

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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 VITAMIN OLDSCO HOLDINGS, INC., VITAMIN OLDSCO CENTRES COMPANY, VITAMIN OLDSCO PARENT LLC, VITAMIN OLDSCO CORPORATION, VITAMIN OLDSCO CENTERS, INC., VITAMIN OLDSCO, INC., VITAMIN OLDSCO INVESTMENT COMPANY, VITAMIN OLDSCO LUCKY CORPORATION, VITAMIN OLDSCO FUNDING, INC., VITAMIN OLDSCO INTERNATIONAL HOLDINGS, INC., VITAMIN OLDSCO HEADQUARTERS LLC, VITAMIN HOLDSCO ASSOCIATES, LTD., VITAMIN OLDSCO CANADA HOLDINGS, INC., VITAMIN OLDSCO GOVERNMENT SERVICES, LLC, VITAMIN OLDSCO PUERTO RICO HOLDINGS, INC., AND VITAMIN OLDSCO PUERTO RICO, LLC

APPLICATION OF VITAMIN OLDSCO HOLDINGS, INC., UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

Applicant

**AFFIDAVIT OF MICHAEL NOEL  
(affirmed October 29, 2020)**

I, Michael Noel, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am an associate at Torys LLP, Canadian counsel to Vitamin OldCo Holdings, Inc. (formerly known as "GNC Holdings, Inc.") ("**Vitamin Holdings**") in its capacity as the foreign representative (the "**Foreign Representative**") of itself as well as Vitamin OldCo Centres

Company, Vitamin OldCo Parent LLC, Vitamin OldCo Corporation, Vitamin OldCo Centers, Inc., Vitamin OldCo, Inc., Vitamin OldCo Investment Company, Vitamin OldCo Lucky Corporation, Vitamin OldCo Funding, Inc., Vitamin OldCo International Holdings, Inc., Vitamin OldCo Headquarters LLC, Vitamin Holdco Associates, Ltd., Vitamin OldCo Canada Holdings, Inc., Vitamin OldCo Government Services, LLC, Vitamin OldCo Puerto Rico Holdings, Inc., and Vitamin OldCo Puerto Rico, LLC (collectively, the “**Debtors**”), and, as such, have knowledge of the matters contained in this Affidavit. Where I do not possess such personal knowledge, I have stated the source of my information and, in all such cases, believe the information to be true.

2. I affirm this affidavit in support of the motion of the Applicant for certain relief for itself and the affiliated entities listed in Schedule “A” (the Debtors, and together with non-Debtor affiliates, the “**Company**”) pursuant to section IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”).

3. The Applicant seeks, among other things: (i) an order recognizing, and giving full force and effect in Canada to, the Additional U.S. Orders (as defined below) entered by the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”); and (ii) an order providing, upon the filing of a certificate of FTI Consulting Canada Inc., in its capacity as the information officer (in such capacity, the “**Information Officer**”), for the termination of the within CCAA recognition proceedings with respect to the Applicant and the discharge and release of the Information Officer, pursuant to section 49 of the CCAA.

4. Unless otherwise indicated, capitalized terms used in my affidavit and not otherwise defined shall have the meaning given to them in: (i) the affidavit of Tricia Tolivar sworn June 24, 2020 in these proceedings (the “**Tolivar Affidavit**”), which is contained in my affidavit affirmed September 27, 2020 as Exhibit “A” and (ii) my affidavit affirmed October 27, 2020 in this proceeding.

5. After I affirmed my affidavit on October 27, 2020, the U.S. Court issued the Forty-First (41st) Omnibus Order (A) Authorizing Rejection of Certain Unexpired Leases Effective as of October 13, 2020 and (B) Granting Related Relief (“**41st Rejection Order**”). The 41<sup>st</sup> Rejection Order is attached as Exhibit “A”.

**AFFIRMED REMOTELY by Michael Noel  
at the City of Toronto in the Province of  
Ontario, before me on October 29, 2020 in  
accordance with O.Reg. 431/20,  
Administering Oath or Declaration  
Remotely.**



\_\_\_\_\_  
Commissioner for Taking Affidavits  
(or as may be)

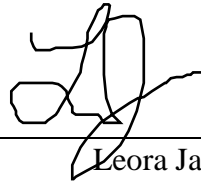
**LEORA JACKSON**  
(LSO #: 68448L)

\_\_\_\_\_  
**Michael Noel**

**Schedule A – List of Debtors**

1. Vitamin OldCo Holdings, Inc.;
2. Vitamin OldCo Centres Company;
3. Vitamin OldCo Parent LLC;
4. Vitamin OldCo Corporation;
5. Vitamin OldCo Centers, Inc.;
6. Vitamin OldCo, Inc.;
7. Vitamin OldCo Investment Company;
8. Vitamin OldCo Lucky Corporation;
9. Vitamin OldCo Funding, Inc.;
10. Vitamin OldCo International Holdings, Inc.;
11. Vitamin OldCo Headquarters LLC;
12. Vitamin Holdco Associates, Ltd.;
13. Vitamin OldCo Canada Holdings, Inc.;
14. Vitamin OldCo Government Services, LLC;
15. Vitamin OldCo Puerto Rico Holdings, Inc.; and
16. Vitamin OldCo Puerto Rico, LLC.

THIS IS **EXHIBIT “A”** REFERRED TO IN THE  
AFFIDAVIT OF MICHAEL NOEL,  
AFFIRMED REMOTELY BY MICHAEL NOEL  
BEFORE ME *BY VIDEO CONFERENCE*, THIS 29th  
DAY OF OCTOBER, 2020.



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Leora Jackson

Commissioner for Taking Affidavits

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
Vitamin OldCo Holdings, Inc.,	)	
(f/k/a GNC Holdings, Inc.), <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	Docket Ref. No. 1387

**FORTY-FIRST (41<sup>ST</sup>) OMNIBUS  
ORDER (A) AUTHORIZING REJECTION  
OF CERTAIN UNEXPIRED LEASES EFFECTIVE  
AS OF OCTOBER 13, 2020 AND (B) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the Debtors for an order (this “**Order**”), (a) authorizing the Debtors to reject certain unexpired leases or occupancy agreements of nonresidential real property (each, a “**Rejection Lease**,” and collectively, the “**Rejection Leases**”), a list of which is annexed as **Schedule 1** hereto, effective as of October 13, 2020 (the “**Rejection Date**”); and (b) authorizing the Debtors to abandon the Remaining Property located at the Premises as of the Rejection Date; and this Court having reviewed the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors,

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<sup>1</sup> The debtors in these Chapter 11 Cases, along with the last four digits of each debtor’s United States federal tax identification number, if applicable, or other applicable identification number, are: Vitamin OldCo Holdings, Inc. (f/k/a GNC Holdings, Inc.) (6244); Vitamin OldCo Parent LLC (f/k/a GNC Parent LLC) (7572); Vitamin OldCo Corporation (f/k/a GNC Corporation) (5170); Vitamin OldCo Centers, Inc. (f/k/a General Nutrition Centers, Inc.) (5168); Vitamin OldCo, Inc. (f/k/a General Nutrition Corporation) (4574); Vitamin OldCo Investment Company (f/k/a General Nutrition Investment Company) (3878); Vitamin OldCo Lucky Corporation (f/k/a Lucky Oldco Corporation) (7141); Vitamin OldCo Funding, Inc. (f/k/a GNC Funding, Inc.) (7837); Vitamin OldCo International Holdings, Inc. (f/k/a GNC International Holdings, Inc.) (9873); Vitamin OldCo Headquarters LLC (f/k/a GNC Headquarters LLC) (7550); Vitamin HoldCo Associates, Ltd. (f/k/a Gustine Sixth Avenue Associates, Ltd.) (0731); Vitamin OldCo Canada Holdings, Inc. (f/k/a GNC Canada Holdings, Inc.) (3879); Vitamin OldCo Centres Company (f/k/a General Nutrition Centres Company) (0939); Vitamin OldCo Government Services, LLC (f/k/a GNC Government Services, LLC) (2226); Vitamin OldCo Puerto Rico Holdings, Inc. (f/k/a GNC Puerto Rico Holdings, Inc.) (4559); and Vitamin OldCo Puerto Rico, LLC (f/k/a GNC Puerto Rico, LLC) (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

and other parties in interest; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2); and this Court having authority to enter a final order consistent with Article III of the United States Constitution; and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon all of the proceedings before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105(a) and 365 of the Bankruptcy Code, and Bankruptcy Rule 6006, the Rejection Leases identified in **Schedule 1** attached hereto, to the extent not already terminated in accordance with their applicable terms or upon agreement of the parties, are hereby rejected effective as of the Rejection Date.<sup>3</sup>
3. The Debtors are authorized, but not directed, to abandon the Remaining Property that is owned by the Debtors and located on the Premises. Any furniture, fixtures, and equipment, or other personal property remaining on the Premises as of the Rejection Date is deemed abandoned effective as of the Rejection Date without further order of this Court, free and clear of all liens, claims, interests, or other encumbrances. The Landlords to each Rejection Lease are authorized

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<sup>3</sup> For the avoidance of doubt, the rejection of a lease is deemed effective no earlier than the Debtors' unequivocal surrender of the leased premises via the delivery of the keys, key codes, and alarm codes to the premises, as applicable, to the applicable Landlord, or, if not by delivering such keys and codes, then by providing notice that the Landlord may re-let the premises.

to use or dispose of any such property in their sole discretion, without notice or liability to the Debtors or any third party and without further notice or order of this Court and, to the extent applicable, the automatic stay is modified to allow such disposition. The Debtors shall have removed from the Premises any property leased by the Debtors from third parties on or prior to the Rejection Date.

4. Nothing in this Order authorizes the Debtors to abandon personal identifying information (which means information which alone or in conjunction with other information identifies an individual, including but not limited to an individual's first name (or initial) and last name, physical address, electronic address, telephone number, social security number, date of birth, government-issued identification number, account number and credit or debit card number) (the "*PII*") of any customers. Nothing in this Order relieves the Debtors' of their obligation to comply with state or federal privacy and/or identity theft prevention laws and rules with respect to PII. Prior to abandonment of any Remaining Property, the Debtors shall remove or cause to be removed any confidential and/or PII in any of the Debtors' hardware, software, computers, cash registers, or similar equipment which are to be abandoned or otherwise disposed of so as to render the PII unreadable or undecipherable.

5. Any proofs of claim for damages in connection with the rejection of the Rejection Leases, if any, shall be filed no later than thirty (30) days after entry of this Order.

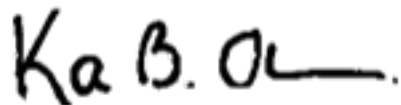
6. Nothing in the Motion or this Order, shall be construed as: (i) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors' properties; (ii) a waiver of the Debtors' rights to Dispute any claim or lien on any grounds; (iii) a promise to pay any claim; or (iv) an implication or admission that any particular claim would constitute an allowed claim. Nothing contained in this Order shall be deemed to increase, decrease,



reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

7. The requirements set forth in Bankruptcy Rules 6006 and 6007 are satisfied.
8. The Debtors are authorized and empowered to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.
9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

**Dated: October 29th, 2020**  
**Wilmington, Delaware**

  
**KAREN B. OWENS**  
**UNITED STATES BANKRUPTCY JUDGE**

**Schedule 1**

Store No.	Counterparty Landlord and Address	Debtor Counterparty	Leased Location
000165	16111 JAMAICA AVENUE, LLC DAVID MALANGA 107 E 88TH ST NEW YORK, NY 10128	GENERAL NUTRITION CORPORATION	161-11 JAMAICA AVENUE QUEENS, NY
004170	1713896 ALBERTA LTD 10180-111 STEET EDMONTON, AB T5K 1K6	GENERAL NUTRITION CENTRES COMPANY	ERIN RIDGE POWER CENTRE 935 ST. ALBERT TRAIL ST ALBERT, AB CANADA
004503	6914888 CANADA INC. 1001 RUE DU SQUARE-VICTORIA QUEBEC, QB H2Z 2B5	GENERAL NUTRITION CENTRES COMPANY	DEERFOOT MEADOWS 840-8180 11TH STREET SE CALGARY, AB CANADA
004072	BENTALLGREENOAK (CANADA) LIMITED PARTNERSHIP DRIFTWOOD MALL ADMIN OFFICE 2751 CLIFFE AVENUE COURTENAY, BC V9N 2L8	GENERAL NUTRITION CENTRES COMPANY	DRIFTWOOD MALL 2751 CLIFFE AVE COURTENAY, BC CANADA
004263	BENTALLGREENOAK (CANADA) LP ITF WHITE OAKS MALL HOLDING LTD 1105 WELLINGTON ROAD LONDON, ON N6E 1V4	GENERAL NUTRITION CENTRES COMPANY	WHITE OAKS MALL 1105 WELLINGTON RD LONDON, ON CANADA
003428	BOHANNON DEVELOPMENT COMPANY LARRY IVICH SIXTY 31ST AVENUE SAN MATEO, CA 944033404	GENERAL NUTRITION CORPORATION	HILLSDALE MALL 393 HILLSDALE MALL SAN MATEO, CA
004090	CALLOWAY REAL ESTATE INVESTMENT TRUST INC. 700 APPLEWOOD CRES VAUGHAN, ON L4K 5X3	GENERAL NUTRITION CENTRES COMPANY	ARGYLE MALL 332 CLARKE ROAD LONDON, ON CANADA
004206	CALLOWAY REIT (ST. THOMAS) INC. 700 APPLEWOOD CRES VAUGHAN, ON L4K 5X3	GENERAL NUTRITION CENTRES COMPANY	SMARTCENTRES ST. THOMAS 1063 TALBOT STREET ST. THOMAS, ON CANADA

Store No.	Counterparty Landlord and Address	Debtor Counterparty	Leased Location
004180	CAMERON DEVELOPMENT MANAGEMENT 10180-111 STREET EDMONTON, AB T5K 1K6	GENERAL NUTRITION CENTRES COMPANY	MANNING TOWN CENTRE 15733 37 STREET EDMONTON, AB CANADA
004181	CF REALTY HOLDINGS INC SHOPS AT DON MILLS 7 MAGINN MEWS TORONTO, ON M3C 0G8	GENERAL NUTRITION CENTRES COMPANY	SHOPS AT DON MILLS 1090 DON MILLS RD TORONTO, ON CANADA
004066	CORNWALL CENTRE INC.202-2114 11TH AVE REGINA, SK S4P0J5	GENERAL NUTRITION CENTRES COMPANY	CORNWALL MALL2102-11TH AVEREGINA, SKCANADA
000748	DALY CITY SERRAMONTE CENTER, LLC WILL DAMRATH DALY CITY SERRAMONTE CENTER, LLC C/O REGENCY CENTERS CORPORATION ONE INDEPENDENT DRIVE SUITE 114 JACKSONVILLE, FL 32202-5019	GENERAL NUTRITION CORPORATION	SERRAMONTE CENTER 45C SERRAMONTE CENTER DALY CITY, CA
004225	EUROPRO (LAMPTON MALL) LP 1380 LONDON RD ATTN: ADMINISTRATION OFFICE SARNIA, ON N7S1P8	GENERAL NUTRITION CENTRES COMPANY	LAMPTON MALL 1380 LONDON ROAD UNIT33 SARNIA, ON CANADA
004086	FIRST CAPITAL BRIDGEPORT CORP 589 FAIRWAY ROAD SOUTH UNIT# 6 KITCHENER, ON N2C 1X4	GENERAL NUTRITION CENTRES COMPANY	BRIDGEPORT PLAZA 13/14-94 BRIDGEPORT RD EA WATERLOO, ON CANADA
004038	FIRST RICHMOND NORTH SHOPPING CENTRES LIMITED 700 APPLEWOOD CRES VAUGHAN, ON L4K 5X3	GENERAL NUTRITION CENTRES COMPANY	SMART CENTRES CENTRAL @ G 1825-4720 MCCLELLAND ROAD RICHMOND, BC CANADA
004191	HARVARD PROPERTY MANAGEMENT INC 2000-1874 SCARTH STREET YORKTON, SK S4P 4B3	GENERAL NUTRITION CENTRES COMPANY	YORK STATION 275 BROADWAY ST E YORKTON, SK CANADA
004091	HERITAGE MALL LP C/O THE STERLING GROUP 1350 -16 STREET EAST OWEN SOUND, ON N4K6N7	GENERAL NUTRITION CENTRES COMPANY	HERITAGE PLACE 1350 16TH STREET EAST OWEN SOUND, ON CANADA

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Store No.	Counterparty Landlord and Address	Debtor Counterparty	Leased Location
18) 004270	HOOPP REALTY INC 1500 FISHER ST SUITE 200 NORTH BAY, ON P1B 2H3	GENERAL NUTRITION CENTRES COMPANY	NORTHGATE SQUARE 1500 FISHER ST NORTH BAY, ON CANADA
19) 004504	IVANHOE CAMBRIDGE II INC. AND WOODGROVE HOLDINGS INC. 1001 RUE DU SQUARE-VICTORIA QUEBEC, QB H2Z 2B5	GENERAL NUTRITION CENTRES COMPANY	WOODGROVE CENTRE 6631 ISLAND HIGHWAY N NANAIMO, BC CANADA
20) 004171	MAJOR WESTON CENTRES LIMITED 700 APPLEWOOD CRES VAUGHAN, ON L4K 5X3	GENERAL NUTRITION CENTRES COMPANY	SMARTCENTRES VAUGHAN 3604 MAJOR MACKENZIE DR VAUGHAN, ON CANADA
21) 009951	MARTINSVILLE MALL, LLC/DRE HANKINS 2529 VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23452	GENERAL NUTRITION CORPORATION	VILLAGES OF MARTINSVILLE240 COMMONWEALTH BLVD MARTINSVILLE, VA
22) 004067	MAYFLOWER MALL 800 GRAND LAKE ROAD SYDNEY, NS B1P 6S9	GENERAL NUTRITION CENTRES COMPANY	MAYFLOWER MALL 800 GRAND LAKE ROAD SYDNEY, NS CANADA
23) 004186	NORTH PARK SHOPPING CENTRES LIMITED 700 APPLEWOOD CRES VAUGHAN, ON L4K 5X3	GENERAL NUTRITION CENTRES COMPANY	NORTH PARK SC 1405 LAWRENCE AVE W TORONTO, ON CANADA
24) 003695	OAKRIDGE MALL LLC 2049 CENTURY PARK EAST 41ST FLOOR LOS ANGELES, CA 90067	GENERAL NUTRITION CORPORATION	WESTFIELD OAKRIDGE 925 BLOSSOM HILL SAN JOSE, CA
25) 004048	OPB REALTY INC. 7001MUMFORD RD HALIFAX PLACE SUITE 203 HALIFAX, NS B3L 4R3	GENERAL NUTRITION CENTRES COMPANY	HALIFAX SHOPPING CENTER 7001 MUMFORD ROAD HALIFAX, NS CANADA

Store No.	Counterparty Landlord and Address	Debtor Counterparty	Leased Location
004039	OPB REALTY, INC. UNIT 86-1225 ST MARY'S ROAD WINNIPEG, MB R2M 5E5	GENERAL NUTRITION CENTRES COMPANY	ST. VITAL CENTER 130-1225 ST MARY'S RD WINNEPEG, MB CANADA
004189	REVENUE PROPERTIES COMPANY LIMITED C/O MORGUARD INVESTMENTS 6464 YOUNGE STREET SUITE 232 BRAIMPTON, ON M2M 3X4	GENERAL NUTRITION CENTRES COMPANY	CENTERPOINT MALL 6464 YOUNGE ST NORTH YORK, ON CANADA
004187	RIOCAN MANAGEMENT INC., AS AGENT FOR RIOCAN HOLDINGS (TIV) INC. AND 1633272 ALBERTA ULC MELISSA PROSKY C/O RIOCAN MANAGEMENT INC 8555 CAMPEAU DR, SUITE 400 OTTAWA , ON K2T 0K5	GENERAL NUTRITION CENTRES COMPANY	TANGER OUTLETS IN OTTAWA 8555 CAMPEAU DR OTTOWA, ON CANADA
004201	RIOCAN PS INC. 2300 YONGE ST SUITE 500 TORONTO, ON M4P 1E4	GENERAL NUTRITION CENTRES COMPANY	SHOPPES ON QUEEN WEST 601 QUEEN STREET WEST TORONTO, ON CANADA
004196	RIOKIM HOLDINGS (ONTARIO) INC. 2300 YONGE ST SUITE 500 TORONTO, ON M4P 1E4	GENERAL NUTRITION CENTRES COMPANY	SHOPPERS WORLD DANFORTH3003 DANFORTH AVETORONTO, ONCANADA
004256	RIOTRIN PROPERTIES (OAKVILLE) INC. 2300 YONGE ST SUITE 500 TORONTO, ON M4P 1E4	GENERAL NUTRITION CENTRES COMPANY	RIO CENTRE OAKVILLE 478 DUNDAS STREET WEST OAKVILLE, ON CANADA
004203	RK (SHEPPARD CENTRE) INC. 2 SHEPPARD AVENUE EAST SUITE 400 TORONTO, ON M2N 5Y7	GENERAL NUTRITION CENTRES COMPANY	YONGE SHEPPARD CENTRE 4841 YONGE STREET TORONTO, ON CANADA
004174	SKYLINE COMMERCIAL MANAGEMENT INC 70 FOUNTAIN STREET GUELPH, ON N1H 3N6	GENERAL NUTRITION CENTRES COMPANY	WALKER PLACE 4140 WALKER RD WINDSOR, ON CANADA

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Store No.	Counterparty Landlord and Address	Debtor Counterparty	Leased Location
000857	STARWOOD RETAIL PARTNERS LLC PATRICK CAIRNS 1 EAST WACKER STREET SUITE 3600 CHICAGO , IL 60601	GENERAL NUTRITION CORPORATION	SOLANO MALL 1350 TRAVIS BLVD FAIRFIELD, CA
004234	TC CRANBROOK CENTRE LTD C/O CRESTWELL REALTY INC 606-450 SW MARINE DRIVE VANCOUVER, BC V5X 0C3	GENERAL NUTRITION CENTRES COMPANY	TAMARACK CENTRE 1500 CRANBROOK ST N.#115 CRANBROOK, BC CANADA
002589	THE ESTATE OF LILLIAN GOLDMAN, THE LILLIAN GOLDMAN FAMILY LLC C/O LGF ENTERPRISES 1185 SIXTH AVENUE 10TH FLOOR NEW YORK, NY 10036	GENERAL NUTRITION CORPORATION	37-87 JUNCTION BLVD. CORONA, NY

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED      Court File No.  
CV-20-00642970-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VITAMIN OLDSCO HOLDINGS,  
INC. et al.

APPLICATION OF VITAMIN OLDSCO HOLDINGS, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

Proceeding commenced at TORONTO

**AFFIDAVIT OF MICHAEL NOEL**  
**(affirmed October 29, 2020)**

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