

**NOTICE OF COLLECTIVE ACTION
(PERSONAL TRAINERS)**

**THIS IS NOT A LAWSUIT AGAINST YOU. PLEASE READ THIS NOTICE CAREFULLY.
YOUR LEGAL RIGHTS MAY BE AFFECTED.**

TO: All persons who have worked for 24 Hour Fitness in any state in the United States, except California, during the time period between October 29, 1999 and the present ("Claims Period"), as Personal Trainers (including the titles PT Trainer, Certified Personal Trainer ("CPT"), CPT I, CPT II, CPT III, CPT Elite, Trainer Fit Pro ("TFP"), TFP I, TFP II, TFP III, TFP Elite, FLS, Apex Tech, Fitness Instructor, and Floor Instructor) classified by 24 Hour Fitness as non-exempt from overtime requirements.

RE: Fair Labor Standards Act ("FLSA") Lawsuit Filed Against 24 Hour Fitness

1. INTRODUCTION

The purpose of this Notice is to inform you of the existence of a collective action lawsuit in which you potentially are "similarly situated" to the named plaintiffs, to advise you of how your rights may be affected by this lawsuit, and to instruct you on the procedure for participating in this lawsuit if you so desire.

As described more fully below, if you are eligible and wish to participate in this collective action, you must timely complete and submit the "Consent to Join" form attached to this Notice.

2. DESCRIPTION OF THE LAWSUIT

On February 1, 2006, the named plaintiffs filed a Complaint in the U.S. District Court for the Northern District of California against 24 Hour Fitness on behalf of themselves and certain groups of past and present employees of 24 Hour Fitness in states other than California. Plaintiffs allege that 24 Hour Fitness failed to pay them and past and present employees in personal trainer positions who were classified as non-exempt from overtime requirements by 24 Hour Fitness, the wages and overtime pay to which they were entitled under the federal Fair Labor Standards Act ("FLSA") . Plaintiffs allege they are entitled to unpaid wages and overtime for such work performed after October 29, 1999.

Plaintiffs also seek liquidated damages and attorneys' fees and costs.

24 Hour Fitness denies any and all liability, including Plaintiffs' allegations that it failed to correctly compensate employees or that it is liable to Plaintiffs for violations of the FLSA.

3. THE CURRENT STATE OF THIS LAWSUIT

This lawsuit is in the early stages of litigation. The Court has conditionally certified this case as a collective action and ordered this Notice be sent to you.

If you do join, you may be required to participate in the discovery process. You may be required to answer written questions, under oath, concerning the overtime hours you claim, if any, that you worked which were not compensated. You may also be required to answer questions, under oath, in an oral deposition and/or give testimony at a trial and travel to do so.

4. PERSONS ELIGIBLE TO RECEIVE THIS NOTICE

The U.S. District Court has ordered this FLSA Notice to be distributed to all persons who currently work or have worked for 24 Hour Fitness, in any state, except California, between October 29, 1999 and the present, in any personal trainer position classified by 24 Hour Fitness as non-exempt from overtime requirements.

5. YOUR RIGHT TO PARTICIPATE IN THIS LAWSUIT

If you were employed by 24 Hour Fitness for any period between October 29, 1999 and the present in a personal trainer position that 24 Hour Fitness treated as non-exempt from overtime, and you believe that 24 Hour Fitness has failed to pay you for all hours worked or for all overtime compensation to which you are entitled, you have the right to join the pending FLSA lawsuit against 24 Hour Fitness.

If you want to participate in this lawsuit, you must take affirmative steps to indicate your intent to join the action. You must complete, sign and fax or mail a copy of the "Consent to Join" form, which is attached to this Notice, to CPT Group, Inc., who is the court-appointed Notice Administrator. If mailed, your signed "Consent to Join" form must be postmarked no later than **October 28, 2008**.

If faxed, your signed "Consent To Join" form must be successfully faxed no later than **October 28, 2008**.

If your "Consent to Join" form is not postmarked by that date, or not successfully faxed to the Notice Administrator (CPT Group) by that date, you will not be allowed to participate in this lawsuit.

Having a "Consent to Join" form filed does not guarantee that you will be able to participate in the trial of this lawsuit as this may depend upon a final ruling from the District Court that you and the named Plaintiffs are "similarly situated" under federal law. Failing to return and have filed a "Consent to join" form postmarked on or before the deadline means that you cannot participate in any settlement or judgment for damages under the FLSA as part of this lawsuit.

6. STATUTE OF LIMITATIONS

Normally, the FLSA contains a limitations period of at least two years and potentially up to three years for the filing of a claim for unpaid overtime wages, after which the claim is forever barred. However, in this case the Court has tolled the statute of limitations to allow all personal trainer Plaintiffs to sue for conduct which occurred any time after October 29, 1999. In the event that you decide not to file a Consent to Join in this lawsuit, you should consult with your own attorney as to the statute of limitations which would apply to your claim.

7. EFFECT OF JOINING THIS SUIT

If you file a "Consent to Join" form and the Court later permits your claims to proceed to trial as part of the collective action, you will be bound by any judgment regarding the FLSA claims in the lawsuit, whether favorable or unfavorable to Plaintiffs. While the suit is proceeding, you may be required to provide relevant information, and may be required to give sworn testimony in a deposition or in Court and travel to do so.

If you choose to join this collective action, you will be represented by the law firm currently representing the Plaintiffs. If you join the suit, you will not be required to pay attorney's fees or expenses in advance. Class counsel may be paid either by the Defendant, or they may, either in addition to or instead of payment from Defendant, receive a percentage of any money judgment or settlement in favor of you, or others similarly situated, as agreed by contract and/or ordered by the Court.

As an alternative to joining this lawsuit, you may file your own lawsuit with any counsel of your choosing, or do nothing.

If you return a Consent to Join form, you should be aware that important decisions concerning the prosecution of this case including for the FLSA claims may be made on your behalf.

8. NO LEGAL EFFECT IN NOT JOINING THIS LAWSUIT

If you choose not to join this collective action, you will not be affected by any judgment, whether it is favorable or unfavorable to Plaintiffs and the collective class. If you choose not to file a Consent to Join form, you are free to file your own lawsuit. If you choose not to file a Consent to Join form, the statute of limitations will continue to run until such time as you file a lawsuit on your own behalf.

9. NO RETALIATION PERMITTED

FEDERAL LAW PROHIBITS 24 HOUR FITNESS OR ITS AGENTS FROM TAKING ANY ACTION AGAINST YOU BECAUSE YOU ELECT TO JOIN THIS ACTION BY FILLING OUT AND RETURNING THE "CONSENT TO JOIN" FORM, OR OTHERWISE EXERCISING YOUR RIGHTS UNDER THE FLSA.

10. ADMINISTRATOR

24 Hour Fitness Class Action Administrator
CPT Group, Inc.
16630 Aston
Irvine, California 92606
Facsimile: 949-852-9340
Telephone: 888-687-3491

11. PLAINTIFFS' COLLECTIVE ACTION COUNSEL

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12. DEFENDANTS' LEGAL REPRESENTATION

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13. FURTHER INFORMATION

For further information about this lawsuit, including any part of this notice, please contact Plaintiffs' counsel at the following toll-free number: 1-800-549-1789 or email at attorneys@24hourlawsuit.com

PLEASE DO NOT CONTACT THE COURT OR ANY COURT PERSONNEL FOR INFORMATION.

THIS NOTICE AND ITS CONTENTS HAVE BEEN AUTHORIZED BY THE UNITED STATES DISTRICT COURT FOR THE' NORTHERN DISTRICT OF CALIFORNIA. THE COURT HAS TAKEN NO POSITION IN THIS CASE REGARDING THE MERITS OF PLAINTIFFS' CLAIMS OR DEFENDANTS' DEFENSES.

IT IS SO ORDERED

Dated: May 1, 2008