

BALLY FRANCHISING HOLDINGS INC

Form DEL AM

August 24, 2007

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August 24, 2007

VIA EDGAR

Yuna Peng

Division of Corporation Finance

Securities and Exchange Commission

450 Fifth Street, N.W.

Washington, D.C. 20549

Re: Bally Total Fitness Holding Corporation

Application for Qualification of Indenture on Form T-3

Application Numbers 022-28844 and 022-28844-01 through 022-28844-32

Filed on August 22, 2007

Dear Ms. Peng:

On behalf of our client, Bally Total Fitness Holding Corporation, we hereby specifically incorporate into the facing page of the above-mentioned Application for Qualification of Indenture the following language pursuant to Rule 7a-9 of the Trust Indenture Act of 1939:

The obligor hereby amends this application for qualification on such date or dates as may be necessary to delay its effectiveness until: (i) the 20th day after the filing of a further amendment which specifically states that it shall supersede this amendment, or (ii) such date as the Commission, acting pursuant to Section 307(c) of the Act, may determine upon the written request of the obligor.

We respectfully request that comments, if any, in connection with the subject filing be directed to the undersigned at Latham & Watkins LLP, Sears Tower, Suite 5800, 233 South Wacker Drive, Chicago, Illinois 60606 (fax: 312-993-9767).

Sincerely yours,

/s/ Christopher D. Lueking

Christopher D. Lueking
of LATHAM & WATKINS LLP

cc: Marc D. Bassewitz
Mark D. Gerstein
Roderick Branch