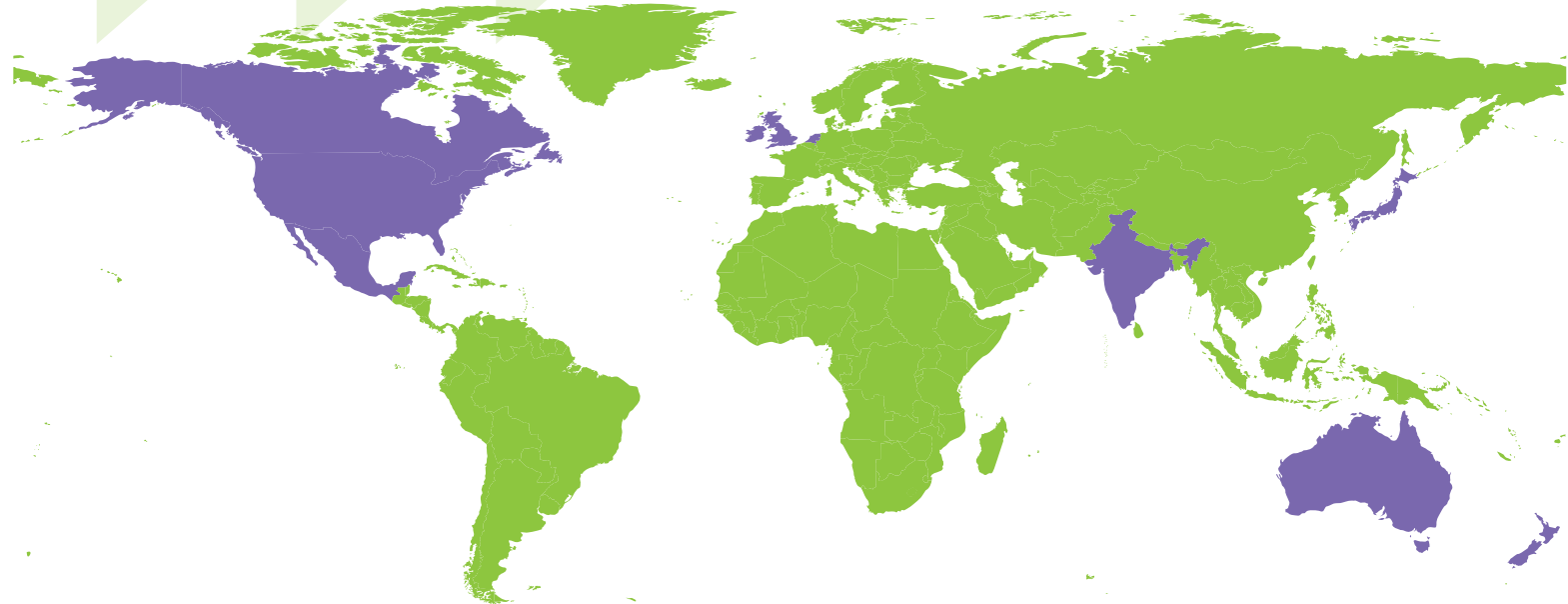


ANYTIME FITNESS AT A GLANCE 2011

www.anytimefitness.com.au



- More than 1,400 clubs now open
- More than 2,000 franchise territories sold
- Clubs now open in the USA, Canada, Australia, New Zealand, Mexico, Japan, United Kingdom, the Netherlands and India.



Going Global

Anytime Fitness is also Any *where* Fitness

1,400 clubs is just the beginning!

With more than 1,400 clubs now open worldwide, Anytime Fitness is the #1 co-ed fitness club chain on the planet. But we're just getting started. Anytime Fitness' aggressive expansion plans will soon lead to new clubs all over the globe. In fact, Anytime Fitness opened more clubs last year than any other fitness club chain in the world.

Bucking trends in the economy

While other businesses are struggling, Anytime Fitness is thriving. Most franchise business owners drive themselves to an early grave, working 60 or 80 hours a week. Anytime Fitness is just the opposite. Our business model is designed to allow our franchisees to work more normal hours and spend the rest of their time doing what's really important – enjoying their families and their personal passions.

Fitness Matters

Now, more than ever, the fitness industry is poised to make a positive impact in people's lives. Health care costs are out of control and obesity is the #1 cause of health problems worldwide. Anytime Fitness provides our 800,000 members with convenient (24-hour) and affordable fitness options. Exercise IS medicine...and Anytime Fitness is the answer to a wide variety of health-related issues.

Seamless global reciprocity

One of the super cool things about Anytime Fitness is our "Anywhere Club Access" policy. What it means is: If you join one Anytime Fitness club, then you can use any other Anytime Fitness club at no additional charge. Think about how amazing that is. Near your home, your work, where you shop, while you're traveling on business or on vacation – Anytime Fitness is also Anywhere Fitness.

Fast Facts

Accolades:

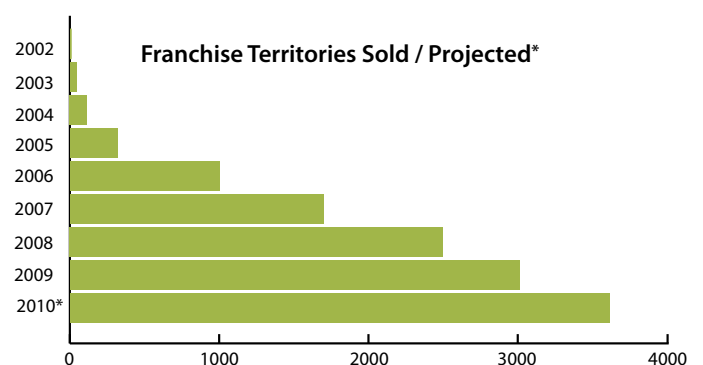
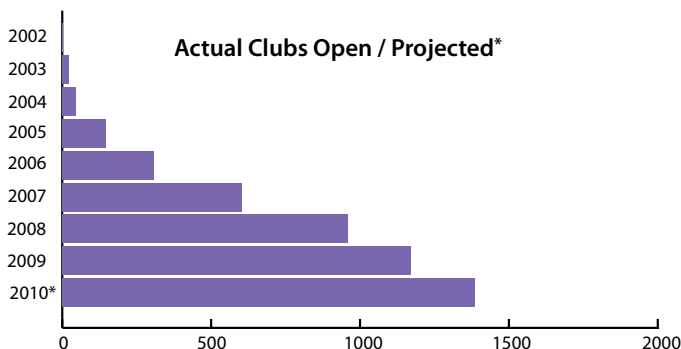
- The International Health, Racquet and Sportsclub Association's annual IHRSA Global 25, published in the July 2009 issue of *Club Business International*, found Anytime Fitness added 369 units in 2008 – more than any other club company in the industry.
- The *Minneapolis St. Paul Business Journal* named Anytime Fitness #1 on its "Fast 50" list of the Fastest Growing Companies in Minnesota for 2008, based on a two-year revenue growth rate of 348%.
- In its 2010 Franchise 500® rankings, Entrepreneur magazine awarded Anytime Fitness the following:
 - Franchise 500 Rank - #43 (up from #47 in 2009)
 - Fastest-Growing Franchises - #12
 - Top Global Franchises - #37 (up from #41 in 2009)
- USA Today and The National Minority Franchising Initiative named Anytime Fitness among the "Top 50 franchises for minorities" (November, 2009 & 2008).
- Honored as a "Military Friendly Franchise" by GI-Jobs
- MoneySense named Anytime Fitness #6 on its list of Top 10 Global Franchises Under \$50k
- For the 4th year in a row, Franchise Business Review honored Anytime Fitness with its top rating and an "FBR 50 Franchisee Satisfaction Award."

Watch us grow:

- 1,584% growth rate (2004 – 2009).
- A new club opens every business day.
- A new member joins every 3 minutes.

Items of interest:

- Anytime Fitness is the first and only co-ed fitness franchise in the world with more than 1,200 clubs.
- By the end of 2010, Anytime Fitness expects to have territories sold in Europe, Asia, The Middle East, and beyond.
- 56% of Anytime Fitness franchisees own multiple clubs or franchise territories.
- The *Anytime Fitness Express* model is designed for clubs with under 2,500 square feet and a market size typically less than 5,000 people. This is an ideal offering for rural markets or as a complement to a full-sized club in an existing territory.





In the Beginning

What do people really want from a health club? That's the key question Anytime Fitness co-founders Chuck Runyon and Dave Mortensen asked themselves eight years ago. The answer was relatively simple. When you boil it all down, people want a convenient and affordable place to go – with quality exercise equipment and a friendly atmosphere – where they can “get in, work out and get on with their lives.”

Thus was born the Anytime Fitness franchise – an alternative to over-sized and over-priced health clubs, providing a viable business model for independent franchisees and affordable fitness options for hundreds of thousands of members nationwide. The first Anytime Fitness club opened its doors in the USA in 2002.

The #1 Fitness Club Franchise

Anytime Fitness is the fastest-growing fitness club franchise on the planet and the only co-ed gym with more than 1,400 clubs open worldwide. Opening clubs at a rate of more than one per day, Anytime Fitness is rapidly expanding internationally and expects to open its 2000th club by the end of 2011.

The Secret to Our Success

At Anytime Fitness, we understand how important convenience is to our members. People want to exercise on their own terms: whenever their busy schedules allow, close to their homes or work places – and when they travel.

That's why Anytime Fitness clubs are open 24/7 – allowing members to work out any time of the day or night – even when our clubs are not staffed.

It's also the rationale behind our reciprocity policy: join one Anytime Fitness club and use more than 1,400 other clubs in the world—at no extra charge. What could be more convenient than that?

Another feature which separates Anytime Fitness from the rest of the pack is our integrated use of software, security, and surveillance systems which allow owners to operate safe and secure clubs with greatly reduced staffing needs.

Neighborhood-Style Clubs

Anytime Fitness prides itself on its commitment to community involvement. We're also one of the few fitness franchises to succeed in smaller population centres traditionally ignored by larger clubs. In fact, most members live or work within a 3-kilometre radius of our clubs. That convenience is fueling the growth of Anytime Fitness! Read on for more information about the world's fastest-growing fitness franchise.

The Anytime **business model**

One of the best franchise opportunities

It's no accident that Anytime Fitness is the 9th fastest-growing franchise of any type in the United States. Nor is it a fluke that Anytime Fitness has been described as "the darling of the fitness industry." There are several very good reasons why Anytime Fitness has captured the franchising world by storm. It's a story that can be best summed up by the phrase "a great idea, very well executed."

The concept

From a franchising perspective, it all began with a desire to create an opportunity for entrepreneurs to run businesses they could be proud of – without running themselves into the ground. Many franchisors promise to provide their franchisees with the a return on their investment that's so strong that they'll be rewarded with all sorts of free time and the freedom to enjoy their families. Not all franchisors, however, actually deliver on that promise. Anytime Fitness not only meets, but frequently exceeds franchisee expectations.

Low staff costs

One of the most important components to the Anytime Fitness business model is the ability to minimise payroll costs for club owners while maximising security and enjoyment for club members. A key to all of this is Anytime Fitness' innovative use of integrated billing and security systems. A unified system tracks member usage while simultaneously preventing non-member access. The same proprietary system seamlessly commands surveillance and alarm devices. This state-of-the-art technology allows clubs to run smoothly and worry-free even during non-staffed hours. The end result is that payroll typically comprises only 10% of the operating costs for Anytime Fitness clubs. Compare that figure to the 45% payroll costs at typical franchising ventures. Franchisees don't have to "live at the office" when they own an Anytime Fitness club. A balanced life isn't merely our goal – we've built it right into the business plan.

Like a well-oiled machine

Anytime Fitness club owners don't have to worry about things like polluted pools, stinky saunas or daycare disasters. We've boiled our business model down to the core essentials which members expect from a quality fitness centre and we've eliminated costly extravagances which too often muck things up. At Anytime Fitness, new franchisees don't have to re-invent the wheel. Our loyal family of preferred vendors supply our franchisees with quality products at the best available prices. Our affiliated financial services and real estate companies help franchisees get off to a solid start and our experienced staff of franchise consultants supports franchisees when they're up and running.

Improving a community, one individual at a time

At the end of the day, what makes Anytime Fitness club owners feel good about themselves is what they're doing for other people. They're helping their neighbors transform their lives. Franchisees hear it from their club members all the time: "This place has really helped me turn my life around. I was having significant health issues before I started coming here. Now, my quality of life is dramatically better." With the health care crisis growing worse each day, what people really need is a convenient and affordable fitness option. That's what Anytime Fitness provides. It's a proven business model that gives members what they desire and club owners unparalleled job satisfaction.

The numbers tell the story

A whopping 56% of Anytime Fitness franchisees own multiple clubs and/or territories. In fact, many of our franchisees own four, five or more clubs. They're able to do so because, if you follow the business model and listen to our franchise consultants, Anytime Fitness clubs truly do provide franchisees with wonderful returns on their investments. Harder to quantify are the invaluable benefits franchisees receive: the freedom of spending time with their friends and family and the knowledge that they're making their communities better places to live.

FAQ's

How can Anytime Fitness clubs ensure security during unstaffed hours?

"The security systems in place at Anytime Fitness clubs are second to none," says club owner Allen Eason. Integrated surveillance cameras, tailgating detectors, panic buttons, emergency phones and personal security alarms all combine to maximise member safety. Add into the mix, well-lit clubs, state-of-the-art equipment and automated external defibrillators and you'll be safer working out at Anytime Fitness than in your own home.

What type of service can a member expect at Anytime Fitness?

Members can access Anytime Fitness clubs 24 hours a day by using computerised pass cards and/or key fobs. In addition, clubs prominently display their staffed hours on the outside of their buildings and on their websites. Staff members provide new members with comprehensive orientations of clubs and their equipment. Personal trainers are available by appointment to help members devise individualised exercise and nutritional program – regardless of a member's fitness level. At Anytime Fitness, we pride ourselves on offering a friendly and supportive atmosphere in clean and well-maintained facilities. And we respond to all inquiries and requests within 24 hours.

What is Anywhere Club Access?

Anywhere Club Access means, if you join one Anytime Fitness club, then you can use any of our other clubs at no additional charge. That's an extremely valuable option when you realise that there are more than 1,300 Anytime Fitness clubs all over the world. Club members have made it clear that they love this benefit because it allows them to work out near their homes, near their workplaces and even when they travel. In this way, Anytime Fitness is unique – no other fitness franchise offers the combination of 24-hour access and reciprocity between clubs.

Security Systems

How can a club securely offer 24-hour access?

Using a proprietary access system, Anytime Fitness clubs are open to their members on a 24-hour basis. The access system is fully integrated with our member check-in software and onsite security systems, which include closed-circuit television and tailgate detection for entry doors. All this allows members to feel secure in the clubs, even when they are not staffed.

On average, approximately 10% of members choose to workout between 10:00pm and 5:00am. Using advanced member tracking software, we know there is rarely only one person in the club during those hours. Even so, the use of personal security devices is strongly encouraged by club owners during non-staffed hours.

Typical Entry Procedure

The main member entrance door is equipped with a proximity access control system. To gain entrance, the member holds their key fob or membership card in front of a device called a proximity reader.

Once the clubs computer system determines if the key is valid, the member is admitted to the club. If more than one person tries to enter the facility on one key/card access, an audible alarm is triggered by the automatic tailgate system as well as an alarm on the computers video tracking system that can be viewed at a later time.

Each club is fitted with high resolution surveillance cameras and emergency buttons providing a direct link to emergency and law enforcement services.

Usage Statistics: When do members work-out?

While Anytime Fitness members appreciate round-the-clock convenience, only a small percentage of those members workout during the early morning hours. Most members visit our clubs between the hours of 5:00 a.m. and 5:00 p.m. Many of the hours in this time block tend to be staffed. During staffed hours, members can interact with club staff, including personal trainers, member service representatives, and club owners/managers.

The chart below illustrates the typical usage pattern at three clubs in our franchise family:



Anytime Fitness Franchise Support

For the 5th consecutive year, Anytime Fitness has received a Top 50 Franchisee Satisfaction Award, presented by Franchise Business Review. Eric Stites, president and CEO of Franchise Business Review, describes the FBR 50 award in this way:

“For someone considering investing in a franchise, no single factor is more important than franchisee satisfaction. This award is so important because it is based on the actual experiences and feedback of the franchisees themselves — the real franchise experts. Franchise Business Review has surveyed hundreds of franchise companies and only the very best receive our prestigious FBR 50 award. Anytime Fitness is obviously doing something right.”



At A Glance

Australian Fitness Industry

Australasian Fitness Industry Survey (AU & NZ)

(Source: Australian Leisure Management: On The Up May/June 2008)

- The average club is between 200-500 square metres in size with 500 members.
- The average gym membership fee is \$708 pa with the highest being \$1500 pa
- Fitness Centres receive an average of 21 new enquiries a week
- Regional gyms are operating as successfully as metropolitan facilities
- 51% of centres report that membership numbers are up on last year, while 36% have stayed the same.
- There are an estimated 3,500 fitness centres in Australia and New Zealand



2008 Fitness Industry Profile Report: Fitness Australia

Fitness Centre Demographics: Who uses our gyms?

- 4 in 10 Australians participate in gym workouts or group exercise.
- Gym participants are skewed towards females aged 25-44
- 45% of Australia women participate in gym based activities compared to 31% of males
- 43% of women aged 45+ attend gym based activities
- Australia males aged 45+ are the least common participants in gym based activities, with only 15% participating

Gym Memberships

- Approximately 77% of gym members use their memberships regularly
- 67% of fitness businesses experienced increase in customer base over 2007-08.
- 64% of fitness businesses experience increased revenue over the 2007-08 period

Anytime Fitness Franchise Support

Franchisee Web Support Centre - The Dashboard



Your clubs may be open around the clock, and so are we. Our integrated Anytime Fitness Web Support Centre - the Dashboard - provides the complete range of support vital for making your club a success.

Your personal Dashboard passwords open the door to:

Success Pack: Our international franchisee newsletter, with news, tips and premium business practice ideas for all to share.

Anytime News: Our local franchisee monthly newsletter specifically for Australian and New Zealand clubs, with local industry information, news, marketing ideas and updates on the club scene.

Franchisee Notices: Any important notices that affect our franchised clubs are posted here, providing a way of publishing prompt and accurate information.

Corporate Journal: Topics of interest, news items and general industry information are posted on the corporate journal. It's blog like capabilities make it perfect for sharing and commenting on ideas.

Preferred Supplier contacts: Need marketing material printed, promotional items or clothing ordered. Our preferred suppliers can do it all for you with a minimum of fuss.

Phase Program: The Phase Program is our online bible of information. The Phase Program is where you can turn to, to find any information needed to run your club efficiently.

Anytime Fitness Website

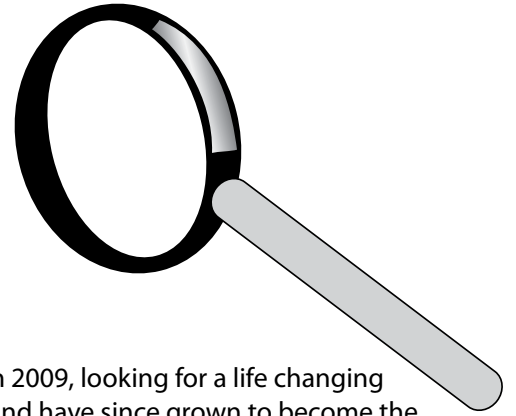
The Anytime Fitness website is your voice to the world. As a franchisee your club will have a personalised web page, allowing prospective members to tour your club, meet the staff and download a free 7 day pass to trial your club.

You have direct access as to what appears on your clubs page, with changes being made via the dashboard mentioned above. To view the Anytime Fitness Australia website go to www.anytimefitness.com.au



Franchisee Spotlight

Mike and Gabby Lewis



Searching for a life changing experience...

Husband and wife Mike and Gabby Lewis joined the Anytime Fitness franchise in 2009, looking for a life changing experience. They opened their first fitness club in Mandurah (WA) in June 2009 and have since grown to become the Australian Anytime Fitness club with the largest membership. They now own two territories (Mandurah and Success) and are looking at expanding by opening new clubs.

Here is what Mike had to say about his experience so far as an Anytime Fitness franchisee...

What did you do before having my own Anytime Fitness territory and why did you decide to join the Anytime Fitness franchise?

I was a website developer. I wanted a business I was passionate about, where I could enjoy working in the business myself and really achieve the satisfaction of helping people achieve their fitness goals.

What do you like about owning your Anytime Fitness franchise?

We love the freedom of owning our own business. Being a low-staff model, we have the flexibility to travel. We pass all our knowledge onto our staff so that we are not tied to the business. This gives us the freedom to open additional clubs and enjoy the things we most love like travelling. It also enables our staff to take ownership and we encourage them to think of the club as their own and reward their success appropriately.

We also love helping people achieve their goals and changing lives.

What would you say to someone who is looking at potentially owning an Anytime Fitness franchise?

Go for it - a great business model, awesome cash flow and provides freedom to enjoy a great lifestyle!



Member Success Stories



Teri Kratz

Teri Kratz' defining moment was similar to Patti's, only it happened on a backyard swing instead of at an amusement park. Teri still cries when she tells the story of not being able to swing with her youngest daughter because she was too big to fit into a pre-molded seat.

For several months afterwards, Teri says, she was deeply depressed. A Sunday school teacher, busy caring for her four children and the family farm's 300 sheep, Teri had no time to take care of herself. Then, about a year ago, an Anytime Fitness club opened just a few kilometres from Teri's home. For 127 consecutive nights (except for the night she and her husband went to a Nickelback concert), Teri worked out on an elliptical machine at the club – AFTER kissing her children goodnight and putting them to bed. In six months, Teri lost an amazing 29 kilograms. She now works as a personal trainer at the club and her picture is on a big billboard just outside of town.



Teri Kratz

Susi and Jeremy Bowen

Susie Bowen and her husband, Jeremy, were so busy with their full-time jobs and three children that neither of them had time to eat right or exercise. "Fast food was the norm for our family," Susie says.

"Jeremy's father weighed 250 kilograms and I was worried that we were both headed in that direction." When Susie tipped the scales close to 90 kilograms and Jeremy approached 136, Susie suggested they both join a new Anytime Fitness club in their neighborhood and get in shape together. The local gym accommodates their crazy schedules (Susie is a registered nurse; Jeremy works in a steel plant). Sometimes they get a babysitter and exercise together late at night. More frequently they individually squeeze in 30-minute workouts at odd hours – on their separate ways to or from their jobs, during their lunch breaks or in between their children's various practices.

"We decided that we would do this together and neither of us would let the other one fail," says Jeremy. "The convenience of having a gym that WE control, schedule-wise, is perfect for Susie and me." In less than a year, the Bowens have lost a combined 140 pounds. "We're a happier family now," says Susie. "It's truly changed our lives. We used to talk about growing old and fat together. Now we talk about growing old and riding bikes together in Europe."



Susi and Jeremy Bowen

The Press Room

Australian Team Leads Anytime Fitness Record Growth Over 100 Territories Sold in Less Than Two Years

SYDNEY, AUSTRALIA – With nearly 40 clubs now open and more than 100 franchise territories sold, Anytime Fitness Australia/New Zealand has quickly become the fastest-growing segment of the world's fastest-growing fitness club chain.

In just the past two weeks, Anytime Fitness announced plans to open clubs in the United Kingdom, Northern Ireland, Japan, Belgium and the Netherlands. Nowhere on Earth, however, is the world's number 1 co-ed fitness club franchise expanding more rapidly than in Australia and New Zealand, says Anytime Fitness spokesman Mark Daly.

Most of the credit, according to Daly, belongs to Justin McDonell and Jacinta McDonell Jimenez, the brother and sister team who signed a deal to become "master franchisees" for Anytime Fitness in Australia and New Zealand in 2008.

In less than two years, the dynamic duo has opened 40 new gyms and sold more than 100 franchise territories in Australia. They've also opened three gyms and sold 10 territories in New Zealand. Currently, they are opening gyms at the rate of one per week.

To assist with this accelerated growth, Justin and Jacinta have added David Ciantar, with a wealth of franchise knowledge (formerly with Gloria Jean's Coffee, New Zealand Natural, and McDonald's) to their team as General Manager. Long-term goals include 300 clubs open in Australia and 50 clubs open in New Zealand within the next three years.

"We've discovered what works and what our members want – mainly, convenience and affordability," says Justin. "They also demand high-quality equipment in a friendly, non-intimidating environment – we satisfy all these needs and more."

And, how have they managed to sell over 100 territories in less than two years?

"We've been able to attract qualified franchisees with our low-cost business model which requires minimum staffing," says Justin. "Owners get a great return on their investment and like the opportunity to make a significant difference in people's lives."

Jacinta adds, "We pride ourselves in providing our individual franchisees with tremendous support. With help from the corporate staff in the U.S., we're able to give club owners the tools they need and the guidance they require every step of the way – from finding ideal locations to equipping and marketing their gyms. We are a full-service franchise."

As brand awareness of Anytime Fitness grows in Australia, especially in the Newcastle/Hunter Valley region, Jacinta is most pleased about the positive impact the clubs have on new members.

"We've always been passionate about helping others improve their own health and well-being," says Jacinta. "It's one of the most important things you can do."

The Press Room

World's fastest growing 24-hour fitness club seeks Australian franchisees

World's fastest growing 24-hour fitness club seeks Australian franchisees.

Anytime Fitness, a 24-hour fitness club franchise, is looking for entrepreneurs across Australia to own their own gyms.

Anytime Fitness was introduced in Australia in 2008 by brother and sister team Justin McDonell and Jacinta McDonell Jiminez who have quickly grown their national franchise to an annual turnover exceeding \$3.3M in 2009/10.

With 40 clubs currently opened and 140 territories sold in Australia, Justin and Jacinta have plans to open 350 Anytime Fitness clubs in Australia and New Zealand within the next five years.

"We have been able so far to attract qualified franchisees with our low-cost business model which requires minimum staffing," said Justin.

"We provide our franchisees with a lot of support and give them the tools and the guidance they need every step of the way, from finding ideal locations to equipping and marketing their clubs.

"The advantage of owning a franchise is that we help set up how the club looks and works, but each franchisee can put their own personal touch. Plus, being in the health and fitness industry, our franchisees really like the opportunity to make a significant difference in people's lives," he explained.

Husband and wife team Mike and Gabby Lewis opened their first club in Mandurah (WA) in June 2009 when looking for a life changing experience.

"Anytime Fitness has a great business model with low staff required, awesome cash flow and it provides the freedom to enjoy a great lifestyle," Mike said.

"We ensure that our staff are well trained so that we are not tied to the business. This gives us the freedom to open additional clubs and enjoy the things we most love like travelling.

"We also love the fact that through the club, we can help people achieve their goals and change their lives," he added.

Anytime Fitness franchisees have access to an internationally-proven business model with strong branding, backed up by a local team of experienced and passionate entrepreneurs.

Being in the health and wellbeing industry, the Anytime Fitness franchise model was built around the concept of freedom. Anytime Fitness franchisees can run multiple clubs remotely and require low labour, providing them with more free time and a balanced lifestyle. The modern security system in place also allows clubs to run smoothly and worry-free even during non-staffed hours.

In addition, Anytime Fitness' monthly franchise fees are low and fixed. This allows franchisees to benefit from their own business' growth.

Anytime Fitness **Mascots**

Captain Running Man and Xpressa



Exercising is hard work, but that doesn't mean you can't have fun while you're living a healthy lifestyle. At Anytime Fitness, we believe it's important to do what you love and love what you do. After all, what sense does it make to bust your butt at the gym if you can't go out and enjoy yourself afterwards?

Captain Running Man & Xpressa believe strongly that life is meant to be enjoyed. They also believe that in order to live life to the fullest you need to have fun while you're at it.

Life is not a spectator sport. You have to get out there and make some noise.

That's why you can expect to see Captain Running Man and Xpressa at all sorts of fun and exciting events. Whether it's jumping out of airplanes, sprinting down race courses or drawing a crowd at local parades... the official Anytime Fitness mascots are always having a good time.

Captain Running Man and Xpressa are available for hire from the Anytime Fitness Support Office.



As many of our local clubs have already found out, they are a fantastic tool to use during your club pre-sales period, for Grand Openings, or for any community event such as fun runs.





For more information please contact the
Anytime Fitness Support Office on

02 9415 5300

or visit our website

www.anytimefitness.com.au



Ground Floor, 71 Longueville Rd
Lane Cove NSW 2066 Australia

www.anytimefitness.com.au