

## **Exhibit 5**

### **Guarantors of New Senior Second Lien Notes**

Bally Fitness Franchising, Inc.  
Bally Franchise RSC, Inc.  
Bally Franchising Holdings, Inc.  
Bally Total Fitness Corporation  
Bally Total Fitness International, Inc.  
Bally Total Fitness of Missouri, Inc.  
Bally Total Fitness of Toledo, Inc.  
Bally Total Fitness of Connecticut Coast, Inc.  
Bally Total Fitness of Connecticut Valley, Inc.  
Greater Philly No. 1 Holding Company  
Greater Philly No. 2 Holding Company  
Health & Tennis Corporation of New York  
Holiday Health Clubs of the East Coast, Inc.  
Bally Total Fitness of Upstate New York, Inc.  
Bally Total Fitness of Colorado, Inc.  
Bally Total Fitness of the Southeast, Inc.  
Holiday/Southeast Holding Corp.  
Bally Total Fitness of California, Inc.  
Bally Total Fitness of the Mid-Atlantic, Inc.  
BTF/CFI, Inc.  
Bally Total Fitness of Greater New York, Inc.  
Jack La Lanne Holding Corp.  
Bally Sports Clubs, Inc.  
New Fitness Holding Co., Inc.  
Nycon Holding Co., Inc.  
Bally Total Fitness of Philadelphia, Inc.  
Bally Total Fitness of Rhode Island, Inc.  
Rhode Island Holding Company  
Bally Total Fitness of the Midwest, Inc.  
Bally Total Fitness of Minnesota, Inc.  
Tidelands Holiday Health Clubs, Inc.  
U.S. Health, Inc.