

Colliers International, Inc. ("Broker") has been exclusively retained by Titus Properties, LLC. and George Dickinson, in their function as managers of the Limited Partnerships ("Owner"), to represent the offering of its interest in the seven 24 Hour Fitness Properties listed in Exhibit A ("Portfolio") of this CNDA.

All Portfolio and/or Tenant information provided separately or in whole (collectively, "Information") by either Owner or Broker is intended solely for the prospective Buyer, Tenant or agent(s) thereto (collectively, "Prospect") limited use and benefit in determining whether you desire to express any further interest in the purchase of the Portfolio in part or in whole. Based upon receipt of the Information, you hereby represent and agree as follows:

The Information was prepared and/or approved for release by Owner and is being presented by Broker. The Information contains selected materials pertaining to the Portfolio and/or Tenant, but (i) does not purport to be all-inclusive or (ii) to contain all of the material that prospective purchasers may desire. It should be noted that all Information provided is for general reference purposes only, in that, it is based upon assumptions relating to the general economy, competition, and other factors which are beyond the control of the Owner and, therefore, is subject to material variation. Additional Information and an opportunity to inspect the Portfolio will be made available to interested and qualified prospective purchasers. Neither Owner nor Broker, including any of their respective officers, have made any representation or warranty, expressed or implied, as to the accuracy or completeness of this Information including any of its contents. No legal commitments or obligations shall arise by reason of this Information and its contents. The Prospect should and is requested by Owner and Broker upon execution of this CNDA to perform its own separate and independent due diligence as it relates to the physical, environmental, legal, and all other material attributes associated with its considerations in the acquisition of the Portfolio.

It is essential that all parties to real estate transactions be aware of the health, liability and economic impact of environmental factors on real estate. Broker does not conduct any investigations or analyses of environmental matters and, accordingly, urges Prospect to retain qualified environmental professionals to determine whether hazardous or toxic wastes or substances (such as asbestos, PCB's and other contaminants or petro chemical products stored in underground tanks) or other undesirable materials or conditions are present at the Property and, if so, whether any health danger or other liability exists. Such substances may have been used in the construction or operation of buildings or may be present as a result of previous activities at the Portfolio. Various laws and regulations have been enacted at the federal, state and local levels dealing with the use, storage, handling, removal, transport and disposal of toxic or hazardous wastes and substances. Depending upon past, current and proposed uses of the Portfolio, it may be prudent to retain an environmental expert to conduct a site investigation and/or building inspection. If such substances exist or are contemplated to be used within the Portfolio, special governmental approvals or permits may be required. In addition, the cost of removal and disposal of such materials may be substantial. Consequently, legal counsel and technical experts should be consulted where these substances are or may be present.

Upon receipt of the Information, you agree that the Information and its contents are of a confidential nature and that you will hold and treat it in the strictest confidence. Therefore, you agree to keep all Information strictly confidential; provided however, that any such Information may be disclosed to your directors, officers, employees, lawyers, accountants and lenders ("Representatives") who need to know such Information for the purpose of assisting you with the evaluation of the Portfolio. Such Representatives shall be: (i) informed by you of the confidential nature of such Information, and (ii) directed by you to treat such Information with strict confidence and (iii) agree to be bound by the provisions of this CNDA. You are liable for any Representative's breach of this CNDA.

If you have no further interest in the Portfolio, please return the Information and all other materials furnished to you forthwith and continue to abide by the provisions herein.

Please print and sign below:

Buyer

Form with fields: Company Name, Authorized Officer, Signature, Date, Address, City, State, Zip, E-mail Address, Phone Number, Fax

Co-Broker (if applicable, otherwise please enter "N/A" below):

Form with fields: Company Name, Authorized Officer, Signature, Date, Address, City, State, Zip, E-mail Address, Phone Number, Fax



Representing Brokers must include client signature and all contact information.

Please execute and return a facsimile or scanned copy (with a cover page), including all pertinent contact information to:

Colliers International
Michelle Shamamian
Fax 213.327.3327
michelle.shamamian@colliers.com

Exhibit A: List of Properties

Property	Address	Lot Acreage	Square Feet
Allen, TX	510 N. Watters Rd. Allen, TX 75013	3.35 acres	37,094
Austin, TX	13802 N. Hwy 183 Austin TX 78750	1.90 acres	33,000 apx.
Denver, CO	7600 E. Academy Blvd. Denver, CO 80230	3.36 acres	35,000 apx.
Frisco, TX	3865 Preston Road Frisco, TX 75034	3.99 acres	35,000 apx.
Littleton, CO	333 Dad Clark Drive Littleton, CO 80126	3.0 acres apx.	40,000 apx.
Murray, UT	5684 South 900 East Murray, UT 84121	2.10 acres	35,000 apx.
North Richland Hills, TX	6601 Northeast Loop 820 North Richland Hills, TX 76180	2.75 acres	36,000 apx.

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