

Court File No. CV-13-10000-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) THURSDAY, THE 9TH DAY
)
JUSTICE CAMPBELL) OF MAY, 2013

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
EXTREME FITNESS, INC.**

**APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**ORDER
(Re: Stay Extension)**

THIS MOTION, made by Extreme Fitness, Inc. (the "**Applicant**"), for an order, *inter alia*: (a) extending the Stay Period (as defined in the Initial Order of the Honourable Mr. Justice Campbell granted on February 7, 2013 in these proceedings (the "**Initial Order**")) to and including July 12, 2013; and (b) approving the Third Report of FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor of the Applicant (in such capacity, the "**Monitor**"), dated May 1, 2013 (the "**Third Report**"), and approving the actions of the Monitor described therein, was heard this day at 330 University Avenue, Toronto, Ontario.

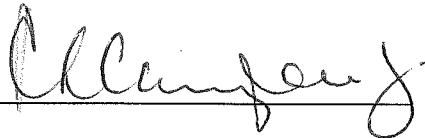
ON READING the affidavit of Alan Hutchens sworn May 1, 2013 and the Third Report and on hearing the submissions of counsel for the Applicant, counsel for the Monitor, counsel for GoodLife Fitness Centres Inc. ("**GoodLife**"), counsel for National Bank of Canada and counsel for 1079268 Ontario Inc. (the "**Landlord**"), no one appearing for any other person on the service

list, although duly served as appears from the affidavit of Eunice Baltkois sworn May 1, 2013, filed,

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 14 of the Initial Order, be and is hereby extended to and including July 12, 2013.
3. **THIS COURT ORDERS** that the Third Report and the actions of the Monitor described therein be and are hereby approved.
4. **THIS COURT ORDERS** that the Monitor shall release the amount of CDN\$430,000 currently being held by the Monitor pursuant to the Endorsement of the Honourable Mr. Justice Morawetz dated March 27, 2013 in these proceedings (the "**Reserve**"), as follows:
 - (a) the amount specified in the settlement agreement and release dated May 9, 2013 between the Applicant and the Landlord shall be distributed by the Monitor to the Landlord; and
 - (b) the remainder of the Reserve shall be distributed by the Monitor in accordance with paragraphs 10 and 11 of the Order (Re: Stay Extension, Assignment of Lease and Distribution) granted by the Honourable Mr. Justice Morawetz on March 27, 2013 in these proceedings.

5. **THIS COURT ORDERS** that the issues raised by the Landlord as against GoodLife in the Motion dated April 5, 2013 and returnable May 28, 2013 (the "**Landlord's Motion**") shall be converted to a fresh application (the "**Application**") commencing new proceedings between the Landlord and GoodLife in this Court, which Application shall be brought by the Landlord with the Landlord as applicant and GoodLife as respondent.

6. **THIS COURT ORDERS** that the costs, if any, of the Landlord's Motion shall be dealt with by the Judge hearing the Application.



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Proceeding commenced at Toronto

**ORDER
(Re: Stay Extension)**

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