foster Avenue Charlotte, NC 28203	X	-	upfit at The Markets at Cedar Ridge Shopping Center, Charlotte NC			24,434.00	
Account No. Joe Mann Builders LLC			Harkey Lambeth LLP 1043 East Morehead Street Suite 300 Attn: Jeffrey W. Williams-Tracy Charlotte, NC 28204				
Account No. Johanna Stephens 5552 Vista View Court Raleigh, NC 27612		-	customer refund			183.99	
Sheet no. <u>66</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	25,111.78

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. John Cartwright 6724 Glen Forest Drive Chapel Hill, NC 27517		-	customer refund				150.52	
Account No. JohnGregory, LLC 1013 Alabnon Road Lewisville, NC 27023		-	info only, former creditor of Peak Fitness Jonestown, LLC, believed to have been paid				0.00	
Account No. Johns Plumbing Heating & Air PO Box 8496 Greensboro, NC 27419		-	trade debt				1,910.17	
Account No. Jonathan Lee 168 Woodview Court Fuquay Varina, NC 27526		-	customer refund				44.99	
Account No. Jonathan Shephard 11-7 Willow Drive Chapel Hill, NC 27517		-	customer refund				277.75	
Sheet no. <u>67</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,383.43

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Jonathan Shepherd 1106 Willow Drive Chapel Hill, NC 27514		-	customer refund			429.01
Account No. Juan Munoz 115 Ashby Cross Trail Greer, SC 29651		-	customer refund			224.00
Account No. Juliana Lopez 3209 Longspur Drive Matthews, NC 28105		-	customer refund			194.88
Account No. Julie Holmberg 741 Woodruff Road Apt 2431 Greenville, SC 29607		-	customer refund			25.00
Account No. Julie Reed		-	customer refund			199.00
Sheet no. <u>68</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,071.89

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Justin Blackwelder 1010 Wind Grove Way Apt 107 Raleigh, NC 27610		-	customer refund			216.72
Account No. Justin Lacek 2027 Trowbridge Court Charlotte, NC 28270		-	customer refund			50.00
Account No. Kanya Vose 920 Windy Ridge Road Chapel Hill, NC 27517		-	customer refund			35.32
Account No. Katelin McWhoiter 2E Indian Trail Taylors, SC 29687		-	customer refund			49.99
Account No. Katherine Kean 175 Carriage Club Drive 10-207 Mooresville, NC 28117		-	customer refund			49.00
Sheet no. <u>69</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	401.03

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Keith Sexton 9 Gillian Drive Simpsonville, SC 29680		-	trade debt			1,475.00
Account No. Keith Wesolowski 405 West 7th Street #510 Charlotte, NC 28202		-	promissory note			100,000.00
Account No. Kelsey Smith Jill Smith 1140 Newport Common Drive Knightdale, NC 27545		-	customer refund			104.00
Account No. Kelsey Smith 1140 Newport Common Drive Knightdale, NC 27545		-	customer refund			52.00
Account No. Ken Byrd 617 Kimloch Drive Garner, NC 27529		-	customer refund			295.00
Sheet no. <u>70</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	101,926.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. Kenco Electric Inc PO Box 300 Tobaccoville, NC 27050			trade debt				952.96
Account No. Kerse Kargo LLC 1025 Ridge Drive Clayton, NC 27520	X	-	purchase of Clayton club; info only				0.00
Account No. xxxx1566 Key Equipment Finance 1000 S. McCaslin Blvd Louisville, CO 80027	X	-	equipment lease				0.00
Account No. 1702 Key Equipment Finance 1000 S. McCaslin Blvd Louisville, CO 80027	X	-	assumed loan through Clayton acquisition				0.00
Account No. 2702 Key Equipment Finance 1000 S. McCaslin Blvd. □□ Louisville, CO 80027	X	-	assumed loan through Clayton acquisition				0.00
Subtotal (Total of this page)							952.96

Sheet no. 71 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C				DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Knightdale Chamber of Commerce 207 Main Street Knightdale, NC 27545		trade debt			160.00	
Account No. Knightsdale Crossings LLC c/o Income Properties of Raleigh Inc 1049 Dresser Court Raleigh, NC 27609	X	past-due rent (7132 Knightdale Blvd, Knightdale NC)			500,927.14	
Account No. Knightsdale Crossings LLC		K Matthew Vaughn Everett Gaskins Hancock & Stevens LLP PO Box 911 Raleigh, NC 27602				
Account No. Knightsdale Crossings LLC		Parker Poe PO Box 389 Raleigh, NC 27602-0389				
Account No. Lacy Alcebo 610 Independence Street New Orleans, LA 70117		customer refund			150.66	
Sheet no. <u>72</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	501,237.80

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		trade debt				
Lake Norman Chamber of Commerce 20916 Torrence Chapel Road Cornelius, NC 28031	-					255.00
Account No.		trade debt				
Lake Norman Fire Equipment PO Box 1212 Mooresville, NC 28115	-					2,132.50
Account No.		customer refund				
Laura Catapano Robinson 2304-202 Myron Drive Raleigh, NC 27607	-					49.00
Account No.		customer refund				
Laura Rodriquez Fabian Rodriquez 4112 Mindspring Drive Raleigh, NC 27610	-					454.80
Account No.		trade debt				
Laurens Electric Cooperative Inc PO Box 967 Laurens, SC 29360	-					3,151.87
Sheet no. <u>73</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	6,043.17

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. LeBleu 4225 Tudor Lane Ste 101 Greensboro, NC 27410		-	trade debt			147.73
Account No. LEC Media PO Box 49393 Charlotte, NC 28277		-	trade debt			1,000.00
Account No. Lee Ventura 2634 University Drive Durham, NC 27707		-	customer refund			224.00
Account No. Life Fitness 5100 N River Road Schiller Park, IL 60176		-	trade debt			363.17
Account No. Lifestyle Family Fitness, Inc. 140 Fountain Parkway, Ste. 410 Saint Petersburg, FL 33716		-	contingent claims based on 6.16.09 agreement to service members at Cary, North Raleigh and Downtown Raleigh clubs and 6.18.09 agreement to service members at Garner club			0.00
Subtotal (Total of this page)						1,734.90

Sheet no. 74 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Lighting Products Company 710 E 5th Street Connersville, IN 47331		-	trade debt			308.85
Account No. Linda Properties LLC 185 Atlantic Way Mooresville, NC 28117		-	lease of premises located at 2620 East Main Street, Lincolnton NC 28092			0.00
Account No. Lindsey Thompson 415 Neighborhood Road Wellford, SC 29385		-	customer refund			59.98
Account No. Lisa MacCorkle 5095 Mountain View road Winston Salem, NC 27104		-	customer refund			247.24
Account No. Lisa Schisler 2706 Spring Breeze Way Monroe, NC 28110		-	customer refund			25.00
Sheet no. <u>75</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	641.07

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Lisbe Gaitan 4112 Mindsping Drive Raleigh, NC 27610			customer refund				227.40	
Account No. Lyon Financial Services, Inc. 1310 Madrid St., Ste. 100 Marshall, MN 56258	X	-	various strength/cardio equipment lease				0.00	
Account No. 9094 Macrolease International (All Points) 1 West Ames Court Plainview, NY 11803	X	-	equipment leases				109,807.40	
Account No. Macrolease International (All Points)			Moore & Van Allen 430 Davis Drive Ste 400 PO Box 13706 Research Triangle Park, NC 27709					
Account No. 9096 Macrolease International Corporation 1 West Ames Court Plainview, NY 11803	X	-	various strength/cardio equipment lease				0.00	
Sheet no. <u>76</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	110,034.80

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 9044 Macrolease International Corporation 1 West Ames Court Plainview, NY 11803	X	-	various strength/cardio equipment lease			0.00
Account No. 9095 Macrolease International Corporation 1 West Ames Court Plainview, NY 11803	X	-	assumed loan through Clayton acquisition			0.00
Account No. Mailing Solutions Plus 2987 Charlotte Highway #21 Mooresville, NC 28117		-	trade debt			921.86
Account No. Manifest Funding Services 1450 Channel Parkway Marshall, MN 56258		-	equipment lease			0.00
Account No. Mark Properties Inc 315 Wootton Street Unit F Boonton, NJ 07005-1939		-	trade debt			609.00
Sheet no. <u>77</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,530.86

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Mary E Starnes 935 21st Avenue NE Hickory, NC 28601			customer refund			83.97
Account No. Matthews Center LP 2450 NE Miami Gardens Drive Ste 101 North Miami Beach, FL 33180	X	-	past-due rent for premises located at 10404 Independence Blvd, Matthews NC 28105			239,396.15
Account No. Matthews Chamber of Commerce PO Box 601 Matthews, NC 28106		-	trade debt			400.00
Account No. Matthews Mint Hill Magazine 325 Matthews-Mint Hill Road Ste 101 Matthews, NC 28105		-	trade debt			297.50
Account No. MCC Outdoor LLC dba Fairway Outdoor Advertising PO Box 60125 Charlotte, NC 28260		-	Trade debt			57,323.00
Sheet no. <u>78</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	297,500.62

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. MCC Outdoor LLC dba		Jennifer N Fountain Esq Isaacson Isaacson Sheridan & Fountain PO Box 188 Greensboro, NC 27402				
Account No. MCC Outdoor LLC dba		Receivables Control Corporation PO Box 9658 Minneapolis, MN 55440-9658				
Account No. MCI PO Box 600674 Jacksonville, FL 32260		trade debt -				7.04
Account No. Medallion 124 Midnight Lane Mooresville, NC 28117		trade debt -				19,219.62
Account No. Media Technologies PO Box 465 Opelousas, LA 70571		trade debt -				3,020.91
Sheet no. <u>79</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	22,247.57

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Mercury Capital c/o Empire Properties 133 Fayetteville St 6th Floor Raleigh, NC 27601	X	-	past-due rent (509 W North Street, Raleigh NC)			269,621.98
Account No. Mercury Capital			James B. Trachtman Esq Trachtman law Firm PLLC 5400 Glenwood Avenue Ste G-01 Raleigh, NC 27612			
Account No. Metabolic Effect Inc 114 L Reynolda Village Winston Salem, NC 27106		-	trade debt			1,400.00
Account No. MetLife PO Box 804466 Kansas City, MO 64180-4466		-	employee dental insurance			3,556.44
Account No. Metrolina Warehouse LLC PO Box 1845 Davidson, NC 28036		-	lease of 221 Depot Street, Davidson NC			350.00
Sheet no. <u>80</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	274,928.42

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Michael Chiong Lisa Micarelli 7313 Coventry Court Riverdale, NJ 07457		customer refund				251.99
Account No. Michael Hargrove 240 Silverbell Drive Spartanburg, SC 29316		customer refund				45.00
Account No. Michele Morgan 8425 Fawncrest Drive Raleigh, NC 27603		customer refund				52.00
Account No. Michelle Johnson 9176 Canterbury Riding Laurel, MD 20723		customer refund				374.00
Account No. Michelle Swaitocha Shawn P Swiatocha 5055 Baywood Forest Drive Knightdale, NC 27545		customer refund				274.00
Sheet no. <u>81</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	996.99

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		info only				
Millennium Health & Fitness LLC 6118-F Farrington Road Chapel Hill, NC 27517	-					0.00
Account No.		trade debt				
Mint Condition Franchising Inc 10547 521 Corporate Center Drive Suite 165 Indian Land, SC 29707	-					6,834.00
Account No.		Horack Talley Pharr & Lowndes 633 East Main Street Rock Hill, SC 29730				
Mint Condition Franchising Inc						
Account No.		legal services				
Mitchell & Culp 1001 Morehead Squre Drive Suite 330 Charlotte, NC 28203	-					18,382.16
Account No.		trade debt				
Mobil Mini Inc PO Box 79149 Phoenix, AZ 85062-9149	-					785.59
Sheet no. <u>82</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	26,001.75

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xx1987 Modern Impressions 5029-B West W T Harris Blvd Charlotte, NC 28269		-	copier lease			56,663.29
Account No. Modern Impressions			Modern Impressions PO Box 609 Cedar Rapids, IA 52406-0609			
Account No. Modern Impressions			Modern Impressions 5900-D Harris Technology Blvd Charlotte, NC 28269			
Account No. Mohawk Carpet Corporation PO Box 12069 Calhoun, GA 30703-7002		-	trade debt			69,790.84
Account No. Mohawk Carpet Corporation			Bradley Morris Esq Morris Law Firm			
Sheet no. 83 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	126,454.13

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Mohawk Carpet Corporation			Lee A Peindl Esq Mullen Holland & Cooper P A PO Box 488 Gastonia, NC 28053-0488				
Account No. Money Mailer PO Box 49203 Charlotte, NC 28277		-	trade debt			4,845.00	
Account No. Montgomery Insurance 13830 Ballantyne Corp. Place, Ste. 300 Charlotte, NC 28277		-	Insurance carrier for Business Auto, Workers Compensation and Commercial Property policies	X	X	Unknown	
Account No. Montgomery Insurance			Excelsior Insurance Company 62 Maple Ave. Keene, NH 03431				
Account No. Montgomery Insurance			Netherlands Insurance Company 62 Maple Ave. Keene, NH 03431				
Sheet no. <u>84</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)		4,845.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Morehead Square Associates LLC c/o Prudential Real Estate Investors 8 Campus Drive 4th Floor Parsippany, NJ 07054	X	-	lease or premises located at 1001 Morehead Square Drive, Ste 100, Charlotte NC			0.00
Account No. Morehead Square Associates LLC			Lincoln Harris LLC 1001 Morehead Square Drive Charlotte, NC 28203			
Account No. Morrison Brothers Properties Inc 167 Church Street NE Concord, NC 28025		-	trade debt			177.11
Account No. Motionsoft Inc 9701 Georgia Avenue Ste 200 Silver Spring, MD 20910		-	trade debt			4,336.27
Account No. Bx6279 Movie Facts Inc 1870 Busse Highway Des Plaines, IL 60016		-	trade debt			410.00
Sheet no. <u>85</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	4,923.38

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Movie Facts Inc		William S Raniere Esq 310 Busse Highway #3 Park Ridge, IL 60068				
Account No. Mr Rooter Plumbing of the Piedmont PO Box 30069 Winston Salem, NC 27130		judgment				8,407.30
Account No. Mr Rooter Plumbing of the Piedmont		Joseph P Booth III Esq Sharpless & Stavola P A PO Box 22106 Greensboro, NC 27420				
Account No. Muzak PO Box 538378 Atlanta, GA 30353-8378		music service agreements				254.49
Account No. Muzak		Muzak 9801-G Southern Pine Blvd Charlotte, NC 28273				
Sheet no. <u>86</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	8,661.79

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Muzak - Mid Atlantic PO Box 71070 Charlotte, NC 28272-1070		trade debt	-			3,865.94
Account No. MV Home Repair 6 Warbire Court Simpsonville, SC 29680		trade debt	-			245.75
Account No. Myron Corp 205 Maywood Avenue Maywood, NJ 07607		trade debt	-			131.83
Account No. Naero Dynamics Inc c/o Shefsky & Froelich 111 E Wachter Drive Ste 2800 Chicago, IL 60601-3713		npo	-			0.00
Account No. Natalie Boulding 10050 Great Hill Trail Austin, TX 78759		customer refund	-			100.76
Sheet no. <u>87</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	4,344.28

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Nathan Case 417 Woodgrove Spartanburg, SC 29301			personal injury claim				Unknown	
Account No. National Fire Protection Company PO Box 477 Drayton, SC 29333		-	trade debt				45.00	
Account No. National Gym Supply 8511 Stellar Drive Culver City, CA 90232		-	trade debt				918.17	
Account No. National Sign & Decal PO Box 189 Sherrills Ford, NC 28673		-	trade debt				770.00	
Account No. Nautilus Inc Attn: Credit & Collections 16400 SE Nautilus Drive Vancouver, WA 98684		-	trade debt				957.71	
Sheet no. <u>88</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,690.88

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. NC Radiation Protection Section 1645 Mail Service Center Raleigh, NC 27699-1645		trade debt				365.25
Account No. New Dominion Bank PO Box 37389 Charlotte, NC 28237						0.00
Account No. New Neighbor Welcome Service Inc PO Box 23 Apex, NC 27502		trade debt				192.00
Account No. Nicole Mercer 905 Chuck Wagon Court Charlotte, NC 28262		customer refund				50.00
Account No. Nikki Turner 4732 Etommas Trail Raleigh, NC 27613		customer refund				262.00
Sheet no. <u>89</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	869.25

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Nivien Ibrahim 14 Greebrier Court Clayton, NC 27527		-	customer refund			265.00
Account No. North State Waste LLC PO Box 4840 Concord, NC 28026		-	trade debt			291.85
Account No. Oce' Imagistics Inc 7555 E Hampden Avenue Ste 200 Denver, CO 80231-4834		-	trade debt			2,125.82
Account No. xxx0515 OFC Capital Corporation 576 Colonial Park Drive Ste 200 Roswell, GA 30075	X	-	equipment lease			0.00
Account No. OFC Capital Corporation			First Lake Capital and Funding Group LLC 3430 Chartley Lane Roswell, GA 30075			
Sheet no. <u>90</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,682.67

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Office Depot PO Box 633211 Cincinnati, OH 45263-3211	-	office supplies				13,587.40
Account No. Office Max Credit Plan HSBC Business Solutions PO Box 5239 Carol Stream, IL 60197	-	trade debt				1,007.13
Account No. Omni Health Fitness of Rock Hill, LLC 2685 Celanese Road Rock Hill, SC 29730	-	4.21.09 contingent claims based on Agreement to Honor Membership Contracts at Xcel Xpress Health Club	X	X		Unknown
Account No. Orkin 3700 Patterson Avenue Winston Salem, NC 27105	-	pest control				320.00
Account No. Owen McNeil 2005 Unbridled Drive Knightdale, NC 27545	-	customer refund				224.00
Sheet no. <u>91</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	15,138.53

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Pac-Van Inc 5545 Racine Avenue Charlotte, NC 28269		-	trade debt			1,084.30
Account No. Paetec (US LEC Corp) PO Box 601310 Charlotte, NC 28260-1310		-	trade debt			3,527.36
Account No. Paetec/US LEC Corp One Paetec Plaza 600 Willow Brook Office Park Fairport, NY 14450		-	trade debt			4,095.76
Account No. Pamela Gilchrist 8515 Burnt Umber Drive Charlotte, NC 28215		-	customer refund			143.99
Account No. Pamela Hinton 6000 Presentation Street Knightsdale, NC 27545		-	customer refund			114.55
Sheet no. <u>92</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	8,965.96

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Paraskeras Athanassios 33 Etowah Drive Greenville, SC 29617		-	customer refund			44.99
Account No. Parker Poe Adams & Bernstein 401 S Tryon Street Suite 3000 Charlotte, NC 28202-1935		-	legal services			78,884.09
Account No. Patricia Simmons 506 Hadrian Drive Garner, NC 27529		-	customer refund			199.00
Account No. Paul Gerald 8430 Keystone Circle Chattanooga, TN 37421		-	customer refund			111.30
Account No. Peak Coastal Ventures LLC c/o Jeff Stec 311 Williamson Rd., Ste. 202 Mooresville, NC 28115		-	info only, intercorporate debt			0.00
Sheet no. <u>93</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	79,239.38

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Peak Fitness LLC		short term loan				0.00	
Account No. Peak Properties Inc 8626 Hankins Road Charlotte, NC 28269	-					124,000.00	
Account No. Pendergrass & Holder Plumbing PO Box 177 Pfafftown, NC 27040	-	trade debt				157.50	
Account No. Pendergrass Enterprises PO Box 177 Pfafftown, NC 27040	-	trade debt				418.89	
Account No. Penske Truck Leasing PO Box 532658 Atlanta, GA 30353-2658	-	trade debt				5,211.47	
Sheet no. <u>94</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	129,787.86

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Pentech Financial Services Inc 910 E Hamilton Avenue Ste 400 Campbell, CA 95008	-					0.00
Account No. Performance Food Centers Corp c/o Boyd & Karver 7 East Philadelphia Avenue Boyertown, PA 19512	-	trade debt				3,555.72
Account No. Pete Perrault 9130 NW 26th Street Sunrise, FL 33322	-	customer refund				173.40
Account No. PFKNightdale, Inc. 2001 Widewaters Parkway Knightdale, NC 27545	-	contingent claims related to 5.6.09 membership service agreement for Knightdale club				Unknown
Account No. Phil Golden 400 Queens Road Apt E5 Charlotte, NC 28204	-	customer refund				50.00
Subtotal (Total of this page)						3,779.12

Sheet no. 95 of 146 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Philadelphia Insurance Companies One Bala Place, Suite 100 Bala Cynwyd, PA 19004	-		1.20.08 Commercial Excess Liability and Commercial Property insurance policies	X	X		Unknown	
Account No. Philadelphia Insurance Companies			Philadelphia Indemnity Insurance Co. One Bala Place, Suite 100 Bala Cynwyd, PA 19004					
Account No. Philip Hooper 5301 Wood Laurel Court Raleigh, NC 27613	-		customer refund				225.12	
Account No. Piedmont Directories PO Box 1800 Simpsonville, SC 29681	-		trade debt				3,933.00	
Account No. Piedmont Fitness Service LLC 306 Pine Lake court Spartanburg, SC 29301	-		trade debt				50.00	
Sheet no. <u>96</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	4,208.12

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Piedmont Natural Gas PO Box 533500 Atlanta, GA 30353-3500		-	utility			14,317.64
Account No. Piedmont Natural Gas PO Box 33068 Charlotte, NC 28233-3068		-	utility			215.50
Account No. Pinnacle Acquisitions dba Bonus Building Care 18-B Brozzini Court Greenville, SC 29615		-	Trade debt			22,425.00
Account No. Pinnacle Acquisitions dba			David Alexander Esq Culbertson & Alexander LLC PO Box 1904 Greenville, SC 29602			
Account No. Pinnacle Business Products 400 Harding Industrial Drive Nashville, TN 37211		-	trade debt			950.20
Subtotal (Total of this page)						37,908.34

Sheet no. 97 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Pitney Bowes Credit Corp c/o De Lage Landen PO Box 41601 Philadelphia, PA 19101-1601		-	Trade debt			3,000.96
Account No. Pitney Bowes Postage by Phone PO Box 856042 Louisville, KY 40285-6042		-	trade debt			1,104.71
Account No. PMT Partners V LLC c/o The Bell Moore Group Inc 5200 Park Road Charlotte, NC 28209	X	-	lease of premises located at 11108 South Tryon Street, Charlotte NC			124,773.32
Account No. Poinsett Realty Fund 46 LLC Attn: Ted Smith PO Box 27109 Greenville, SC 29616		-	lease of premises located at 1440 Pelham Road, Greenville SC			60,000.00
Account No. Poinsett Realty Fund 46 LLC			Reagan Realty Group PO Box 1297 Greenville, SC 29602-1297			
Sheet no. <u>98</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	188,878.99

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Pointsett Landscaping 1474 S Danzler Road Duncan, SC 29334-9533		trade debt -				600.00
Account No. Porta-Jon 212 Bulb Avenue Gastonia, NC 28052		trade debt -				588.79
Account No. Premier Impressions 2921 Avenu E East Arlington, TX 76011		trade debt -				309.50
Account No. Probuild East LLC f/k/a The Contractor Yard LLC c/o Vann & Sheridan LLP PO Box 2445 Raleigh, NC 27602-2445		trade debt -				0.00
Account No. Professional Carpet Systems 351 Forum Parkway Rural Hall, NC 27045		trade debt -				85.35
Sheet no. <u>99</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,583.64

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Progress Energy PO Box 2040 Raleigh, NC 27698-0001		utility	-			4,411.58
Account No. Progress Energy PO Box 2041 Raleigh, NC 27698		utility	-			459.86
Account No. Progress Energy PO Box 2043 Raleigh, NC 27698		utility	-			5,093.79
Account No. Progress Energy PO Box 2044 Raleigh, NC 27698		utility	-			8,793.30
Account No. Progress Energy PO Box 2045 Raleigh, NC 27698		utility	-			6,299.19
Subtotal (Total of this page)						25,057.72
Sheet no. <u>100</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. PSNC Energy PO Box 100256 Columbia, SC 29202-3256		-	utility			5,437.21
Account No. Puget Sound Leasing Co Inc PO Box 1295 Issaquah, WA 98027		-	equipment leases			0.00
Account No. Puroclean Fire & Water Damage 110 Three Greens Drive Huntersville, NC 28078		-	trade debt			1,200.00
Account No. Quality Construction of Danville Inc 1325 Goodyear Blvd Danville, VA 24541		-	trade debt			0.00
Account No. Que' Pasa PO Box 12876 Winston Salem, NC 27117		-	trade debt			1,624.00
Sheet no. <u>101</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	8,261.21

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Qwest PO Box 856169 Louisville, KY 40285		trade debt				270.00
Account No. Raleigh Glass & Mirror Co Inc 6305 Lake Wheeler Road Raleigh, NC 27603		trade debt				967.13
Account No. Raleigh Refrigeration & AC PO Box 37001 Raleigh, NC 27627		trade debt				602.00
Account No. Rascal Holdings Inc 13347 South Point Dr., Ste. 190 Charlotte, NC 28273		Sole owner of debtor; also holder of unsecured promissory note				9,542.71
Account No. RB Rubber Products 904 NE 10th Avenue Mcminnville, OR 97128		trade debt				11,184.92
Subtotal (Total of this page)						22,566.76

Sheet no. 102 of 146 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. RBR Properties Inc Richard Henry Blood Jr Bonita H Blood PO Box 1484 Cornelius, NC 28031	X	-	lease of premises located at 20420 Catawba Avenue, Cornelius NC				157,071.56
Account No. RBR Properties Inc			Food Lion PO Box 198135 Atlanta, GA 30384-8135				
Account No. RBR Properties Inc			Food Lion Inc Attn: Real Estate Department PO Box 1330 Salisbury, NC 28145-1330				
Account No. Real Digital Media LLC 6580 Palmer Park Circle Sarasota, FL 34238	-		trade debt				2,800.00
Account No. Recall-Total Information Mgt PO Box 101057 Atlanta, GA 30392-1057	-		trade debt				5,857.58
Subtotal (Total of this page)							165,729.14

Sheet no. 103 of 146 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Recall-Total Information Mgt		NACM PO Box 29429 Atlanta, GA 30359				
Account No. Recall-Total Information Mgt		William J Allen Esq Allen Law Firm 2435 Plantation Center Drive Suite 205 Matthews, NC 28105				
Account No. Red Line Development LLC PO Box 4508 Mooresville, NC 28117		note by Peak Fitness Cedar Ridge, LLC and Peak Fitness Steele Creek, LLC -				102,000.00
Account No. Red Line Holdings LLC PO Box 4508 Mooresville, NC 28117	X	lease of premises located at 1212 Magnolia Villiage Way, Leland NC -				221,780.37
Account No. Regency Centers 2068 Clark Avnue Raleigh, NC 27605		trade debt -				774.34
Sheet no. <u>104</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	324,554.71

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No. Reliable Tank Line LLC PO Box 2736 Winston Salem, NC 27102-2736	X	-	lease of premises located at 420 Jonestown Road, Units Q, R, and S, Winston-Salem NC				101,523.78	
Account No. Rembrandt Way LLC 8101 Prentice Avenue Ste 510 Greenwood Village, CO 80111	X	-	lease of premises located at 10400 E Independence Blvd Ste 100, Charlotte NC				0.00	
Account No. Rembrandt Way LLC			Lamar Companies 10420 E Independence Blvd Ste 820 Matthews, NC 28105					
Account No. Reynolda Commons LP c/o Ivon D. Rohrer, Jr. 1701 East 3rd St. Charlotte, NC 28204	X	-	lease of premises located at 3576 Yadkinville Rd Suite 16, Reynolda Commons Center, Winston-Salem, NC				0.00	
Account No. Rhonda Young 3000 Grand Look Court Raleigh, NC 27610		-	customer refund				238.77	
Sheet no. <u>105</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	101,762.55

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Rhyno Direct Distribution LLC 430 East 36th Street Charlotte, NC 28205	-		lease of premises located 430 East 36th Street, Charlotte NC (warehouse)			0.00
Account No. Richard Hayes 2647 Long Shoals Road Lincolnton, NC 28092	-		customer refund			65.23
Account No. Rid A Bug Exterminating Inc 2648 Somer Road Hamptonville, NC 27020	-		pest control			385.00
Account No. Robert Carroll 202 Carrington Drive Knightdale, NC 27545	-		customer refund			199.00
Account No. Robert Hanley	X -		loan			130,000.00
Sheet no. <u>106</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	130,649.23

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Robert Hanley Barbara Hanley 521 Ocean Avenue Avon-By-The-Sea, NJ	X	-	loan				200,000.00	
Account No. Robin Rosenfeld 212 W Front Street Statesville, NC 28677		-	customer refund				117.60	
Account No. Rockys Fitness Repair 4711 Tatton Park Circle Winston Salem, NC 27103		-	trade debt				282.17	
Account No. Roderick Scott 6023 Highway 903S Snow Hill, NC 28580		-	customer refund				289.00	
Account No. Roto Rooter 5672 Collection Center Drive Chicago, IL 60693		-	trade debt				172.00	
Sheet no. <u>107</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	200,860.77

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		trade debt				
Roto Rooter PO Box 35228 Greensboro, NC 27425	-					259.95
Account No.		trade debt				
Rowena Hebert 9218 Ginhouse Lane Charlotte, NC 28277	-					153.21
Account No.		trade debt				
S & R Services Incorporated PO Box 667638 Charlotte, NC 28266	-					773.00
Account No.		trade debt				
S & S Building Specialties PO Box 2170 Matthews, NC 28106-2170	-					873.02
Account No.		claim of lien				
S T Wooten Corporation	-					8,008.87
Sheet no. <u>108</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	10,068.05

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Safeguard PO Box 79007 Charlotte, NC 28271	-	security				152.60
Account No. Safeguard PO Box 88043 Chicago, IL 60680-1043	-	security				1,533.64
Account No. Safeguard Business Systems Attn: A/R Department PO Box 1749 Fort Washington, PA 19034-8749	-	trade debt				159.80
Account No. Safeguard Business Systems Inc PO Box 8000 Pepperell, MA 01463-8000	-	trade debt				112.75
Account No. Salem Electric Co PO Box 26784 Winston Salem, NC 27114-6784	-	trade debt				3,522.23
Sheet no. <u>109</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	5,481.02

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Salisbury Fire Appliance 4809 South Main Street Salisbury, NC 28147		-	trade debt			444.12
Account No. Sammy Phillips Electric c/o Hendrick Bryant & Nerhood LLP 723 Coliseum Drive Ste 101 Winston Salem, NC 27106		-	trade debt			41,737.00
Account No. Sampson Stec Properties LLC PO Box 4508 Mooresville, NC 28117		-	consolidated promissory note			30,000.00
Account No. Sampson Stec Properties LLC PO Box 4508 Mooresville, NC 28117		-	lease of premises located at 13347 South Boulevard, Charlotte NC (Steele Creek)			Unknown
Account No. Sampson Stec Properties SC LLC PO Box 4508 Mooresville, NC 28117	X	-	lease of premises located at 3150 Wade Hampton Blvd, Taylors SC			113,833.12
Sheet no. <u>110</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	186,014.24

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Sampson Stec Properties SC LLC PO Box 4508 Mooreville, NC 28117		-	consolidated promissory note			153,528.81
Account No. Sampson Stec Statesville PO Box 4508 Mooreville, NC 28117	X	-	construction loans			0.00
Account No. Sampson Stec Statesville LLC PO Box 4508 Mooreville, NC 28117		-	lease of premises located at 935 Crossroads Drive, Statesville NC (under construction)			0.00
Account No. Sampson Stec Statesville LLC PO Box 4508 Mooreville, NC 28117		-	consolidated promissory note			33,000.00
Account No. Scale Finance LLC PO Box 110404 Durham, NC 27709		-	CFO Services Agreement; Financial Advisory Services Agreement			9,450.00
Sheet no. <u>111</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	195,978.81

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Scale Finance LLC		Scale Finance LLC 1310 S. Tryon St. Suite 109 Charlotte, NC 28203				
Account No. Scott Speagle c/o Law Offices of James Scott Farrin 4819 Emperor Blvd Ste 200 Durham, NC 27703	-	personal injury claim				0.00
Account No. Scott Stallard 4824 Topstone Road Kaleish, NC 27603	-	customer refund				167.22
Account No. Security Central PO Box 5759 Statesville, NC 28687	-	trade debt				250.00
Account No. Selena Graham 5816 Ricker Road Raleigh, NC 27610	-	customer refund				265.00
Sheet no. <u>112</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	682.22

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Sentry Sprinkler Service PO Box 947 Mauldin, SC 29662		-	trade debt			1,130.00
Account No. SH Rock Hill LLC c/o Crossroad Realty 1901 Roxborough Rd Ste 405 Charlotte, NC 28211		-				58,146.56
Account No. Shackleford-Bunn Development Co Inc c/o Kevin L. Bunn 1025 Ridge Drive Clayton, NC 27520	X	-	lease of premises located at 11694 US Highway 70 West, Clayton NC 27520			Unknown
Account No. Shackleford-Bunn Development Co LLC c/o Kevin L. Bunn 1025 Ridge Drive Clayton, NC 27520	X	-	lease of premises located at 908 W Williams Street, Apex NC			Unknown
Account No. Shan Honeycutt 7146 Ravenglass Lane		-	customer refund			295.00
Sheet no. <u>113</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	59,571.56

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Sharae Smith 617 Springview Trail Garner, NC 27529		-	customer refund			224.00
Account No. Sharon Pinkney 5816 Ricker Road Raleigh, NC 27610		-	customer refund			228.00
Account No. Shred-It Charlotte 3521 Axar Road Charlotte, NC 28208		-	trade debt			3,804.00
Account No. Sign Crafters USA PO Box 11158 Columbia, SC 29211-1158		-	trade debt			2,626.72
Account No. Signs By Design 4112-120 Pleasant Valley Road Raleigh, NC 27612		-	trade debt			35.31
Sheet no. <u>114</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	6,918.03

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Simplex Grinnell 50 Technology Drive Westminster, MA 01441		trade debt				312.00
Account No. Sink Plumbing & Electrical 28814 S Main Street Winston Salem, NC 27127-4005		trade debt				127.47
Account No. South Charlotte Premier PO Box 78259 Charlotte, NC 28271		trade debt				1,350.00
Account No. Southern Community Bank and Trust PO Box 569200 Dallas, TX 75356	X	line of credit				5,669.19
Account No. Southside Shopper 2339 Timber Drive Garner, NC 27529		trade debt				2,493.50
Sheet no. <u>115</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	9,952.16

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Southside Shopper						
		C Miller Sigmon Esq The Sigmon Law Firm P A PO Box 17249 Raleigh, NC 27619-7249				
Account No. Southstar Holdings - Rock Hill LLC c/o Jeffrey D. Mathis 1901 Roxborough Rd., Ste. 405 Charlotte, NC 28211	X -					29,373.28
		lease of premises located at 726 Cherry Road, Rock Hill SC 29732				
Account No. xxx-xxxxxx8-000 Sovereign/Macrolease 1 West Ames Court, Ste. 101 Plainview, NY 11803	X -					0.00
		various strength/cardio equipment lease				
Account No. Spartanburg Herald Journal PO Box 538607 Atlanta, GA 30353-8607	-					3,333.32
		trade debt				
Account No. Spartanburg Lawn Care 336 Annabel Drive Boiling Springs, SC 29316	-					2,925.00
		trade debt				
Sheet no. <u>116</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	35,631.60

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Spartanburg Water PO Box 251 Spartanburg, SC 29304-0251		-	utility			1,761.24
Account No. Speedy Lockout Services & More PO Box 14907 Greenville, SC 29610		-	trade debt			118.00
Account No. Sprint PO Box 4181 Carol Stream, IL 60197-4181		-	utility			7,925.08
Account No. Square One Image Solutions PO Box 12274 Greenville, SC 29612		-	trade debt			168.00
Account No. Stallings Refrigeration Inc PO Box 26428 Charlotte, NC 28221		-	trade debt			258.86
Sheet no. <u>117</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	10,231.18

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Stan Taylor Insurance Agency PO Box 18106 Charlotte, NC 28221		insurance				4,407.00
Account No. Staples Credit Plan PO Box 689020 Des Moines, IA 50368		office supplies				11.50
Account No. State of North Carolina c/o Roy Cooper Attorney General North Carolina Dept of Justice PO Box 629 Raleigh, NC 27602		npo				0.00
Account No. Statesville Chamber of Commerce 115 E Front Street Statesville, NC 28677		trade debt				370.00
Account No. Stephanie Figueoa 80 North 10th Street 3rd Floor Newark, NJ 07107		customer refund				144.35
Sheet no. <u>118</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	4,932.85

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Summer Griddine 232 Cross Current Lane Raleigh, NC 27610			customer refund				52.00	
Account No. Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204	X	-	club located at 2200 Coronation Blvd, Charlotte NC 28227 (debts of Peak Fitness Holdings, LLC)				0.00	
Account No. Summit Fitness Crown Point Inc			Timothy P Veith Esq The Business Law Advisors 1900 South Blvd Charlotte, NC 28203					
Account No. Summit Fitness Lake Norman LLC c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204		-	club located at Highway 73 in Norman Crossing Shopping Center, Cornelius NC 28031 (debts of Peak Fitness Holdings, LLC)				0.00	
Account No. Summit Fitness Pineville LLC c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204		-	club located at 8500 Pineville-Matthews Road, Pinville NC 28134 (debts of Peak Fitness Holdings, LLC)				0.00	
Sheet no. <u>119</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	52.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Summit Fitness South Park Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204	-	club located at 6010 Fairview Road, Charlotte NC (debts of Peak Fitness Holdings, LLC)				0.00
Account No. Summit Fitness University LLC c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204	-	club located at 8109-A University City Blvd, Charlotte NC 28213 (debts of Peak Fitness Holdings, LLC)				0.00
Account No. Sumotext #2 Innwood CirIce Ste B Little Rock, AR 72211	-	trade debt				524.00
Account No. Sunbelt Rentals 8512 Capital Blvd Raleigh, NC 27616-3150	-	trade debt				1,323.51
Account No. Sunbelt Rentals PO Box 409211 Atlanta, GA 30384-9211	-	trade debt				3,620.13
Sheet no. <u>120</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	5,467.64

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. SunTrust Bank Commercial Credit Services PO Box 4418 MC 0039 Atlanta, GA 30302			for information only; debt owed by Capital Health Clubs			0.00
Account No. SunTrust Bank			Kelly C Hanley Esq Williams Mullen 300 N Third Street Ste 420 Wilmington, NC 28401			
Account No. SunTrust Bank			SunTrust Bank 211 Perimeter Center Parkway Ste 100 Atlanta, GA 30346			
Account No. SunTrust Bank			Yow Fox & Mann LLP 102 North Fifth Avenue Wilmington, NC 28401			
Account No. Susan Provenzano 209 E Shallowstone Road Greer, SC 29650			customer refund			22.91
Sheet no. <u>121</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	22.91

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. System4 of the Carolinas 13950 Ballantyne Corporate Place Ste 100 Charlotte, NC 28277		-	trade debt			5,400.00
Account No. T G Stegall Trucking Co Inc PO Box 98 Matthews, NC 28106-9998		-	trade debt			6,291.88
Account No. Tac-Triangle Automated Controls Inc 5915-101 Oak Forest Road Raleigh, NC 27616-1804		-	trade debt			918.00
Account No. Tammie Sullivan 500 Kingsman Lane Easley, SC 29642		-	customer refund			133.99
Account No. TCF Equipment Finance Inc 11100 Sayzata Blvd Ste 801 Hopkins, MN 55305	X	-	equipment leases (Winston-Salem), believed to have been paid			0.00
Sheet no. <u>122</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	12,743.87

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M				
		H W J C	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D		
Account No. Terminix PO Box 415 Indian Trail, NC 28079			trade debt						228.38
Account No. Terri Coleman 323 Seven Oaks Lane Spartanburg, SC 29301			customer refund						119.66
Account No. TG Lanford Properties/Terry G Lanford PO Box 366 Woodruff, SC 29388			past due rents for premises located at 1440 Pelham Road, Greenville SC						86,671.59
Account No. TG Lanford Properties/Terry G Lanford			David Alexander Esq Culbertson & Alexander LLC PO Box 1904 Greenville, SC 29602						
Account No. xxx9-033 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X		various strength/cardio equipment lease (Northridge location)						0.00
Sheet no. <u>123</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page)	87,019.63

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxx9-034 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength cardio equipment lease (Lake Norman)			0.00
Account No. xxx9-028 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease (Winston-Salem)			0.00
Account No. xxx9-029 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease (Winston-Salem)			0.00
Account No. xxx9-030 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease			0.00
Account No. xxx9-031 The CIT Group/Equipment Financing 1560 W Fountainhead Parkway Tempe, AZ 82582	X -		various strength/cardio equipment lease			0.00
Sheet no. <u>124</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	0.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. xxx9-036 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X	-	various strength/cardio equipment lease				0.00	
Account No. xxx9-037 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X	-	various strength/cardio equipment lease				0.00	
Account No. xxx9-038 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256		-	various strength/cardio equipment lease				0.00	
Account No. xxx9-040 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X	-	various strength/cardio equipment lease				0.00	
Account No. xxx9-041 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X	-	various strength/cardio equipment lease				0.00	
Sheet no. <u>125</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	0.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. xxx9-044 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease				0.00	
Account No. xxx9-042 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease				0.00	
Account No. xxx9-043 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease				0.00	
Account No. xxx9-051 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease (Knightdale)				0.00	
Account No. xxx9-045 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/carido equipment lease located at 301 Depot Street, Davidson NC				0.00	
Sheet no. <u>126</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	0.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. xxx9-046 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cario equipment lease			0.00	
Account No. xxx9-047 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease			0.00	
Account No. xxx9-048 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease			0.00	
Account No. xxx9-049 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease			0.00	
Account No. xxx9-050 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	-		various strength/cardio equipment lease			0.00	
Sheet no. <u>127</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	0.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G U N L I Q U I D A T E D D I S P U T E D	A M O U N T O F C L A I M
		H W J C		
Account No. xxx9-052 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -			0.00
Account No. xxx9-053 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -			0.00
Account No. xxx9-054 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -			0.00
Account No. xxx9-055 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -			0.00
Account No. xxx9-056 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -			0.00
Sheet no. <u>128</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)	0.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxx9-057 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease			0.00
Account No. xxx9-058 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease			0.00
Account No. xxx9-059 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease			0.00
Account No. xxx9-039 The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	X -		various strength/cardio equipment lease			0.00
Account No. xxx9-026 The CIT Group\Equipment Financing 21146 Network Place Chicago, IL 60673-1211	-		various strength/cardio equipment lease			0.00
Sheet no. <u>129</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	0.00

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. The CIT Group\Equipment Financing						
Account No. xxx9-027 The CIT Group\Equipment Financing PO Box 34591 Charlotte, NC 28234-4591		-	lifefitness a division of Brunswick Corporation Leasing Administration 5100 N River Road Schiller Park, IL 60176			0.00
Account No. xxx9-035 The CIT Group\Equipment Financing 1540 W Fountainhead Parkway Tempe, AZ 82582		X -	various strength/cardio equipment lease			0.00
Account No. The Copier Guys 841 California Avenue Spartanburg, SC 29303		-	trade debt			165.38
Account No. The Fuquay Varina Independent PO Box 669 Fuquay Varina, NC 27526		-	trade debt			21.55
Sheet no. <u>130</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	186.93

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. The Grapevine Magazine Inc PO Box 39293 Greensboro, NC 27438-9293		-	trade debt			1,200.00
Account No. The Greenville News PO Box 1688 Greenville, SC 29602		-	trade debt			862.75
Account No. The Herald Sun PO Box 2092 Durham, NC 27702-2092		-	trade debt			41.66
Account No. The Knox Company 1601 W Deer Valley Rd Phoenix, AZ 85027		-	trade debt			35.68
Account No. The Little Balloon Co PO Box 38738 Charlotte, NC 28278		-	trade debt			193.20
Sheet no. <u>131</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,333.29

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. The Maintenance Team 2402 Whitehall Park Drive Ste 900 Charlotte, NC 28278			trade debt			185.00
Account No. The Markets at Cedar Ridge LLC PO Box 1943 Athens, GA 30603	X	-	past due rent for leased premises located at The Markets At Cedar Ridge, 7520 South Tryon Street, Units 1-14, Charlotte NC			182,816.54
Account No. The Markets at Cedar Ridge LLC			Kilpatrick Stockton LLP 3737 Glenwood Avenue Ste 400 Raleigh, NC 27612			
Account No. The Markets at Cedar Ridge LLC			The Dovetail Companies PO Box 1943 Athens, GA 30303			
Account No. The Mercury Group c/o Frederick M. Whitmeyer, Jr. 29 Crowningway Drive Asheville, NC 28804	X	-	assume loan through CHC acquisition			Unknown
Sheet no. <u>132</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	183,001.54

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. The Mint Hill Times PO Box 690577 Charlotte, NC 28227		-	trade debt			20.00
Account No. The RBA Group Inc 1900 Abbott Street Ste 101 Charlotte, NC 28203		-	settlement agreement			17,500.00
Account No. The RBA Group Inc			Ronald Skufca Esq Ryan E Dings Esq Moretz & Skufca PLLC 1514 South Church St Suite 101 Charlotte, NC 28203			
Account No. The Stanley Works PO Box 0371595 Pittsburgh, PA 15251-7595		-	trade debt			1,669.57
Account No. The Travelers Indemnity Co. of Ct. POB 3022 Fall River, MA 02722		-	indemnification claim, Christopher Vann personal injury action	X	X	1,984.28
Sheet no. <u>133</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	21,173.85

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Thomas Hibbard 405 S Metal Road Raleigh, NC 27603		customer refund -				224.00
Account No. Thomas Mullins 2014 Pin Hood Road Charlotte, NC 28215		trade debt -				60.77
Account No. Thomas Pay 3650-F High Meadows Drive Winston Salem, NC 27106		customer refund -				44.99
Account No. Tiffany Ebmeyer 14 B Street Inman, SC 29349		customer refund -				42.00
Account No. Tim Ebert 5005 Knob View Trail Winston Salem, NC 27104		customer refund -				44.99
Sheet no. <u>134</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	416.75

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Time Warner Cable PO Box 70872 Charlotte, NC 28272-0872		-	trade debt			2,984.37
Account No. Timothy Stephenson 109 Oakhaven Drive Danville, VA 24541		-	customer refund			244.00
Account No. Titan Fitness North Carolina ATTN: A.J. Mushtaq 8200 Greensboro Drive, Ste 900 West Mclean, VA 22103	X	-	5.8.09 Service Fee Agreement with debtor, Rascal Holdings, Inc. and Jeff Stec; contingent indemnification claims; non-competition agreement			0.00
Account No. Titan Fitness North Carolina			Johan V. Brigham, Esq. Bingham McCutchen LLP One Federal Street Boston, MA 02110			
Account No. Tony Hunter c/o Horn & Vosburg PLLC 1800 Martin Luther King Jr Parkway Suite 100 Durham, NC 27707		-	personal injury claim			Unknown
Sheet no. <u>135</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	3,228.37

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Torrey Fry 825 Affirmation Blvd Lot 46 Charleston, SC 29412		-	customer refund			167.94
Account No. Toshiba Financial Services PO Box 740441 Atlanta, GA 30374-0441		-	trade debt			838.54
Account No. Total Business Communications PO Box 997 Rock Hill, SC 29731		-	trade debt			719.85
Account No. Total Fitness N'Nutrition 102 N Statesville Road Huntersville, NC 28078		-	trade debt			199.69
Account No. Town of Fuquay-Varina 401 Old Honeycutt Fuquay Varina, NC 27526		-	trade debt			193.39
Sheet no. <u>136</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,119.41

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Tri-City Electric of NC 109 First Street Place South East Conover, NC 28613		-	trade debt			291.75
Account No. Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701	X	-	past due rent for lease of premises located at 257 S Elliott Road, Chapel Hill, NC			999,855.78
Account No. Triangle V II LP			Eric W Hinson Esq 1709 Legion Road Suite 229 Chapel Hill, NC 27517			
Account No. TRS Contracting Services 210 Millwood Lane Wellford, SC 29385		-	trade debt			1,420.00
Account No. Unifirst Corporation 526 Piney Grove Road Kernersville, NC 27284		-	trade debt			320.25
Sheet no. <u>137</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,001,887.78

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. University Directories PO Box 8830 Chapel Hill, NC 27515			trade debt			11,500.00
Account No. Up State Athletic Clubs Inc c/o C Roland Jones Esq Jones & Hendrix P A 50 Applewood Lane Spartanburg, SC 29307	X	-	purchase of Peachwood club (in legal dispute)			0.00
Account No. UPS PO Box 7247-0244 Philadelphia, PA 19170-0001		-	trade debt			1,342.57
Account No. Utility Management PO Box 890134 Suites A & B Charlotte, NC 28289		-				1,942.66
Account No. Vadym Stashchak 1011 Heritgage Acres Weddington, NC 28104		-	customer refund			25.00
Sheet no. <u>138</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	14,810.23

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Valassis Direct Mail 255 Great Pond Drive Windsor, CT 06095		trade debt				24,191.56
Account No. Van Preston Electric Inc 45 Odell School Road Concord, NC 28027		trade debt				200.00
Account No. Verizon South P.O. Box 920041 Dallas, TX 75392-0041		trade debt				0.00
Account No. Versatile Electric Service 1 PO Box 263 Concord, NC 28026-0263		trade debt				1,760.00
Account No. Victory Press 114 Eastbend Court Suite 4 Mooresville, NC 28117		trade debt				261.54
Sheet no. <u>139</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	26,413.10

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Village Printing PO Box 1750 Clemmons, NC 27012		-	trade debt			309.55
Account No. Villager Voice Magazine 2513 Neudorf Drive Clemmons, NC 27012		-	trade debt			490.00
Account No. Virginia Whitley 1104 Silvershire Way Knightsdale, NC 27545		-	customer refund			270.38
Account No. Walgreens PO Box 90484 Chicago, IL 60696-0484		-	trade debt			33.71
Account No. Waste Industries PO Box 580495 Charlotte, NC 28258-0495		-	trade debt			1,973.53
Sheet no. <u>140</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	3,077.17

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Waste Management 390 Innovation Way Wellford, SC 29385		trade debt				7,604.22
Account No. Waste Management		Waste Management Raleigh-Durham PO Box 105453 Atlanta, GA 30348-5453				
Account No. Waste Management		Waste Management/Gastonia PO Box 9001054 Louisville, KY 40290-1054				
Account No. Waypoint Enterprise Inc 2331 Darwick Road Winston Salem, NC 27127		trade debt				408.34
Account No. WBBB-FM Carolina Medical Group 3012 Highwoods Blvd Ste200 Raleigh, NC 27601		trade debt				8,712.00
Sheet no. <u>141</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	16,724.56

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. WCMC-FM PO Box 170 Creedmoor, NC 27522-0710	-	trade debt				4,840.00
Account No. Weatherbridge Properties LLC c/o Young Moore and Henderson P A PO Box 31627 Raleigh, NC 27622	-	past-due rent on property located at 1803 North West Maynard Road, Cary NC				466,739.58
Account No. Weatherbridge Properties LLC		Trinity M Henderson Esq 216 Highway 70 West Garner, NC 27529				
Account No. Weatherbridge Properties LLC		Weatherbridge Properties LLC 2106 Coley Forest Place Raleigh, NC 27607				
Account No. Wendell Chamber of Commerce 115 North Pine Street Wendell, NC 27591	-	trade debt				185.00
Sheet no. <u>142</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	471,764.58

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. William K Davis dba Davis Plumbing & Tile 8017 Deer Meadow Drive Apex, NC 27502		-	Trade debt			10,137.77
Account No. William K Davis dba			C Miller Sigmon Esq The Sigmon Law Firm P A PO Box 17249 Raleigh, NC 27619-7249			
Account No. William Ketcham 103 Canberra Street Cary, NC 27513		-	customer refund			289.00
Account No. William Kwiatkowski 10238 Hastings Place Harrisburg, NC 28075		-	customer refund			299.00
Account No. Williams Scotsman PO Box 91975 Chicago, IL 60693-1975		-	trade debt			662.39
Sheet no. <u>143</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	11,388.16

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Wilson Services 102 Timberjack Street Simpsonville, SC 29680		trade debt	-			1,200.00
Account No. Windstream PO Box 105521 Atlanta, GA 30348-5521		trade debt	-			130.90
Account No. Windstream (CT Communications) PO Box 70526 Charlotte, NC 28272-0526		trade debt	-			1,021.00
Account No. WKRR-FM/WKZL-FM 192 East Lewis Street Greensboro, NC 27406		trade debt	-			3,360.00
Account No. Worldwide Property Management PO Box 246 Montrose, NY 10548		trade debt	-			7,095.31
Sheet no. <u>144</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	12,807.21

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Worldwide Travel Center 160 SW 12 Avenue 102 Deerfield Beach, FL 33442		-	trade debt			52.00
Account No. WTHZ/HITZ 94 200 Radio Drive Lexington, NC 27292		-	trade debt			7,416.00
Account No. WTPT-FM 25 Garlington Road Greenville, SC 29615		-	trade debt			651.66
Account No. Yellow Book USA PO Box 588 Newark, NJ 07101-0588		-	trade debt			4,763.64
Account No. York County Natural Gas Authority PO Box 11907 Rock Hill, SC 29731-1907		-	trade debt			37.67
Sheet no. <u>145</u> of <u>146</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	12,920.97

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Young Moore & Henderson PA PO Box 31627 Raleigh, NC 27622			services			64.40
Account No. Yvonne Simms			customer refund			52.00
Account No. Zee Medical PO Box 18008 Greensboro, NC 27419-8008			trade debt			739.33
Account No. Zions Credit Corporation POB 3954 Salt Lake City, UT 84110			info only; former Peak Fitness, LLC equipment lease			0.00
Account No. 						

Sheet no. 146 of 146 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

855.73

Total
(Report on Summary of Schedules)

10,964,239.47

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442	#1213Z-31630 - equipment located at 1001 Morehead Square Drive, Ste 100, Charlotte NC
Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442	#1214Z-31630 - equipment located at 2101 Rexford Road, Ste 50W, Charlotte NC
Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442	#1215Z-31630 - equipment located at 8626 Hankins Road, Charlotte NC
Arboretum Office #2 LLC c/o Childress Kline Properties 301 South College Street Ste 2800 Charlotte, NC 28202-6021	lease of premises located at 8035 Providence Road, Charlotte NC
Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674	lease of premises located at 2631 Laurens Road, Greenville SC
Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674	sublease agreement for premises located at 399 Peachwood Centre Drive, Spartanburg SC
Boulevard Investment Properties LLC 1515 Highway 54 Suite 110 Durham, NC 27707	lease of premises located at 3900 Durham-Chapel Hill Blvd, Durham NC 27607
Bowling Ventures Inc c/o Real Estate Associates Inc PO Box 52328 27717.2328	lease of premises located at 6118-F Farrington Road, Falconbridge Shopping Center, Durham NC
Bradley Operating Limited Partnership c/o Centro Property Group 3440 Preston Ridge Road #425 Alpharetta, GA 30005	lease of premises located at 8109 University City Boulevard Suite 002, Charlotte NC
Brookway Holdings LLC 15806 Brookway Drive Ste 100 Huntersville, NC 28078	lease of premises located at 15806 Brookway Drive Ste 400 & 500, Huntersville NC 28078
Car Fuquay Crossing LLC c/o 1st Carolina Properties 523 Keisler Drive #202 Cary, NC 27511	lease of premises located at 1310 Broad Street, Fuquay-Varina NC

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Ceridian Benefit Services PO Box 10989 Newark, NJ 07193	COBRA benefits administration service contract
Circuit City Stores Inc	lease of premises located at 1314 Bridford Parkway, Greensboro NC
Clear Springs Plaza LLC c/o Madison Asset Management LLC PO Box 7932 Fort Lauderdale, FL 33338	lease of premises located at 929 Concord Parkway South, Concord NC
Clementine Properties LLC PO Box 4508 Mooresville, NC 28117	lease of premises located at 6221 Ramada Drive, Clemmons NC
Colonial Properties Trust c/o DRA CLP Esplanade LP PO Box 934643 Atlanta, GA 30310	lease of premises located at 2101 Rexford Road, Charlotte NC
Countryside Associates 1241 E Morehead Street Ste 201 Charlotte, NC 28204-2937	lease of premises located at 8500 Pineville-Matthews Road, Charlotte NC
Coventry Health and Life Ins PO Box 6487 Carol Stream, IL 60197-6487	health insurance for employees
Coventry Health and Life Ins PO Box 6487 Carol Stream, IL 60197-6487	Employee health insurance policy (coverage for 28 employees)
CPG Finance I LLC Simon Property Group PO Box 822053 Philadelphia, PA 19182-2053	lease of premises located at 107 Edinburgh South, MacGregor Village, Cary NC
CPG Finance I LLC Simon Property Group PO Box 822053 Philadelphia, PA 19182-2053	lease of premises located at Northridge Shopping Center, 6150 Falls of Neuse Rd, Raleigh NC
Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753	#008357561-006 - computer equipment lease
Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753	#008357561-001 - equipment lease

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
 (Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753	#008357561-005 - equipment lease
Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753	#008357561-003 - equipment lease
Dell Financial Services LP 12234 N IH-35 Bldg B Austin, TX 78753	#008357561-002 - equipment lease
Direct Capital/First Lease 155 Commerce Way Portsmouth, NH 03801	Equipment leases
E L Morrison Lumber Co Inc PO Box 145 Concord, NC 28026-0145	lease of premises located at 5650 Highway 49 South, Harrisburg NC
Featherlite Credit Corporation PO Box 319 Cresco, IA 52136	lease of 2000 ultra comp transporter trailer
Five Star Development c/o Sterling Accounting PO Box 1370 Cary, NC 27512	lease of premises located at 6022 Duraleigh Road, Raleigh NC
Garner Plaza LLC PO Box 464 Raleigh, NC 27602	lease of premises located at 527 Plaza Circle, Garner NC 27529
Harris Teeter Inc PO Box 601246 Charlotte, NC 28260	lease of premises located at 3474 Robinhood Road, Winston-Salem NC
Harris Teeter Inc PO Box 601246 Charlotte, NC 28260	lease of premises located at 2710 North Church Street, Greensboro NC
Heritage Property Investment Trust Inc	lease of premises located at 8109 University City Blvd, Charlotte NC
Irwin Commercial Finance PO Box 6214 Indianapolis, IN 46206-6214	#40175698 - equipment located at 119 Wind Chime Court, Raleigh NC
Irwin Commercial Finance PO Box 6214 Indianapolis, IN 46206-6214	#40181566 - equipment located at 119 Wind Chime Court, Raleigh NC

In re Fitness Management Group, Inc. Case No. _____
 Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
 (Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Knightsdale Crossings LLC c/o Income Properties of Raleigh Inc 1049 Dresser Court Raleigh, NC 27609	lease of premises located at 7132 Knightdale Blvd, Knightdale NC
Lifestyle Family Fitness, Inc. 140 Fountain Parkway, Ste. 410 Saint Petersburg, FL 33716	Agreement dated 6.16.09 related to servicing member agreements at clubs in Cary, North Raleigh and Downtown Raleigh
Linda Properties LLC 185 Atlantic Way Mooresville, NC 28117	lease of premises located at 2620 East Main Street, Lincolnton NC 28092
Lyon Financial 1310 Madrid St., Ste. 100 Marshall, MN 56258	various strength/cardio equipment lease
Macrolease International Corporation 1 West Ames Court Plainview, NY 11803	#9094 - equipment located at 119 Wind Chime Court, Raleigh NC
Macrolease International Corporation 1 West Ames Court Plainview, NY 11803	#9096 - equipment located at 119 Wind Chime Court, Raleigh NC
Macrolease International Corporation 1 West Ames Court Plainview, NY 11803	equipment lease
Macrolease International Corporation 1 West Ames Court Plainview, NY 11803	equipment lease
Manifest Funding Services 1450 Channel Parkway Marshall, MN 56258	#60077531 - equipment located at 2631 Laurens Road, Greenville SC and 725 Cherry Road, Rock Hill SC
Matthews Center LP 2450 NE Miami Gardens Drive Ste 101 North Miami Beach, FL 33180	lease of premises located at 10404 E Independence Blvd, Matthews NC
Mercury Capital c/o Empire Properties 133 Fayetteville St 6th Floor Raleigh, NC 27601	lease of premises located at 509 W North Street, Raleigh NC
MetLife PO Box 804466 Kansas City, MO 64180-4466	employee dental insurance
Metrolina Warehouse LLC PO Box 1845 Davidson, NC 28036	lease of premises located at 221 Depot Street, Davidson NC

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Modern Impressions 5029-B West W T Harris Blvd Charlotte, NC 28269	#351987 - lease for 16 Gestetner copiers
Modern Impressions 5029-B West W T Harris Blvd Charlotte, NC 28269	#391808 - lease of 24 Gestetner copier systems
Modern Impressions 5029-B West W T Harris Blvd Charlotte, NC 28269	#362256 - lease of Gestetner digital copier and color printer located at 2335 Concord Lake Road, Concord NC
Modern Impressions 5029-B West W T Harris Blvd Charlotte, NC 28269	lease of 5 copiers
Montgomery Insurance 13830 Ballantyne Corp. Place, Ste. 300 Charlotte, NC 28277	insurance policies (see Schedule B)
Morehead Square Associates LLC c/o Prudential Real Estate Investors 8 Campus Drive 4th Floor Parsippany, NJ 07054	lease or premises located at 1001 Morehead Square Drive, Ste 100, Charlotte NC
Muzak PO Box 538378 Atlanta, GA 30353-8378	service agreement for musical equipment located at 2335 Concord Lake Road, Concord NC
Muzak PO Box 538378 Atlanta, GA 30353-8378	service agreement for musical equipment located at 20310 Setton Park Road, Cornelius NC
Muzak PO Box 538378 Atlanta, GA 30353-8378	service agreement for musical equipment located at 8035 Providence Road, Charlotte NC
Muzak PO Box 538378 Atlanta, GA 30353-8378	service agreement for musical equipment located at 725 Cherry Road, Rock Hill SC
OFC Capital Corporation 576 Colonial Park Drive Ste 100 Roswell, GA 30075	#6000515 - Nautilus strength and cardio equipment at various locations
Omni Health Fitness of Rock Hill, LLC 2685 Celanese Road Rock Hill, SC 29730	Agreement to Honor Membership Contracts, Xcel Xpress Health Club, Rock Hill, SC
Philadelphia Insurance Companies One Bala Place, Suite 100 Bala Cynwyd, PA 19004	insurance policies (see Schedule B)

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
PMT Partners V LLC c/o The Bell Moore Group Inc 5200 Park Road Charlotte, NC 28209	lease of premises located at 11108 South Tryon Street, Charlotte NC
Poinsett Realty Fund 46 LLC Attn: Ted Smith PO Box 27109 Greenville, SC 29616	lease of premises located at 1440 Pelham Road, Greenville SC
Puget Sound Leasing Co Inc PO Box 1295 Issaquah, WA 98027	Equipment leases
RBR Properties Inc PO Box 1484 Cornelius, NC 28031	lease of premises located at 20420 Catawba Avenue, Cornelius NC
Red Line Development LLC PO Box 4508 Mooresville, NC 28117	lease of premises located at 1212 Magnolia Villiage Way, Leland NC
Reliable Tank Line LLC PO Box 2736 Winston Salem, NC 27102-2736	lease of premises located at 420 Jonestown Road, Units Q, R, and S, Winston-Salem NC
Rembrandt Way LLC 8101 Prentice Avenue Ste 510 Greenwood Village, CO 80111	lease of premises located at 10400 E Independence Blvd Ste 100, Charlotte NC
Reynolda Commons LP c/o Ivon D. Rohrer, Jr. 1701 East 3rd St. Charlotte, NC 28204	lease of premises located at 3576 Yadkinville Rd Suite 16, Reynolda Commons Center, Winston-Salem, NC
Rhyno Direct Distribution LLC 430 East 36th Street Charlotte, NC 28205	lease of premises located 430 East 36th Street, Charlotte NC (warehouse)
Sampson Stec Properties SC LLC PO Box 4508 Mooresville, NC 28117	lease of premises located at 3150 Wade Hampton Blvd, Taylors SC
Sampson Stec Statesville LLC PO Box 4508 Mooresville, NC 28117	lease of premises located at 935 Crossroads Drive, Statesville NC
Scale Finance LLC PO Box 110404 Durham, NC 27709	CFO Services Agreement; Financial Advisory Services Agreement

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Shackleford-Bunn Development Co Inc c/o Kevin L. Bunn 1025 Ridge Drive Clayton, NC 27520	lease of premises located at 11694 US Highway 70 West, Clayton NC 27520
Shackleford-Bunn Development Co LLC c/o Kevin L. Bunn 1025 Ridge Drive Clayton, NC 27520	lease of premises located at 908 W Williams Street, Apex NC
Southstar Holdings - Rock Hill LLC c/o Jeffrey D. Mathis 1901 Roxborough Rd., Ste. 405 Charlotte, NC 28211	lease of premises located at 726 Cherry Road, Rock Hill SC 29732
Sovereign/Macrolease	equipment lease
TCF Equipment Finance Inc 11100 Sayzata Blvd Ste 801 Hopkins, MN 55305	equipment leases (Winston-Salem)
TG Lanford Properties/Terry G Lanford PO Box 366 Woodruff, SC 29388	lease of premises located at 1440 Pelham Road, Greenville SC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-028 equipment located at 3474 Robinhood Road, Winston-Salem NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-029 equipment located at 34784 Robinhood Rd, Winston-Salem NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-030 equipment located at 3474 Robinhood Road, Winston-Salem NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-031 equipment located at 3474 Robinhood Rd, Winston-Salem NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-033 equipment located at 6150 Falls of Neuse Road, Raleigh NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-034 equipment located at 20420 West Cornelius road, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-035 equipment located at 301 Depot Street, Davidson NC

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-036 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-037 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-039 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-040 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-041 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-042 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-043 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-044 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-045 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-046 equipment located at 20310 Setton Park Road, Cornelius NC 28031
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-047 equipment located at 20310 Setton Park Road, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-048 equipment located at 20310 Setton Park Road, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-049 equipment located at 20310 Setton Park Road, Davidson NC

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-050 equipment located at 20310 Setton Park Road, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-051 equipment located at 7331 Knightdale Blvd, Knightdale NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-052 equipment located at 7132 Knightdale Blvd, Knightdale NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-053 equipment located at 7132 Knightdale Blvd, Knightdale NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-054 equipment located at 7132 Knightdale Blvd, Knightdale NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-055 equipment located at 20310 Setton Park Rd, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-056 equipment located at 20310 Setton Park Rd, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-057 equipment located at 20310 Setton Park Rd, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-058 equipment located at 20310 Setton Park Rd, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-059 equipment located at 20310 Setton Park Rd, Cornelius NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-026 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-027 equipment located at 301 Depot Street, Davidson NC
The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256	#1429-038 equipment located at 301 Depot Street, Davidson NC

In re Fitness Management Group, Inc., Case No. _____
Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
The Markets at Cedar Ridge LLC PO Box 1943 Athens, GA 30603	lease of premises located at 7520 South Tryon Street, Charlotte NC
Titan Fitness North Carolina ATTN: A.J. Mushtaq 8200 Greensboro Drive, Ste 900 West Mclean, VA 22103	Service Fee Agreement
Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701	lease of premises located at 257 South Elliot Road, Village Plaza, Chapel Hill NC

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Capital Fitness LLC c/o The Merchury Group LLC 29 Crowningway Drive Asheville, NC 28804	Macrolease International (All Points) 1 West Ames Court Plainview, NY 11803
Capital Health Clubs, LLC 15809 Brookway Drive Ste 400 Huntersville, NC 28078	Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701
Charles LeMaster 109 Rob's School Road North Augusta, SC 29841	B & N Properties LLC c/o Smith Moore Leatherwood LLP PO Box 87 Greenville, SC 29602
Chris Zoubek Lindsey Sheets Zoubek	Bowling Ventures Inc c/o Real Estate Associates Inc PO Box 52328 Durham, NC 27717-2328
Fitness Edge	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Fitness Edge LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Fitness Equipment Exchange	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Fitness Equipment Exchange	Lyon Financial Services, Inc. 1310 Madrid St., Ste. 100 Marshall, MN 56258
Fitness Equipment Exchange	OFC Capital Corporation 576 Colonial Park Drive Ste 200 Roswell, GA 30075
Fitness Equipment Exchange	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Fitness Equipment Exchange	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442
Fitness Equipment Exchange	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442
Fitness Equipment Exchange	TCF Equipment Finance Inc 11100 Sayzata Blvd Ste 801 Hopkins, MN 55305
FM System LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Frederick M Whitmeyer 29 Crowingway Drive Asheville, NC 28804-3707	Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701
Frederick M Whitmeyer 1117 Baslow Brook Court Raleigh, NC 27614	Mercury Capital c/o Empire Properties 133 Fayetteville St 6th Floor Raleigh, NC 27601
Frederick M Whitmeyer Jr 1417 Arcadia Street Durham, NC 27701	Macrolease International (All Points) 1 West Ames Court Plainview, NY 11803
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 1560 W Fountainhead Parkway Tempe, AZ 82582

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group\Equipment Financing 1540 W Fountainhead Parkway Tempe, AZ 82582
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	Clear Springs Plaza LLC c/o Madison Asset Management LLC PO Box 7932 Fort Lauderdale, FL 33338

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
GGCK Inc 15806 Brookway Drive Ste 400 Huntersville, NC 28078	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
GGCK, Inc	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
J Cliff Hall 101 Corporate Parkway Aiken, SC 29803	B & N Properties LLC c/o Smith Moore Leatherwood LLP PO Box 87 Greenville, SC 29602
Jason Douglas 12217 The Gates Drive Raleigh, NC 27613	Macrolease International (All Points) 1 West Ames Court Plainview, NY 11803
Jason Douglas 12217 The Gates Drive Raleigh, NC 27613	Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701
Jeff Harley	Robert Hanley
Jeff Harley 17030 Winged Thistle Court Davidson, NC 28036	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jeff Harley	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Harley	Harris Teeter Inc PO Box 601246 Charlotte, NC 28260
Jeff Harley	Southstar Holdings - Rock Hill LLC c/o Jeffrey D. Mathis 1901 Roxborough Rd., Ste. 405 Charlotte, NC 28211
Jeff Harley	FM Systems LLC
Jeff Harley PO Box 2220 Davidson, NC 28036	Robert Hanley Barbara Hanley 521 Ocean Avenue Avon-By-The-Sea, NJ
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Macrolease International (All Points) 1 West Ames Court Plainview, NY 11803
Jeff Stec 15809 Brookway Drive Ste 400 Huntersville, NC 28078	Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	B & N Properties LLC c/o Smith Moore Leatherwood LLP PO Box 87 Greenville, SC 29602
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	OFC Capital Corporation 576 Colonial Park Drive Ste 200 Roswell, GA 30075
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	TCF Equipment Finance Inc 11100 Sayzata Blvd Ste 801 Hopkins, MN 55305
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Colonial Properties Trust c/o DRA CLP Esplanade LP PO Box 934643 Atlanta, GA 30310
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Southern Community Bank and Trust PO Box 569200 Dallas, TX 75356
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Community One Bank PO Box 2328 Hickory, NC 28603
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Capital Health Clubs LLC 15806 Brookway Drive Ste 400 Huntersville, NC 28078
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Kerse Kargo LLC 1025 Ridge Drive Clayton, NC 27520
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Jason Douglas 12217 The Gates Drive Raleigh, NC 27614-7321
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The Mercury Group c/o Frederick M. Whitmeyer, Jr. 29 Crowningway Drive Asheville, NC 28804
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 1560 W Fountainhead Parkway Tempe, AZ 82582
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group\Equipment Financing 1540 W Fountainhead Parkway Tempe, AZ 82582
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Direct Capital/First Lease 155 Commerce Way Portsmouth, NH 03801
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Boulevard Investment Properties LLC 1515 Highway 54 Suite 110 Durham, NC 27707
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Shackleford-Bunn Development Co LLC c/o Kevin L. Bunn 1025 Ridge Drive Clayton, NC 27520
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	The Markets at Cedar Ridge LLC PO Box 1943 Athens, GA 30603
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Shackleford-Bunn Development Co Inc c/o Kevin L. Bunn 1025 Ridge Drive Clayton, NC 27520

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Car Fuquay Crossing LLC c/o 1st Carolina Properties 523 Keisler Drive #202 Cary, NC 27511
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Harris Teeter Inc PO Box 601246 Charlotte, NC 28260
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Reliable Tank Line LLC PO Box 2736 Winston Salem, NC 27102-2736
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	RBR Properties Inc Richard Henry Blood Jr Bonita H Blood PO Box 1484 Cornelius, NC 28031
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Matthews Center LP 2450 NE Miami Gardens Drive Ste 101 North Miami Beach, FL 33180
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Morehead Square Associates LLC c/o Prudential Real Estate Investors 8 Campus Drive 4th Floor Parsippany, NJ 07054
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	CPG Finance I LLC Simon Property Group PO Box 822053 Philadelphia, PA 19182-2053
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Harris Teeter Inc PO Box 601246 Charlotte, NC 28260
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Southstar Holdings - Rock Hill LLC c/o Jeffrey D. Mathis 1901 Roxborough Rd., Ste. 405 Charlotte, NC 28211
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	PMT Partners V LLC c/o The Bell Moore Group Inc 5200 Park Road Charlotte, NC 28209
Jeff Stec 185 Atlantic Way Mooresville, NC 28117	Reynolda Commons LP c/o Ivon D. Rohrer, Jr. 1701 East 3rd St. Charlotte, NC 28204

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	FM Systems LLC
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooreville, NC 28117
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Rembrandt Way LLC 8101 Prentice Avenue Ste 510 Greenwood Village, CO 80111
Jeff Stec	Titan Fitness North Carolina ATTN: A.J. Mushtaq 8200 Greensboro Drive, Ste 900 West Mclean, VA 22103
Jeff Stec 185 Atlantic Way Mooreville, NC 28117	Joe Mann Builders LLC 224 Foster Avenue Charlotte, NC 28203
Ken Hanley	Robert Hanley
Melissa Stec	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442
Melissa Stec	TCF Equipment Finance Inc 11100 Sayzata Blvd Ste 801 Hopkins, MN 55305
Melissa Stec	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442
Melissa Stec	Allstate Capital LLC/Pugent Sound 658 S Military Trail Deerfield Beach, FL 33442
Melissa Stec	Colonial Properties Trust c/o DRA CLP Esplanade LP PO Box 934643 Atlanta, GA 30310
Melissa Stec	Boulevard Investment Properties LLC 1515 Highway 54 Suite 110 Durham, NC 27707
Melissa Stec	Harris Teeter Inc PO Box 601246 Charlotte, NC 28260

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Melissa Stec	Reliable Tank Line LLC PO Box 2736 Winston Salem, NC 27102-2736
Melissa Stec	Harris Teeter Inc PO Box 601246 Charlotte, NC 28260
Melissa Stec	Southstar Holdings - Rock Hill LLC c/o Jeffrey D. Mathis 1901 Roxborough Rd., Ste. 405 Charlotte, NC 28211
Melissa Stec	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	Macrolease International (All Points) 1 West Ames Court Plainview, NY 11803
Peak Capital Holdings LLC 15809 Brookway Drive Suite 400 Huntersville, NC 28078	Triangle V II LP 212 W Main Street Ste 300 Durham, NC 27701
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	Capital Health Clubs LLC 15806 Brookway Drive Ste 400 Huntersville, NC 28078
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	The Mercury Group c/o Frederick M. Whitmeyer, Jr. 29 Crowningway Drive Asheville, NC 28804
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	Macrolease International Corporation 1 West Ames Court Plainview, NY 11803
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	Irwin Commercial Finance PO Box 6214 Indianapolis, IN 46206-6214
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	Key Equipment Finance 1000 S. McCaslin Blvd Louisville, CO 80027
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	Macrolease International Corporation 1 West Ames Court Plainview, NY 11803

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	Sovereign/Macrolease 1 West Ames Court, Ste. 101 Plainview, NY 11803
Peak Capital Holdings LLC 15806 Brookway Drive Suite 400 Huntersville, NC 28078	CPG Finance I LLC Simon Property Group PO Box 822053 Philadelphia, PA 19182-2053
Peak Equipment Exchange LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness Apex	BB&T 02
Peak Fitness Apex	Shackleford-Bunn Development Co LLC c/o Kevin L. Bunn 1025 Ridge Drive Clayton, NC 27520
Peak Fitness Cedar Ridge LLC	The Markets at Cedar Ridge LLC PO Box 1943 Athens, GA 30603
Peak Fitness Clayton	Capital One
Peak Fitness Clayton	Capital One
Peak Fitness Clayton	Four Oaks Bank POB 309 Four Oaks, NC 27524
Peak Fitness Clayton	Key Equipment Finance 1000 S. McCaslin Blvd. ☐☐ Louisville, CO 80027
Peak Fitness Clayton	Key Equipment Finance 1000 S. McCaslin Blvd Louisville, CO 80027
Peak Fitness Clayton	Macrolease International Corporation 1 West Ames Court Plainview, NY 11803
Peak Fitness Clayton LLC	Kerse Kargo LLC 1025 Ridge Drive Clayton, NC 27520
Peak Fitness Clayton LLC	Shackleford-Bunn Development Co Inc c/o Kevin L. Bunn 1025 Ridge Drive Clayton, NC 27520

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peak Fitness Clemmons	Clementine Properties LLC PO Box 4508 Mooresville, NC 28117
Peak Fitness CP	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness CP LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness Fuquay Varina LLC	Car Fuquay Crossing LLC c/o 1st Carolina Properties 523 Keisler Drive #202 Cary, NC 27511
Peak Fitness Greensboro LLC	Harris Teeter Inc PO Box 601246 Charlotte, NC 28260
Peak Fitness Greenville	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness Greenville LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness Holdings	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness Holdings Inc	Five Star Development c/o Sterling Accounting PO Box 1370 Cary, NC 27512
Peak Fitness Holdings LLC	Sampson Stec Statesville PO Box 4508 Mooresville, NC 28117

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peak Fitness Holdings LLC	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness Holdings LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness II	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness II	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Peak Fitness II LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness III	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness III	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Peak Fitness III LLC	Matthews Center LP 2450 NE Miami Gardens Drive Ste 101 North Miami Beach, FL 33180
Peak Fitness III LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness IV	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peak Fitness IV	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Peak Fitness IV LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness Jonestown LLC	Reliable Tank Line LLC PO Box 2736 Winston Salem, NC 27102-2736
Peak Fitness Knightsdale LLC	Knightsdale Crossings LLC c/o Income Properties of Raleigh Inc 1049 Dresser Court Raleigh, NC 27609
Peak Fitness Lake Norman	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness Lake Norman LLC	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Peak Fitness Lake Norman LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness Leland LLC	Red Line Holdings LLC PO Box 4508 Mooresville, NC 28117
Peak Fitness LLC	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness LLC	E L Morrison Lumber Co Inc PO Box 145 Concord, NC 28026-0145
Peak Fitness LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peak Fitness LLC	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Peak Fitness LN2 LLC	RBR Properties Inc Richard Henry Blood Jr Bonita H Blood PO Box 1484 Cornelius, NC 28031
Peak Fitness LN2 LLC	CV Bk a Division of First National Bank & Trust Company 14 Williamson Road Mooresville, NC 28117
Peak Fitness LNS	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness Morehead	Morehead Square Associates LLC c/o Prudential Real Estate Investors 8 Campus Drive 4th Floor Parsippany, NJ 07054
Peak Fitness Morehead LLC	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Peak Fitness Peachwood	Up State Athletic Clubs Inc c/o C Roland Jones Esq Jones & Hendrix P A 50 Applewood Lane Spartanburg, SC 29307
Peak Fitness Pineville	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness Pineville NC	Countryside Associates 1241 E Morehead Street Ste 201 Charlotte, NC 28204-2937
Peak Fitness Steele Creek LLC	PMT Partners V LLC c/o The Bell Moore Group Inc 5200 Park Road Charlotte, NC 28209

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peak Fitness University	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness V	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness V	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Peak Fitness V LLC	Colonial Properties Trust c/o DRA CLP Esplanade LP PO Box 934643 Atlanta, GA 30310
Peak Fitness VI	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness VI LLC	Arboretum Office #2 LLC c/o Childress Kline Properties 301 South College Street Ste 2800 Charlotte, NC 28202-6021
Peak Fitness VI LLC	Bank of the Carolinas Concord Branch 600 Penny Lane Concord, NC 28025
Peak Fitness Wade Hampton LLC	Sampson Stec Properties SC LLC PO Box 4508 Mooresville, NC 28117
Peak Fitness Winston-Salem	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256

In re **Fitness Management Group, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 1540 W Fountainhead Parkway Tempe, AZ 82582
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Peak Fitness Winston-Salem	The CIT Group/Equipment Financing 10201 Centurion Parkway North Jacksonville, FL 32256
Peak Fitness Winston-Salem	Harris Teeter Inc PO Box 601246 Charlotte, NC 28260
Peak Fitness X LLC	Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674
Peak Fitness X LLC	Best Buy Stores LP 5239 Paysphere Circle Chicago, IL 60674
Peak Fitness XI LLC	Boulevard Investment Properties LLC 1515 Highway 54 Suite 110 Durham, NC 27707
Peak Performance Training	Summit Fitness Crown Point Inc c/o Jane Adkins Summit Fitness Inc 1341 East Morehead Street Ste 201 Charlotte, NC 28204

In re Fitness Management Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Peak PL Holdings LLC	Circuit City Stores Inc
Rascal Holdings, Inc.	Titan Fitness North Carolina ATTN: A.J. Mushtaq 8200 Greensboro Drive, Ste 900 West Mclean, VA 22103
Suzanne S Whitmeyer 1117 Baslow Brook Court Raleigh, NC 27614	Mercury Capital c/o Empire Properties 133 Fayetteville St 6th Floor Raleigh, NC 27601
Suzanne Whitmeyer 1710 Pineview Street Raleigh, NC 27608	Macrolease International (All Points) 1 West Ames Court Plainview, NY 11803
The Mercury Group LLP 29 Crowningway Drive Asheville, NC 28804	Macrolease International (All Points) 1 West Ames Court Plainview, NY 11803
Upstate Athletic Clubs Inc	B & N Properties LLC c/o Smith Moore Leatherwood LLP PO Box 87 Greenville, SC 29602
Xcel Epress Rock Hill LLC	Southstar Holdings - Rock Hill LLC c/o Jeffrey D. Mathis 1901 Roxborough Rd., Ste. 405 Charlotte, NC 28211

**United States Bankruptcy Court
Western District**

In re **Fitness Management Group, Inc.**
Debtor(s)

Case No. _____
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **192** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **July 10, 2009**

Signature **/s/ Jeff Stec**
Jeff Stec
President

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.

**United States Bankruptcy Court
Western District**

In re **Fitness Management Group, Inc.**
Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Rascal Holdings Inc 13347 South Point Blvd. Suite 190 Charlotte, NC 28273	common	100,000	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **July 10, 2009**

Signature **/s/ Jeff Stec**
Jeff Stec
President

*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.*

**United States Bankruptcy Court
Western District**

In re **Fitness Management Group, Inc.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **July 10, 2009**

/s/ Jeff Stec

Jeff Stec/President

Signer/Title

The Monin Agency
POB 470507
Charlotte, NC 28226

1st Pane Glass Repair
1315 Cherry Road
Rock Hill, SC 29732

A & H Glass and Mirror LLC
6150-B Brookshire Blvd
Charlotte, NC 28216

A-24 Hour Door America
4416 Bent Road
Kodak, TN 37764

A1A Locksmith
4441 Six Forks Road Ste 106-305
Raleigh, NC 27609

Aaron Grenier
122 Caroline Street
Spartanburg, SC 29303

Aaron-Elliott Locksmiths Inc
301 @ 8th Street
Winston Salem, NC 27101-1404

ABC Financial Services Inc
8320 Highway 107
Sherwood, AR 72124

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Peak Fitness Holdings

Peak Fitness Holdings Inc

Peak Fitness Holdings LLC

Peak Fitness II

Peak Fitness II LLC

Peak Fitness III

Peak Fitness III LLC

Peak Fitness IV

Peak Fitness IV LLC

Peak Fitness Jonestown LLC

Peak Fitness Knightsdale LLC

Peak Fitness Lake Norman

Peak Fitness Lake Norman LLC

Peak Fitness Leland LLC

Peak Fitness LLC

Peak Fitness LN2 LLC

Peak Fitness LNS

Peak Fitness Morehead

Peak Fitness Morehead LLC

Peak Fitness Peachwood

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Total Fitness N'Nutrition
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Fuquay Varina, NC 27526

Town of Harrisburg
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Harrisburg, NC 28075-0100

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Kernersville, NC 27284

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PO Box 8830
Chapel Hill, NC 27515

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Jones & Hendrix P A
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UPS
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Philadelphia, PA 19170-0001

Upstate Athletic Clubs Inc

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US Department of Justice
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Charlotte, NC 28202

US Bancorp
PO Box 580337
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Suites A & B
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Valassis Direct Mail
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Windsor, CT 06095

Van Preston Electric Inc
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Verizon South
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Versatile Electric Service 1
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Victory Press
114 Eastbend Court Suite 4
Mooresville, NC 28117

Village Printing
PO Box 1750
Clemmons, NC 27012

Villager Voice Magazine
2513 Neudorf Drive
Clemmons, NC 27012

Virginia Whitley
1104 Silvershire Way
Knightdale, NC 27545

Wake County Revenue Dept
PO Box 96084
Charlotte, NC 28296-0084

Walgreens
PO Box 90484
Chicago, IL 60696-0484

Waste Industries
PO Box 580495
Charlotte, NC 28258-0495

Waste Management
390 Innovation Way
Wellford, SC 29385

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Waste Management/Gastonia
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Louisville, KY 40290-1054

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WCMC-FM
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Atlanta, GA 30348-5521

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Greensboro, NC 27406

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PO Box 246
Montrose, NY 10548

Worldwide Travel Center
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Deerfield Beach, FL 33442

WTHZ/HITZ 94
200 Radio Drive
Lexington, NC 27292

WTPT-FM
25 Garlington Road
Greenville, SC 29615

Xcel Epress Rock Hill LLC

Yellow Book USA
PO Box 588
Newark, NJ 07101-0588

York County Natural Gas Authority
PO Box 11907
Rock Hill, SC 29731-1907

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Raleigh, NC 27622

Yow Fox & Mann LLP
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Wilmington, NC 28401

Yvonne Simms

Zee Medical
PO Box 18008
Greensboro, NC 27419-8008

Zions Credit Corporation
POB 3954
Salt Lake City, UT 84110

**United States Bankruptcy Court
Western District**

In re **Fitness Management Group, Inc.**

Debtor(s)

Case No. _____

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Fitness Management Group, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Rascal Holdings Inc
13347 South Point Blvd.
Suite 190
Charlotte, NC 28273

None [*Check if applicable*]

July 10, 2009

Date

/s/ James H. Henderson

James H. Henderson 13536

Signature of Attorney or Litigant

Counsel for **Fitness Management Group, Inc.**

James H. Henderson, P.C.

1201 Harding Place

Charlotte, NC 28204

704.333.3444 Fax:704.333.5003

henderson@title11.com

**United States Bankruptcy Court
Western District**

In re **Fitness Management Group, Inc.**

Debtor(s)

Case No. _____

Chapter **11**

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Jeff Stec**, declare under penalty of perjury that I am the **President** of **Fitness Management Group, Inc.**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the __ day of __, 20__.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Jeff Stec**, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Jeff Stec**, **President** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Jeff Stec**, **President** of this Corporation is authorized and directed to employ **James H. Henderson 13536**, attorney and the law firm of **James H. Henderson, P.C.** to represent the corporation in such bankruptcy case."

Date **July 10, 2009**

Signed _____

Jeff Stec, President

Resolution of Board of Directors
of
Fitness Management Group, Inc.

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Jeff Stec, Managing Member** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Jeff Stec, Managing Member** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Jeff Stec, Managing Member** of this Corporation is authorized and directed to employ **James H. Henderson 13536**, attorney and the law firm of **James H. Henderson, P.C.** to represent the corporation in such bankruptcy case.

Date July 10, 2009

Signed _____

Date July 10, 2009

Signed _____