

BALLY TOTAL FITNESS HOLDING CORPORATION
(together with its subsidiaries, the “Company”)

AMENDED
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Status

The Nominating and Corporate Governance Committee (“Committee”) is a committee of the Board of Directors of the Company (“Board”).

Membership

All members of the Committee shall be directors who, in the judgment of the Board, shall be independent in accordance with the New York Stock Exchange listing standards. The Committee shall be comprised of at least three (3) directors. The members of the Committee shall be appointed by the Board and may be removed from the Committee, with or without cause, by the Board.

Purpose

The primary purposes of the Committee are to (i) assist the Board in identifying qualified individuals to become Board members; (ii) recommend to the Board committee appointments for directors; (iii) develop and recommend to the Board corporate governance guidelines for the Company; and (iv) oversee the evaluation of the effectiveness of the Board and the Company’s management.

Duties and Responsibilities

1. Lead the search for individuals qualified to (i) become members of the Board and to recommend director nominees to be presented for stockholder approval at the annual meeting and (ii) fill vacancies on the Board (including a vacancy created by an increase in the size of the Board) and to recommend director nominees to fill such vacancy through appointment by the Board. In nominating candidates, the Committee will consider nominees who have some or all of the following characteristics, among other characteristics the Committee deems appropriate, in light of the specific needs of the Board at the time:
 - Wisdom, capability and integrity within their field or profession.
 - Broad business, management and/or public service experience.
 - General understanding of marketing, finance and other elements necessary to the success of a publicly held company.
 - Practical and mature business judgment.
 - Represents no specific constituency other than the shareholders generally.
 - No conflicts of interest or legal impediments that might preclude service as a director.

- Ability and willingness to devote the time required to serve effectively as a director and as a member of one or more committees of the Board.
- Diversity, experience or skills complementary to those of other Board members.

The Committee will consider director candidates recommended by stockholders consistent with the Company's Amended and Restated By-Laws.

2. Review the Board's committee structures and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. Develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
4. Review on an annual basis director compensation and benefits.
5. Report regularly to the Board the activities of the Committee.
6. Evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

Operations and Meetings

The Chair of the Committee shall be designated by the Board. The Committee may act only by unanimous written consent or by the affirmative vote of a majority of its members at a meeting. The Committee may, in its sole discretion, employ outside advisors, including search firms and outside counsel and approve the fees and expenses and other retention terms of such advisors. The Committee shall meet at least two (2) times each year and at such other times as it deems necessary to fulfill its responsibilities.