

2520040762982



12647 Alcosta Boulevard
Suite 500
San Ramon, CA 94583
(tel) 925.543.3100
(fax) 925.543.3200

11/21/03

Nonqualified Plan Exemption
Employee Benefits Security Administration
U.S. Department of Labor, Room N-5644
200 Constitution Avenue, N.W.
Washington, DC 20210

Re: 24 Hour Fitness USA, Inc. Nonqualified Deferred Compensation Plan

Dear Sir/Madam:

In accordance with 29 CFR 2520.104-23, on behalf of 24 Hour Fitness USA, Inc. Nonqualified Deferred Compensation Plan, we hereby provide you with the information set forth below:

Name and Address of Employer

24 Hour Fitness USA, Inc.
12647 Alcosta Blvd., Ste 500
San Ramon, CA 94583

Employer's Taxpayer Identification Number

94-2899899

Required Declaration

The Employer sponsors the 24 Hour Fitness USA, Inc. Nonqualified Deferred Compensation Plan ("Plan"), which has the effect of deferring compensation for a select group of management or highly compensated employees. Benefits are paid out of the general assets of the Employer.

Currently, 24 Hour Fitness USA, Inc. maintains this one nonqualified plan(s). Specifically, there are 80 employees eligible to participate in all nonqualified plans maintained by the Employer. This Plan's effective date is January 1, 2004.

If you have any questions about this matter, please contact the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read 'David Brent', written over a horizontal line.

David Brent
Director of Compensation

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

2600 Kelly Road
Suite 300
Warrington, PA 18976



CERTIFIED MAIL



7002 0460 0002 7113 6663

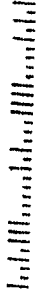
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FIRST CLASS



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Washington, D.C. 20210**

**RETURN RECEIPT
REQUESTED**



Handwritten mark