

UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE

In re

**24 HOUR FITNESS WORLDWIDE, INC., et al.,

Debtors.**

**Chapter 11 Case Nos.: 20-11558 (KBO)
Through 20-11568 (KBO)
(Jointly Administered)**

**NOTICE OF DEADLINES TO FILE PROOFS OF CLAIM
AND REQUESTS FOR PAYMENT OF ADMINISTRATIVE CLAIMS**

TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF THE FOLLOWING DEBTOR ENTITIES:

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
24 Hour Fitness Worldwide, Inc.	20-11558	94-3215690
24 Hour Holdings II LLC	20-11559	N/A
24 Hour Fitness United States, Inc.	20-11560	94-3358376
24 Hour Fitness USA, Inc.	20-11561	94-3358891
24 Hour Fitness Holdings LLC	20-11562	47-2418902
24 San Francisco LLC	20-11563	47-2423542
24 New York LLC	20-11564	47-2487033
24 Denver LLC	20-11565	47-2496644
RS FIT Holdings LLC	20-11566	47-5293064
RS FIT CA LLC	20-11567	47-5427007
RS FIT NW LLC	20-11568	47-5439372

OTHER NAMES USED BY THE DEBTORS IN THE PAST 8 YEARS:

24 Hour Fitness BFit BFit Gyms 24 Hour Fitness 24 HOUR FITNESS	24 Hour Fitness: Shaq Clubs Re:Fresh, A Day Spa 24 Hour Fitness Centers Apex Fitness Two 4 One, LLC
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<u>Attorneys for Debtors</u> Laura Davis Jones (No. 2436) Timothy P. Cairns (No. 4228) Peter J. Keane (No. 5503) PACHULSKI STANG ZIEHL & JONES LLP 919 North Market Street, 17th Floor Wilmington, Delaware 19801 Telephone: (302) 652-4100 Facsimile: (302) 652-4400	<u>Attorneys for Debtors</u> Ray C. Schrock, P.C. Ryan Preston Dahl Kevin Bostel WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007
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Address of the Clerk of the Bankruptcy Court
Clerk of the United States Bankruptcy Court,
824 Market Street North, 3rd Floor, Wilmington, DE 19801
Telephone: 302-252-2900
Hours Open: 8:00 a.m.–4:00 p.m. Monday–Friday

PLEASE TAKE NOTICE THAT:

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

On June 15, 2020 (the “**Petition Date**”), 24 Hour Fitness Worldwide, Inc., and certain of its debtor affiliates, as debtors and debtors in possession, (collectively, the “**Debtors**”), filed voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”).

On August 24, 2020, the Bankruptcy Court, having jurisdiction over the chapter 11 cases of the Debtors, entered an order (the “**Bar Date Order**”) establishing the following Bar Dates:

(i) **October 2, 2020 at 5:00 p.m. (Prevailing Eastern Time)** as the deadline for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts, but not including any governmental units (as defined in section 101(27) of the Bankruptcy Code) (“**Governmental Units**”), to file a proof of claim (each, a “**Proof of Claim**”) in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code against any of the Debtors (the “**General Bar Date**”), unless otherwise provided herein;

(ii) **December 12, 2020 at 5:00 p.m. (Prevailing Eastern Time)** as the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim against any of the Debtors (the “**Governmental Bar Date**”);

(iii) **October 2, 2020 at 5:00 p.m. (Prevailing Eastern Time)** (the “**Administrative Claims Bar Date**”) as the deadline for each person or entity that asserts a request for payment of administrative claims arising between the Petition Date and September 4, 2020 (the “**Administrative Claims Deadline**”), excluding (i) claims for professional fees and expenses in these proceedings and (ii) claims asserting administrative priority and arising in the ordinary course of business after the Petition Date, including, for the avoidance of doubt, claims on account of post-petition obligations under unexpired leases of nonresidential real property (the “**Administrative Claims**”), to file a request for payment of such Administrative Claims (the “**Administrative Claims Bar Date**”);

(iv) **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is thirty (30) days from the date on which the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules (as defined herein)** as the deadline by which claimants holding claims affected by such filing, amendment, or supplement must file Proofs of Claim with respect to such claim (the “**Amended Schedules Bar Date**”); and

(v) **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m. (Prevailing Eastern Time) on the date that is thirty (30) days following service of an order approving rejection of any executory contract or unexpired lease of the Debtors** as the deadline by which claimants asserting claims resulting from the Debtors’ rejection of an executory contract or unexpired lease must file Proofs of Claim for damages arising from such rejection¹ (the “**Rejection Damages Bar Date**,” and, collectively with the General Bar Date, the Governmental Bar Date, the Administrative Claims Bar Date, and the Amended Schedules Bar Date, the “**Bar Dates**”).

¹ Provided that, notwithstanding the foregoing, a party to an executory contract or unexpired lease who asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date, unless an exception identified in the Bar Date Order applies.

You may be a creditor of one or more of the debtors.

If you have any questions relating to this Notice, please feel free to contact Prime Clerk LLC (“Prime Clerk”) at (877) 606-3612 (toll free) or (949) 635-4482 (international) or by e-mail at 24hourfitnessinfo@PrimeClerk.com.

NOTE: The staff of the Bankruptcy Clerk’s Office, the Office of the United States Trustee, and the Debtors’ Claims and Noticing Agent cannot give legal advice.

INSTRUCTIONS:

1. WHO MUST FILE A PROOF OF CLAIM OR AN ADMINISTRATIVE CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors arising prior to the Petition Date **MUST** file Proofs of Claim or requests for payment of Administrative Claims arising prior to the Administrative Claim Deadline on or before the applicable Bar Date:

- a. any person or entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules or is listed as “contingent,” “unliquidated,” or “disputed,” if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any person or entity that believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any person or entity that believes that any prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than the Debtor identified in the Schedules;
- d. any person or entity that believes that its claim against a Debtor is or may be an Administrative Claim that arises between the Petition Date and the Administrative Claims Deadline, excluding (i) claims for professional fees and expenses in these proceedings and (ii) claims asserting administrative priority and arising in the ordinary course of business after the Petition Date; and
- e. any person or entity that believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “**claim**” means (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, and priority claims.

Pursuant to section 101(15) of the Bankruptcy Code and as used in this Notice, the term “**entity**” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, and governmental units. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

2. WHO NEED NOT FILE A PROOF OF CLAIM OR AN ADMINISTRATIVE CLAIM

Persons or entities who hold the following claims or interests, which otherwise would be subject to a Bar Date, shall not be required to file any Proofs of Claim or requests for payment of Administrative Claims arising prior to the Administrative Claims Deadline on account of such claims or interests:

- a. any claim listed on the Schedules filed by the Debtors; provided, that (i) the claim is not listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules, and (iii) the person or entity does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- b. any claim as to which the holder already has filed a signed Proof of Claim with Prime Clerk against the respective Debtor(s) with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form or the Official Bankruptcy Form No. 410 (the “**Official Form 410**”), and has otherwise complied with the Procedures;
- c. any claim that has been allowed by order of this Court entered on or before the applicable Bar Date;
- d. any claim that has been paid in full or will be paid in full in accordance with the Bankruptcy Code or an order of this Court;
- e. any claim for which a separate deadline has been fixed by an order of this Court entered on or before the applicable Bar Date;
- f. any equity interest in the Debtors, which interest exclusively is based upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim or an Administrative Claim, as applicable, must be filed on or before the applicable Bar Date pursuant to the Procedures set forth herein;
- g. a claim held by a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided, that a current employee must submit a Proof of Claim by the applicable Bar Date for all other claims arising before the Petition Date, including, but not limited to, claims with respect to the Debtors’ non-qualified deferred compensation plan or for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- h. any claim based on indemnification, contribution, or reimbursement of a current or former officer, director, or employee of any of the Debtors;
- i. any claim that is solely against any of the Debtors’ non-Debtor affiliates;
- j. any claim held by a Debtor or non-Debtor subsidiary or affiliate against another Debtor;
- k. any Administrative Claim asserted by a counterparty to a lease of nonresidential real property for a cure amount in connection with an objection to the assumption and assignment of a lease by the Debtors; provided, that any counterparty that previously asserted unliquidated cure amount that has become liquidated or that seeks to assert

amounts accrued subsequent to the filing of the cure objection must file a Proof of Claim asserting an Administrative Claim for such additional amount;

- l. any Administrative Claim for professional fees and expenses for which (i)(a) such person or entity has been retained by an express order of the Court pursuant to section 327, 328, 363 or 1103 of the Bankruptcy Code and (b) such person or entity is seeking compensation for such services through filed monthly fee statements and applications in accordance with the Interim Compensation Order,² the Ordinary Course Professionals Order,³ or any other order of this Court authorizing certain compensation procedures for ordinary course professionals or through similar reporting mechanisms; or (ii) such person or entity is being compensated pursuant to the DIP Orders;⁴
- m. any claim allowable under section 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense that arose after the Administrative Claims Deadline;
- n. any claim asserting administrative priority and arising in the ordinary course of business after the Petition Date (but not, for the avoidance of doubt, claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code);
- o. any claims incurred but not reported under the Debtors' self-funded healthcare plans;
- p. any fees payable to the Clerk of the Court or Office of the U.S. Trustee pursuant to 28 U.S.C. § 1930;
- q. any claim asserting administrative priority pursuant to section 503(b)(3)(D) of the Bankruptcy Code; and
- r. any claim held by the DIP Secured Parties⁵ on account of claims arising under the DIP Documents, the Prepetition Secured Parties on account of claims arising under the Prepetition Loan Documents or the prepetition noteholders on account of claims arising under the Prepetition Senior Notes.

The fact that you have received this notice does not mean that you have claim or that the Debtors or the Court believe that you have a claim against the Debtors. You should not file a Proof of Claim or Administrative Claim if you do not have a claim or Administrative Claim against any of the Debtors.

² See Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief [D.I. 544] (the “**Interim Compensation Order**”).

³ See Order (I) Authorizing Debtors to Employ Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [D.I. 545] (the “**Ordinary Course Professionals Order**”).

⁴ See Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief and Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying Automatic Stay, and (VI) Granting Related Relief [D.I. 136, 652] (together, the “**DIP Orders**”).

⁵ Capitalized terms used but not defined in this paragraph shall have the meanings set forth in the DIP Orders.

3. INSTRUCTIONS FOR FILING PROOFS OF CLAIM AND ADMINISTRATIVE CLAIMS

Except as otherwise set forth herein, each entity that asserts a claim against the Debtors that arose before the Petition Date **MUST** file a Proof of Claim. Except as otherwise set forth herein, each entity that asserts an Administrative Claim against the Debtors that arose after the Petition Date and prior to the Administrative Claim Deadline **MUST** file a request for payment of the Administrative Claim.

The following procedures with respect to preparing and filing of Proofs of Claim and of requests for payment of Administrative Claims will apply:

- a. Proofs of Claim must substantially conform to the attached Proof of Claim Form or Official Form No. 410;
- b. Proofs of Claim and requests for payment of Administrative Claims must (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) specify by name and case number the Debtor against which the claim is filed; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury;
- c. If a claimant asserts a claim against more than one Debtor or has claims against different Debtors, the claimant must file a separate Proof of Claim or a request for payment of an Administrative Claim, as applicable, against each Debtor;
- d. Proofs of Claim and requests for payment of Administrative Claims must be filed (i) electronically through the website of the Debtors' claims and noticing agent, Prime Clerk, using the interface available on such website located at <https://restructuring.primeclerk.com/24hourfitness/> under the link entitled "Submit a Claim" (the "**Electronic Filing System**") or (ii) by delivering the original Proof of Claim form by hand, or mailing the original Proof of Claim form, on or before the applicable Bar Date as follows:

If by first class mail:

24 Hour Fitness Claims Processing Center
c/o Prime Clerk LLC
Grand Central Station, PO Box 4850
New York, NY 10163-4850

If by overnight courier or hand delivery:

24 Hour Fitness Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232

- e. A Proof of Claim or request for payment of an Administrative Claim shall be deemed timely filed only if it **actually is received** by Prime Clerk LLC as set forth in subparagraph (d) above, in each case, on or before the applicable Bar Date; and
- f. Proofs of Claim or requests for payment of an Administrative Claim sent by facsimile, telecopy, or electronic mail transmission (other than Proofs of Claim filed electronically through the Electronic Filing System) **will not** be accepted.

4. CONSEQUENCES OF FAILURE TO TIMELY FILE A PROOF OF CLAIM OR ADMINISTRATIVE CLAIM BY THE APPLICABLE BAR DATE

Pursuant to the Bar Date Order and Bankruptcy Rule 3003(c)(2), any holder of a claim who is required to timely file a Proof of Claim or an Administrative Claim on or before the applicable Bar Date as provided herein, but fails to do so:

(i) shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution in these chapter 11 cases on account of such claim or Administrative Claim; and

(ii) forever shall be barred, estopped, and enjoined from asserting such claim against each of the Debtors and their property (or filing a Proof of Claim or an Administrative Claim with respect thereto), and each of the Debtors and their respective chapter 11 estates, successors, and property shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim.

5. THE DEBTORS' SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF

You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules"). To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against each Debtor, as listed in the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules and if your claim is not listed in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted (i) on the website established by Prime Clerk for the Debtors' cases at <https://restructuring.primeclerk.com/24hourfitness/> and (ii) on the Court's website at www.deb.uscourts.gov. (A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access the information on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Schedules also may be examined between the hours of 8:00 a.m. and 5:00 p.m. (Prevailing Eastern Time) Monday through Friday at the Office of the Clerk of the Bankruptcy Court, 824 Market ST N, 3rd Floor, Wilmington, DE 19801. Copies of the Debtors' Schedules also may be obtained by written request to the Debtors' claims agent, Prime Clerk, at the address and telephone number set forth below:

24 Hour Fitness Claims Processing Center

c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232]
(877) 606-3612 (toll free)
(949) 635-4482 (international)

In the event that the Debtors amend or supplement their Schedules subsequent to date of entry of the Bar Date Order, the Debtors shall give notice of any amendment or supplement to the holders of claims affected by such amendment or supplement within ten (10) days after filing such amendment or supplement, and such holders must file a Proof of Claim by **the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is thirty (30) days from the date on which the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules, or**

be forever barred from so doing, and such deadline shall be contained in any notice of such amendment or supplement of the Schedules provided to the holders of claims affected thereby.

6. RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' Claims and Noticing Agent directly at: Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, New York 11232; Telephone: (877) 606-3612 (toll free) or (949) 635-4482 (international); or by e-mail at 24hourfitnessinfo@PrimeClerk.com.

A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should file a Proof of Claim.

Dated: Wilmington, Delaware
August 24, 2020

BY ORDER OF THE COURT

Ray C. Schrock, P.C. Ryan Preston Dahl Kevin Bostel WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007	Laura Davis Jones (No. 2436) Timothy P. Cairns (No. 4228) Peter J. Keane (No. 5503) PACHULSKI STANG ZIEHL & JONES LLP 919 North Market Street 17th Floor Wilmington, Delaware 19801 Telephone: (302) 652-4100 Facsimile: (302) 652-4400
ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION	