

**OFFICIAL RULES: TAE BO® FITNESS CHALLENGE WITH BILLY BLANKS®
NON-MEMBER SWEEPSTAKES**

BALLY TOTAL FITNESS ®

NO PURCHASE NECESSARY. VOID WHERE PROHIBITED.

BEGINNING FEBRUARY 4, 2009 AND ENDING MARCH 9, 2009

1. TO ENTER: To enter the TAE BO® FITNESS CHALLENGE WITH BILLY BLANKS® (“Sweepstakes”), eligible non-members can visit any Bally Total Fitness (“Club”) (excluding franchise locations in LA, North FL, & Syracuse/Albany/Binghamton NY), between Wednesday, February 4, 2009 through Monday, March 9, 2009 during Club business hours and activate a free 7 day guest pass (“entrants”). Go to www.ballyfitness.com for club addresses. The eligible entrants will receive 1 automatic entry into the contest.

Eligible entrants may also enter by sending a piece of paper at least 3”x5” large and legibly hand printed with their name, address, day and evening telephone number, along with a self-addressed stamped envelope to: Bally Total Fitness, Billy Blanks® Sweepstakes ATTN: Marketing Dept., 8700 W. Bryn Mawr, 3rd Flr., Chicago, IL 60631. **Entries must be received by March 9, 2009.** Enter as often as you wish. Each mail-in entry must be mailed separately. The Sponsor and its agencies are not responsible for illegible, incomplete, late, lost, damaged, destroyed, delayed, misdirected entries or postage due mail. The Once submitted, entries become the sole property of the Sponsor and will not be acknowledged or returned.

2. DRAWING/ODDS: One Winner from all eligible entries received at the Participating Clubs will be selected in a random drawing by the judges of the Sweepstakes on or about Wednesday, March 11, 2009 at 7:00 p.m. in which 1 winner of the prize described below will be chosen. Sponsor or its designee(s) will select a potential winner for the prize from among all of the eligible entries at the Participating Clubs. Odds of being selected a winner depend upon the total number of eligible entries received.

3. PRIZE: GRAND PRIZE (1): One Winner will receive a workout weekend for two with Tae Bo® creator Billy Blanks® Prize will include double occupancy accommodations for two for 3 days and 2 nights at the Hyatt Westlake Plaza in Westlake Village, CA, April 17-19, 2009 (location subject to change), two Tae Bo® class sessions with Billy Blanks® staff, dinner for two with Billy Blanks, and \$500 (in the form of a check) toward travel. Approximate retail value of Grand Prize is \$950. All travel expenses, personal excursions and miscellaneous taxes are the sole responsibility of the Winner and are not included. Winner is solely responsible for all unspecified expenses and costs which may arise or be connected to taking delivery of, claiming or using the Prize.

4. PRIZE CONDITIONS: Prize consists only of those items specifically listed as part of prize. All unspecified expenses relative to participation in Sweepstakes (including all costs associated with acceptance or possession of the prize) are the sole responsibility of winner. Prizes are not transferable. **If for any reason beyond the Sponsor’s control, the Tae Bo® Fitness Challenge cannot be conducted on the date specified or at intended venue, the Sponsor has the right to reschedule this event for another date and venue, or substitute the prize for a prize of comparable value, due to unavailability of prize (or any portion of prize) for any reason.** Each winner is solely responsible for any state and/or federal taxes on prizes. If a winner cannot accept prize as stated, prize will be forfeited in its entirety and awarded to an alternate winner, time permitting. Limit one prize per person/family/household.

5. GENERAL CONDITIONS: Entrant agrees (a) to these Official Rules and the decisions of the Administrator of the promotion, Sponsor and/or Sponsor’s designees and Promotional Partner, which are final and binding in all respects; (b) to release, indemnify and hold harmless Bally Total Fitness Corporation, Foot Locker Retail, Inc., Sports Profiles Plus and their respective parent companies, affiliates and subsidiaries, their respective advertising and promotion agencies, and all their respective officers, directors, shareholders, agents, representatives and employees (individually and collectively “Releasees”), from any and all liability, losses, damages or injuries whatsoever (whether due to negligence or otherwise) to person(s), including death, or property, arising in whole or in part, from his/her participation in the Sweepstakes or acceptance or possession, use/misuse of the prize, or participation in any Sweepstakes related activity; and (c) acceptance of prize constitutes permission to any Sponsor, Promotional Partner, the Administrator of the promotion and their respective agencies to the use of the winners’ names, pictures, and/or likenesses for advertising, trade or publicity purposes, at any

time or times, in any media now known or hereafter discovered or devised, world wide, and on the Internet and World Wide Web, without notice, review or approval, and any and all rights to said use, without compensation, where legally permitted.

Sponsor is not responsible for any typographical or other errors in the printing, the offering, or the announcement of the rules, the winners, the description of any prize, or in the administration of the promotion.

6. AFFIDAVITS/RELEASES: Grand Prize Winners will be required to complete and sign an Affidavit of Eligibility, a Liability Release and a Publicity Release, where lawful, which must be returned within five (5) days of receipt of prize notification or prize may be forfeited. If prize notification or a prize is returned as undeliverable, or if a winner is found not to be eligible, or in violation of these Official Rules, prize will be forfeited and awarded to an alternate winner, time permitting. **Travel companions of Grand Prize winners must complete and sign a Liability Release and, where lawful, a Publicity Release which must be returned with the above stated Grand Prize winners' documents. If a travel companion is under 18 years of age, parent or legal guardian of travel companion must sign the releases.** Void where prohibited by law.

7. WINNERS LIST: For a list of winners, send a self-addressed, stamped envelope to Profiles/WORKOUT Winners List, 4711 Golf Road, Ste. 900, Skokie, IL 60076, to be received by April 12, 2009.

8. SPONSOR: Bally Total Fitness Corporation, 8700 W. Bryn Mawr, 2nd Flr, Chicago, IL 60631.

9. PROMOTIONAL PARTNER: Foot Locker Retail, Inc., New York, NY 10120.

10. ADMINISTRATOR OF PROMOTION: Sports Profiles Plus, Skokie, IL 60076.

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1. ELIGIBILITY: Entry into the Bally Total Fitness "Billy Blanks ® Tae Bo ® Fitness Challenge Official Rules" Sweepstakes ("Sweepstakes") is open only to Bally Total Fitness ("BTF") members who (a) are legal U.S. residents; (b) joined BTF & are at least 18 prior to 2/4/09; (c) are current on all payments to BTF; ("Member(s)"). Sweepstakes is available at participating BTF locations in NY, NJ, PA, MA, RI, DC, MD, NC, VA, (excluding franchise locations in Syracuse/Albany/Binghamton NY). Go to www.ballyfitness.com for club addresses.

2. ENTRY: Starting Wednesday, February 4, 2009 and ending on Monday, March 9, 2009 at close of business ("Sweepstakes Period"), current members will receive 1 Sweepstakes entry ticket for each guest referral. A current member who refers 1 guest will receive 1 ticket to enter into the Sweepstakes. A current member who refers 2 guests will receive 2 tickets to enter into the Sweepstakes. A current member who refers 3 guests will receive 3 tickets to enter into the Sweepstakes, and so on. In addition, current members will receive 2 Sweepstakes entry tickets for each new member sponsored. Current members who sponsor 1 new member will receive 2 tickets to enter into the Sweepstakes. A current member who sponsors 2 new members will receive 4 tickets to enter into the Sweepstakes. A current member who sponsors 3 new members will receive 6 tickets to enter into the Sweepstakes and so on. All eligible tickets are to be deposited into the

entry box located at the front desk of the Participating Club. BTF is not responsible for incomplete, lost, late, damaged, illegible, misdirected, falsified or forged entries. No mechanically reproduced entries or facsimiles allowed.

3. DRAWING/ODDS: One Winner from all eligible entries received at the Participating Clubs will be selected in a random drawing by the judges of the Sweepstakes on or about Wednesday, March 11, 2009 at 7:00 p.m. in which 1 winner of the prize described below will be chosen. Sponsor or its designee(s) will select a potential winner for the prize from among all of the eligible entries at the Participating Clubs. Odds of being selected a winner depend upon the total number of eligible entries received.

4. PRIZE: GRAND PRIZE (1): One Winner will receive a workout weekend for two with Tae Bo® creator Billy Blanks® Prize will include double occupancy accommodations for two for 3 days and 2 nights at the Hyatt Westlake Plaza in Westlake Village, CA, April 17-19, 2009 (location subject to change), two Tae Bo® class sessions with Billy Blanks® staff, dinner for two with Billy Blanks, and \$500 (in the form of a check) toward travel. Approximate retail value of Grand Prize is \$950. All travel expenses, personal excursions and miscellaneous taxes are the sole responsibility of the Winner and are not included. Winner is solely responsible for all unspecified expenses and costs which may arise or be connected to taking delivery of, claiming or using the Prize.

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8. WINNERS LIST: For a list of winners, send a self-addressed, stamped envelope to Profiles/WORKOUT Winners List, 4711 Golf Road, Ste. 900, Skokie, IL 60076, to be received by April 12, 2009.

9. SPONSOR: Bally Total Fitness Corporation, 8700 W. Bryn Mawr, 2nd Flr, Chicago, IL 60631.

10. PROMOTIONAL PARTNER: Foot Locker Retail, Inc., New York, NY 10120.

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1. ELIGIBILITY: Entry into the Bally Total Fitness "Billy Blanks® Tae Bo® Fitness Challenge Official Rules" Sweepstakes ("Sweepstakes") is open only to Bally Total Fitness ("BTF") members who (a) are legal U.S. residents; (b) joined BTF & are at least 18 prior to 2/4/09; (c) are current on all payments to BTF; ("Member(s)"). Sweepstakes is available at participating BTF locations in CA, AZ, WA, OR. Go to www.ballyfitness.com for club addresses.

2. ENTRY: Starting Wednesday, February 4, 2009 and ending on Monday, March 9, 2009 at close of business ("Sweepstakes Period"), current members will receive 1 Sweepstakes entry ticket for each guest referral. A current member who refers 1 guest will receive 1 ticket to enter into the Sweepstakes. A current member who refers 2 guests will receive 2 tickets to enter into the Sweepstakes. A current member who refers 3 guests will receive 3 tickets to enter into the Sweepstakes, and so on. In addition, current members will receive 2 Sweepstakes entry tickets for each new member sponsored. Current members who sponsor 1 new member will receive 2 tickets to enter into the Sweepstakes. A current member who sponsors 2 new members will receive 4 tickets to enter into the Sweepstakes. A current member who sponsors 3 new members will receive 6 tickets to enter into the Sweepstakes and so on. All eligible tickets are to be deposited into the entry box located at the front desk of the Participating Club. BTF is not responsible for incomplete, lost, late, damaged, illegible, misdirected, falsified or forged entries. No mechanically reproduced entries or facsimiles allowed.

3. DRAWING/ODDS: One Winner from all eligible entries received at the Participating Clubs will be selected in a random drawing by the judges of the Sweepstakes on or about Wednesday, March 11, 2009 at 7:00 p.m. in which 1 winner of the prize described below will be chosen. Sponsor or its designee(s) will select a potential winner for the prize from among all of the eligible entries at the Participating Clubs. Odds of being selected a winner depend upon the total number of eligible entries received.

4. PRIZE: GRAND PRIZE (1): One Winner will receive a workout weekend for two with Tae Bo® creator Billy Blanks® Prize will include double occupancy accommodations for two for 3 days and 2 nights at the Hyatt Westlake Plaza in Westlake Village, CA, April 17-19, 2009 (location subject to change), two Tae Bo® class sessions with Billy Blanks® staff, dinner for

two with Billy Blanks, and \$500 (in the form of a check) toward travel. Approximate retail value of Grand Prize is \$950. All travel expenses, personal excursions and miscellaneous taxes are the sole responsibility of the Winner and are not included. Winner is solely responsible for all unspecified expenses and costs which may arise or be connected to taking delivery of, claiming or using the Prize.

5. PRIZE CONDITIONS: Prize consists only of those items specifically listed as part of prize. All unspecified expenses relative to participation in Sweepstakes (including all costs associated with acceptance or possession of the prize) are the sole responsibility of winner. Prizes are not transferable. **If for any reason beyond the Sponsor's control, the Tae Bo® Fitness Challenge cannot be conducted on the date specified or at intended venue, the Sponsor has the right to reschedule this event for another date and venue, or substitute the prize for a prize of comparable value, due to unavailability of prize (or any portion of prize) for any reason.** Each winner is solely responsible for any state and/or federal taxes on prizes. If a winner cannot accept prize as stated, prize will be forfeited in its entirety and awarded to an alternate winner, time permitting. Limit one prize per person/family/household.

6. GENERAL CONDITIONS: Entrant agrees (a) to these Official Rules and the decisions of the Administrator of the promotion, Sponsor and/or Sponsor's designees and Promotional Partner, which are final and binding in all respects; (b) to release, indemnify and hold harmless Bally Total Fitness Corporation, Foot Locker Retail, Inc., Sports Profiles Plus and their respective parent companies, affiliates and subsidiaries, their respective advertising and promotion agencies, and all their respective officers, directors, shareholders, agents, representatives and employees (individually and collectively "Releasees"), from any and all liability, losses, damages or injuries whatsoever (whether due to negligence or otherwise) to person(s), including death, or property, arising in whole or in part, from his/her participation in the Sweepstakes or acceptance or possession, use/misuse of the prize, or participation in any Sweepstakes related activity; and (c) acceptance of prize constitutes permission to any Sponsor, Promotional Partner, the Administrator of the promotion and their respective agencies to the use of the winners' names, pictures, and/or likenesses for advertising, trade or publicity purposes, at any time or times, in any media now known or hereafter discovered or devised, world wide, and on the Internet and World Wide Web, without notice, review or approval, and any and all rights to said use, without compensation, where legally permitted.

Sponsor is not responsible for any typographical or other errors in the printing, the offering, or the announcement of the rules, the winners, the description of any prize, or in the administration of the promotion.

7. AFFIDAVITS/RELEASES: Grand Prize Winners will be required to complete and sign an Affidavit of Eligibility, a Liability Release and a Publicity Release, where lawful, which must be returned within five (5) days of receipt of prize notification or prize may be forfeited. If prize notification or a prize is returned as undeliverable, or if a winner is found not to be eligible, or in violation of these Official Rules, prize will be forfeited and awarded to an alternate winner, time permitting. **Travel companions of Grand Prize winners must complete and sign a Liability Release and, where lawful, a Publicity Release which must be returned with the above stated Grand Prize winners' documents. If a travel companion is under 18 years of age, parent or legal guardian of travel companion must sign the releases.** Void where prohibited by law.

8. WINNERS LIST: For a list of winners, send a self-addressed, stamped envelope to Profiles/WORKOUT Winners List, 4711 Golf Road, Ste. 900, Skokie, IL 60076, to be received by April 12, 2009.

9. SPONSOR: Bally Total Fitness Corporation, 8700 W. Bryn Mawr, 2nd Flr, Chicago, IL 60631.

10. PROMOTIONAL PARTNER: Foot Locker Retail, Inc., New York, NY 10120.

11. ADMINISTRATOR OF PROMOTION: Sports Profiles Plus, Skokie, IL 60076.

970034, 880428, 2007-0018, 880406, 20050235, 880281, 880765, 880275, 880276, 880279, 2000-0008, 970010, 880388, 880390, 880274, 2000-0060, 900035, 880607, 880273, 880401, 930044, 880417, 930043, 880429, 880105, 880269, 880416, 990035, 2000-0007, 880278, 20050169, 880404, 880280, 880606, 880389, 930045, HS-01880, HS-01328, HS-01492, HS-04198, HS-03098, HS-00416, HS-00145, HS-04210, HS-00227, HS-04646, HS-02035, HS-00825, HS-00441, HS-03367, HS-00537, HS-4979, HS-00442, HS-01258, HS-04234, HS-02620, HS-01626, HS-00587, HS-01515, HS-01257, HS-7452.

