

SECURITIES AND EXCHANGE COMMISSION

Self-Regulatory Organizations; Order Granting Application to Strike from Listing and Registration on the American Stock Exchange LLC (The Sports Club Company, Inc., Common Stock, \$.01 par value) File No. 1-13290

December 9, 2005

On November 25, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(c) thereunder,² to strike the common stock, \$.01 par value ("Security"), of The Sports Club Company, Inc. ("Company") from listing and registration on Amex.

Amex listing standards provide, among other things, that Amex may consider removing the security of an issuer from listing and registration when: (i) the financial condition and/or operating results of the issuer appear to be unsatisfactory; (ii) the issuer has failed to comply with its listing agreements with the Exchange; or (iii) any other event shall occur or any condition shall exist which makes further dealings on the Exchange unwarranted.

In applying these standards, Amex considers delisting the securities of a company that: (i) has shareholders' equity of less than \$2,000,000 if the company has reported losses from continuing operations and/or net losses in two of its three most recent fiscal years (Section 1003(a)(i) of the Amex Company Guide "Company Guide"); (ii) has shareholders' equity of less than \$4,000,000 if the company has reported losses from continuing operations and/or net losses in three of its four most recent fiscal years (Section 1003(a)(ii) of the Company Guide); (iii) has shareholders' equity of less than \$6,000,000 if the company has reported losses from continuing

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(c).

operations and/or net losses in its five most recent fiscal years (Section 1003(a)(iii) of the Company Guide); or (iv) is financially impaired (Section 1003(a)(iv) of the Company Guide).

Amex stated in its application filed with the Commission that the Security does not qualify for continued listing for the following reasons:

1. The Company has incurred net losses as follows:

<u>Fiscal years ended</u>	<u>Net Income/(Loss)</u>
December 31, 2004	(\$20,757,000)
December 31, 2003	(\$18,374,000)
December 31, 2002	(\$22,747,000)
December 31, 2001	(\$40,678,000)
December 31, 2000	(\$12,504,000)

2. For the nine-month period ended September 30, 2005, the Company reported additional losses of \$2,275,000, a shareholders' deficit of \$11,936,000, a working capital deficit of \$44,302,000, and an accumulated deficit of \$109,248,000.

By letter dated September 13, 2004, in accordance with Section 1009 of the Company Guide, Amex advised the Company of its status in relation to the standards of the Exchange and offered the Company an opportunity to submit a business plan in support of continued listing. The Exchange's letter advised the Company that it would need to regain compliance with the Exchange's continued listing standards by March 13, 2006. The Company submitted its plan by letter dated October 21, 2004. The Exchange accepted the Company's plan by letter dated November 29, 2004.

By letter dated April 20, 2005, in accordance with Section 1009 of the Company Guide, the Company was advised that it not comply with several additional continued listing standards due to its failure to timely file its Form 10-K for the fiscal year ended December 31, 2004. The

Company was again was offered an opportunity to submit a business plan in support of its continued listing. The Amex's letter advised the Company that it would need to regain compliance with the Exchange's filing requirements by June 15, 2005. The Company submitted its plan by letter dated May 4, 2005. The Exchange accepted the Company's plan by letter dated May 31, 2005.

The Company failed to regain compliance with the Exchange's filing requirements by June 15, 2005. Subsequently, the Exchange determined that the Security did not qualify for continued listing. This determination, along with the Company's right to appeal, was communicated to the Company by letter dated June 20, 2005. By correspondence dated June 23, 2005, the Company appealed the Exchange's determination and requested an oral hearing.

On August 8, 2005, the Exchange's Listing Qualifications Panel ("Panel") conducted an oral hearing. By letter dated August 16, 2005, the Exchange notified the Company of the Panel's decision to defer its decision on the delisting of the Security to September 30, 2005. By letter dated October 19, 2005, the Exchange notified the Company of the Panel's decision to deny the Company's appeal for continued listing of the Security on the Exchange and to authorize delisting proceedings. The letter also informed the Company of its right, in accordance with Section 1205 of the Company Guide, to request within 15 days that the Exchange's Committee on Securities ("Committee") review the Panel's decision. The Company did not request to the Committee to review the Panel's decision.

The Commission, having considered the facts stated in Amex's application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on December 12, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.³

Jonathan G. Katz
Secretary

³ 17 CFR 200.30-3(a)(1).