

Court File No. CV-20-00642970-00CL

**Vitamin OldCo Holdings, Inc. (formerly GNC Holdings, Inc.),
Vitamin OldCo Centres Company (formerly General Nutrition
Centres Company) *et al***

SIXTH REPORT OF THE INFORMATION OFFICER

October 27, 2020

**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 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., GNC CHINA HOLDSCO, LLC,
VITAMIN OLDSCO HEADQUARTERS LLC, VITAMIN OLDSCO
ASSOCIATES, LTD., VITAMIN OLDSCO CANADA HOLDINGS, INC.,
VITAMIN OLDSCO CENTRES COMPANY, 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

**SIXTH REPORT TO THE COURT
SUBMITTED BY FTI CONSULTING CANADA INC.
IN ITS CAPACITY AS INFORMATION OFFICER**

INTRODUCTION

1. Vitamin OldCo Holdings, Inc., formerly GNC Holdings, Inc. (“**GNC Holdings**”), an entity registered in the state of Delaware, is the ultimate parent of Vitamin OldCo Centres Company, formerly General Nutrition Centres Company (“**GNC Canada**”). GNC Holdings is also the ultimate parent for those entities listed in **Appendix A** hereto (collectively, with GNC Holdings and GNC Canada, the “**Debtors**”). On June 23, 2020 (the “**Petition Date**”), the Debtors commenced cases under Chapter 11 of the United States Bankruptcy Code (the “**Chapter 11 Cases**”) in the U.S. Bankruptcy Court in Delaware (the “**U.S. Court**”).

2. On June 24, 2020, GNC Holdings in its capacity as the proposed foreign representative of the Debtors in respect of the Chapter 11 Cases filed an application (the “**Recognition Proceedings**”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) to the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) for:
 - (a) An interim order (Foreign Main Proceeding) granting a stay of proceedings against the Debtors (the “**Interim Stay Order**”);

 - (b) An initial recognition order (the “**Initial Recognition Order**”) recognizing the Chapter 11 Cases and granting, *inter alia*, a stay of proceedings against the Debtors;

 - (c) A supplemental recognition order (the “**Supplemental Order**”) seeking certain relief including the recognition of various orders issued in the Chapter 11 Cases and the appointment of FTI Consulting Canada Inc. (“**FTI Canada**”) as Information Officer (in such capacity, the “**Information Officer**”); and

 - (d) An order (the “**Consulting Agreement Approval Order**”) approving the consulting agreement (the “**Consulting Agreement**”) entered into between GNC Canada and a joint venture comprised of Tiger Asset Solutions Canada, ULC and GA Retail Canada ULC (collectively, the “**Canada Consultant**”).

3. The Interim Stay Order was granted on June 24, 2020. Pursuant to the Interim Stay Order, FTI Consulting Canada Inc. (“**FTI Canada**”), in its capacity as the proposed Information Officer (at that time), established a case website for the Recognition Proceedings at <http://cfcanada.fticonsulting.com/GNCC> (the “**Canada Case Website**”).
4. On June 25, 2020 and June 26, 2020, the U.S. Court granted the First Day Orders to permit the Debtors to continue to operate their business in the ordinary course and to advance their proposed reorganization. The First Day Orders included the Foreign Representative Order, the Interim DIP Order, the Interim Cash Management Order, the Interim Store Closing Order, and the Interim Wages Order, each as defined in the Pre-Filing Report of the Proposed Information Officer dated June 28, 2020 (the “**Pre-Filing Report**”). The U.S. Court also issued an order consolidating the administration of the Chapter 11 Cases for procedural purposes only under Case No. 20-11662.
5. All publicly available information filed in the Chapter 11 Cases is available at <https://cases.primeclerk.com/gnc> (the “**U.S. Case Website**”).
6. On June 29, 2020, the Honourable Madam Justice Conway of the Canadian Court granted:
 - (a) The Initial Recognition Order, *inter alia*, declaring that GNC Holdings is a “foreign representative” as defined in section 45 of the CCAA (the “**Foreign Representative**”), that the centre of main interests for each of the Debtors is the United States of America and recognizing the Chapter 11 Cases as a “foreign main proceeding”;

- (b) The Supplemental Order, *inter alia*, recognizing several of the First Day Orders, appointing FTI Canada as information officer (the “**Information Officer**”), granting a stay of proceedings against the Debtors and granting a super-priority charge (the “**DIP Lenders’ Charges**”) on the Debtors’ property in Canada for the benefit of GLAS Trust Company LLC, as administrative collateral agent for and on behalf of itself and the other lenders party thereto (the “**DIP Term Lenders**”), and JP Morgan Chase N.A. as administrative agent and collateral agent for an on behalf of themselves and the other lenders party thereto (the “**DIP ABL FILO Lenders**”, and collectively with the DIP Term Lenders, the “**DIP Lenders**”); and
- (c) The Consulting Agreement Approval Order, *inter alia*, recognizing the Interim Store Closing Order in the Chapter 11 Cases, approving the Consulting Agreement and approving and authorizing the Debtors to conduct the going-out-of-business sale process in Canada (the “**GOB Sale**”) in accordance with the Interim Store Closing Order, the Canadian Store Closing Procedures, the Canadian Sale Guidelines (as defined in the Interim Store Closing Order) and the Consulting Agreement.
7. As described in the First Report of the Information Officer dated July 24, 2020 (the “**First Report**”), various orders were entered by the U.S. Court on July 20, July 21, and July 22, 2020 (the “**Second Day Orders**”).
8. On July 27, 2020, the Honourable Madam Justice Gilmore of the Canadian Court granted an Order (the “**Second Day Recognition Order**”) recognizing certain of the Second Day Orders, including the Final DIP Order, the Bar Date Order and the Bidding Procedures Order.
9. On August 25, 2020, the Honourable Madam Justice Conway of the Canadian Court granted an Order (the “**August 25 Recognition Order**”) recognizing certain additional Orders that had been entered by the U.S. Court, including the Disclosure Statement Order and the Stalking Horse and Bid Protections Approval Order.

10. On September 22, 2020, the Honourable Madam Justice Conway of the Canadian Court granted an Order (the “**September 22 Recognition Order**”) recognizing the following additional Orders that had been entered by the U.S. Court:
 - (a) The U.S. Sale Order, *inter alia*:
 - (i) Authorizing the sale of substantially all of the Debtors’ assets free and clear of all claims, liens, liabilities, rights, interests and encumbrances (the “**Sale Transaction**”); and
 - (ii) Authorizing the assumption and assignment of certain of the Debtors’ executory contracts and unexpired leases; and
 - (b) The Thirteenth Omnibus Lease Rejection Order *inter alia* authorizing rejection of certain unexpired leases effective as of August 31, 2020.
11. On September 30, 2020, the Honourable Madam Justice Conway of the Canadian Court granted an Order (the “**September 30 Recognition Order**”) recognizing the 29th Lease Assumption Order, the 30th Lease Assumption Order, the 31st Lease Assumption Order, the 32nd Lease Assumption Order and the 33rd Lease Assumption Order.
12. The Sale Transaction closed on October 7, 2020.
13. On October 14, 2020, the U.S. Court issued Findings of Fact, Conclusions of Law and Order Confirming the Joint Chapter 11 Plan of Vitamin Holdings and its Debtor Affiliates (the “**Plan Confirmation Order**”) confirming the Joint Chapter 11 Plan of Vitamin Holdings and its Debtor Affiliates dated October 7, 2020 (the “**Plan**”) and the Plan Supplement dated September 28, 2020 (as amended, supplemented and otherwise modified, the “Plan Supplement”, and together with the Plan, the “**Confirmed Plan**”).
14. On October 16, 2020, the Honourable Madam Justice Conway of the Canadian Court granted an Order (the “**October 16 Recognition Order**”) recognizing, *inter alia*, the Plan Confirmation Order.

15. The purpose of this, the Sixth Report of the Information Officer (the “**Report**” or the “**Sixth Report**”), is to provide information to the Canadian Court with respect to:
- (a) The Foreign Representatives motion for an Order (the “**October 30 Recognition and Termination Order**”), *inter alia*:
 - (i) Recognizing the 41st Lease Rejection Order, as defined hereinafter, if it is issued by the U.S. Court;
 - (ii) Recognizing the 46th Assumption and Assignment Order, as defined hereinafter, if it is issued by the U.S. Court; and
 - (iii) Terminating the Recognition Proceedings and discharging the Information Officer upon filing by the Information Officer of a certificate (the “**Termination Certificate**”); and
 - (b) The Information Officer’s request for an Order (the “**Second Fee Approval Order**”) *inter alia* approving the fees and disbursements of the Information Officer and the Information Officer’s Counsel (as defined below).

TERMS OF REFERENCE

16. In preparing this Report, the Information Officer has relied upon unaudited financial information of the Debtors, the Debtors’ books and records, certain financial information prepared by the Debtors and discussions with various parties, including the Canada Consultant and other various legal, financial, and other advisors to the Debtors (collectively, the “**Information**”).
17. Except as described in this Report:
- (a) The Information Officer has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and

- (b) The Information Officer has not examined or reviewed financial forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.
18. The Information Officer has prepared this Report in connection with the Foreign Representatives motion for the granting of the October 30 Recognition and Termination Order and the Information Officer's motion for the granting of the Second Fee Approval Order, which are scheduled to be heard on October 30, 2020, and this Report should not be relied on for any other purposes.
19. Future oriented financial information reported or relied on in preparing this Report is based on the assumptions of management of the Debtors ("**Management**") regarding future events; actual results may vary from forecast and such variations may be material.
20. Unless otherwise stated, all monetary amounts contained herein are expressed in **United States Dollars**. Capitalized terms not otherwise defined herein have the meanings defined in the Initial Tolivar Affidavit, the U.S. First Day Declarations, the Pre-Filing Report or previous Reports of the Information Officer.

EXECUTIVE SUMMARY

21. In summary, for the reasons set out in this Report, the Information Officer is of the view that:
- (a) Recognition of the 41st Lease Rejection Order and the 46th Assumption and Assignment Order is appropriate in the circumstances; and
 - (b) Termination of the Recognition Proceedings and discharge of the Information Officer upon filing of the Termination Certificate is appropriate in the circumstances.

22. The Information Officer respectfully submits that the Information Officer's Fees and Disbursements, the Information Officer's Counsel Fees and Disbursements and the Subsequent Fees and Disbursements are reasonable in the circumstances and have been, or will be, validly incurred in accordance with the provisions of the Orders issued in the Recognition Proceedings.

THE OCTOBER 20 RECOGNITION AND TERMINATION ORDER

THE 41ST LEASE REJECTION ORDER

23. On October 13, 2020, the Debtors filed the Forty-first Omnibus Motion in the Chapter 11 Cases for entry of an order authorizing rejection of certain unexpired leases (the "**41st Lease Rejection Order**"), including the remaining 29 Canadian leases that were not assigned as part of the Sale Transaction (the "**Remaining Canadian Leases**").
24. The Objection Deadline for the 41st Lease Rejection Order is October 27, 2020. The Information Officer has been informed that if no objections are filed, it is expected that the U.S. Court will issue the 41st Lease Rejection Order on or before October 29, 2020.
25. If the 41st Lease Rejection Order is not issued prior to the Confirmed Plan becoming effective, the Remaining Canadian Leases will be rejected pursuant to the Plan Confirmation Order which, as noted earlier in this Report, was recognized by the Canadian Court pursuant to the October 16 Recognition Order.
26. The provisions of the 41st Lease Rejection Order, if issued in the form requested, will be substantially consistent with the previous lease rejection Orders recognized by the Canadian Court in the Recognition Proceedings.
27. GNC Canada provided at least 30 days' notice to the landlords subject to the 41st Lease Rejection Order prior to the effective date of the lease rejection and paid rent for the notice period.

28. Accordingly, the Information Officer is of the view that recognition of the 41st Lease Rejection Order, if issued by the U.S. Court substantially in the form requested, would be appropriate in the circumstances.

THE 46TH ASSUMPTION AND ASSIGNMENT ORDER

29. On October 14, 2020, the Debtors filed the Forty-Sixth Omnibus Motion in the Chapter 11 Cases for entry of an order authorizing the Debtors to assume and assign certain executory contracts (the “**46th Assumption and Assignment Order**”), including one Canadian contract.
30. The Objection Deadline for the 46th Assumption and Assignment Order is October 28, 2020, with a hearing date set for November 5, 2020. The Information Officer has been informed that if no objections are filed, it is possible that the U.S. Court could issue the 41st Lease Rejection Order prior to November 5, 2020.
31. The provisions of the 46th Assumption and Assignment Order, if issued in the form requested, will be substantially consistent with the previous assignment and assumption Orders recognized by the Canadian Court in the Recognition Proceedings.
32. Accordingly, the Information Officer is of the view that recognition of the 46th Assumption and Assignment Order, if issued by the U.S. Court substantially in the form requested, would be appropriate in the circumstances.

TERMINATION OF RECOGNITION PROCEEDINGS AND DISCHARGE OF INFORMATION OFFICER

33. The Foreign Representative is seeking termination of the Recognition Proceedings upon filing of the Termination Certificate.
34. It is currently anticipated that the Plan will become effective on or about October 30, 2020.

35. If the Plan becomes effective, there will be no further Orders issued by the U.S. Court that will require recognition by the Canadian Court, other than potentially the 46th Assumption and Assignment Order. Furthermore, there will be no continued need for a stay of proceedings against GNC Canada.
36. Accordingly, the Information Officer is of the view that termination of the Recognition Proceedings upon the filing of the Termination Certificate is appropriate in the circumstances.

THE SECOND FEE APPROVAL ORDER

37. On October 16, 2020, the Honourable Madam Justice Conway of the Canadian Court granted an Order (the “**First Fee Approval Order**”) approving, *inter alia*:
- (a) The Pre-filing Report, the First Report, the Second Report of the Information Officer dated August 21, 2020 (the “**Second Report**”), the Third Report of the Information Officer dated September 19, 2020 (the “**Third Report**”) and the Fourth Report of the Information Officer dated October 9, 2020 (the “**Fourth Report**”);
 - (b) The actions, conduct and activities of the Information Officer as described in the First Report, the Second Report, the Third Report and the Fourth Report;
 - (c) Approving the total fees and disbursements of the Information Officer during the period from the commencement of the Recognition Proceedings to October 4, 2020; and
 - (d) Approving the total fees and disbursements of the Information Officer’s Counsel during the period from the commencement of the Recognition Proceedings to September 25, 2020.
38. The Information Officer now respectfully requests the granting of the Second Fee Approval Order approving:

- (a) The actions, conduct and activities of the Information Officer as described in the Information Officer's Fifth Report dated October 14, 2020 and this Sixth Report;
 - (b) The fees and disbursements of the Information Officer for the period from October 5 to October 25, 2020, and of the fees and disbursements of the Information Officer's Counsel for the period from September 26 to October 25, 2020; and
 - (c) The estimated fees and disbursements of the Information Officer and the Information Officer's Counsel for the period from October 26, 2020 to the filing of the Termination Certificate (the "**Subsequent Fees and Disbursements**").
39. Pursuant to paragraph 17 of the Supplemental Recognition Order, the Information Officer and the Information Officer's Counsel have been paid their fees and disbursements at their standard rates and charges by GNC Canada from time to time as part of the costs of the Recognition Proceedings.
40. Paragraph 18 of the Supplemental Recognition Order states:
- "THIS COURT ORDERS that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose, the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding."
41. The Information Officer and Stikeman Elliott LLP (the "**Information Officer's Counsel**") have maintained records of their professional time and costs.

42. The total fees and disbursements of the Information Officer during the period from October 5 to October 25, 2020, amount to \$62,246.11 (the “**Information Officer Fees and Disbursements**”), including \$58,660.00 for fees and \$3,586.11 for disbursements (all excluding applicable taxes). The time spent by the Information Officer’s personnel in the period is more particularly described in the affidavit of Nigel Meakin of the Information Officer, sworn October 27, 2020 in support of the Information Officer’s request for the Second Fee Approval Order. A copy of the affidavit of Mr. Meakin is attached hereto as **Appendix B**.
43. The total fees and disbursements of the Information Officer’s Counsel during the period from September 26 to October 25, 2020, amount to US\$45,966.30 (the “**Information Officer’s Counsel Fees and Disbursements**”), including invoiced fees of US\$45,966.30 and disbursements of US\$0.00 (all excluding applicable taxes). The time spent by the personnel of the Information Officer’s Counsel in the period is more particularly described in the affidavit of Ashley Taylor of the Information Officer’s Counsel, sworn October 27, 2020 in support of the Information Officer’s request for the Second Fee Approval Order. A copy of the affidavit of Mr. Taylor is attached hereto as **Appendix C**.
44. Based on the information currently available and assuming no unforeseen events in the Chapter 11 Cases or the Recognition Proceedings, the Information Officer estimates that the Subsequent Fees and Disbursements should not exceed \$35,000 in the aggregate.
45. The Information Officer respectfully submits that the Information Officer’s Fees and Disbursements, the Information Officer’s Counsel Fees and Disbursements and the Subsequent Fees and Disbursements are reasonable in the circumstances and have been, or will be, validly incurred in accordance with the provisions of the Orders issued in the Recognition Proceedings.
46. Accordingly, the Information Officer respectfully seeks the approval of the Information Officer Fees and Disbursements, the Information Officer’s Counsel Fees and Disbursements and the Subsequent Fees and Disbursements.

The Information Officer respectfully submits to the Court this, its Sixth Report.

Dated this 27th day of October, 2020.

FTI CONSULTING CANADA INC.

Solely in its capacity as Information Officer of Vitamin OldCo Holdings, Inc., 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., GNC China Holdco, LLC, Vitamin OldCo Headquarters LLC, Vitamin OldCo Associates, Ltd., Vitamin OldCo Canada Holdings, Inc., Vitamin OldCo Centres Company, Vitamin OldCo Government Services, LLC, Vitamin OldCo Puerto Rico Holdings, Inc., and Vitamin OldCo Puerto Rico, LLC and not in its personal or corporate capacity.



Nigel D. Meakin
Senior Managing Director



Jim Robinson
Managing Director

Appendix A

Debtors

Vitamin OldCo Holdings, Inc.
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.
GNC China Holdco, LLC
Vitamin OldCo Headquarters LLC
Vitamin OldCo Associates, Ltd.
Vitamin OldCo Canada Holdings, Inc.
Vitamin OldCo Centres Company
Vitamin OldCo Government Services, LLC
Vitamin OldCo Puerto Rico Holdings, Inc.
Vitamin OldCo Puerto Rico, LLC

Appendix B

Affidavit of Nigel Meakin Sworn October 27, 2020

Court File No. CV-20-00642970-00CL

**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 OLDKO HOLDINGS, INC., VITAMIN OLDKO PARENT LLC, VITAMIN
OLDKO CORPORATION, VITAMIN OLDKO CENTERS, INC., VITAMIN OLDKO, INC.,
VITAMIN OLDKO INVESTMENT COMPANY, VITAMIN OLDKO LUCKY
CORPORATION, VITAMIN OLDKO FUNDING, INC., VITAMIN OLDKO
INTERNATIONAL HOLDINGS, INC., GNC CHINA HOLDKO, LLC, VITAMIN OLDKO
HEADQUARTERS LLC, VITAMIN OLDKO ASSOCIATES, LTD., VITAMIN OLDKO
CANADA HOLDINGS, INC., VITAMIN OLDKO CENTRES COMPANY, VITAMIN
OLDKO GOVERNMENT SERVICES, LLC, VITAMIN OLDKO PUERTO RICO HOLDINGS,
INC., AND VITAMIN OLDKO PUERTO RICO, LLC

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

**AFFIDAVIT OF NIGEL D. MEAKIN
(Sworn October 27, 2020)**

I, Nigel D. Meakin, of the City of Toronto, in the Province of Ontario, MAKE OATH AND
SAY that:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("**FTI**") and, as such, I have knowledge of the matters hereinafter deposed to except where stated to be on information and belief, and where so stated, I verily believe it to be true.

2. Vitamin OldCo Holdings, Inc., formerly GNC Holdings, Inc. (“**GNC Holdings**”), an entity registered in the state of Delaware, is the ultimate parent of Vitamin OldCo Centres Company, formerly General Nutrition Centres Company (“**GNC Canada**”). GNC Holdings is also the ultimate parent for those entities listed in **Exhibit A** hereto (collectively, with GNC Holdings and GNC Canada, the “**Debtors**”). On June 23, 2020 (the “**Petition Date**”), the Debtors commenced cases under Chapter 11 of the United States Bankruptcy Code (the “**Chapter 11 Cases**”) in the U.S. Bankruptcy Court in Delaware (the “**U.S. Court**”).
3. On June 24, 2020, GNC Holdings in its capacity as the proposed foreign representative of the Debtors in respect of the Chapter 11 Cases filed an application (the “**Recognition Proceedings**”) under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) to the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) for, *inter alia*:
 - (a) An interim order (Foreign Main Proceeding) granting a stay of proceedings against the Debtors (the “**Interim Stay Order**”);
 - (b) An initial recognition order (the “**Initial Recognition Order**”) recognizing the Chapter 11 Cases and granting, *inter alia*, a stay of proceedings against the Debtors; and
 - (c) A supplemental recognition order (the “**Supplemental Order**”) seeking certain relief including the recognition of various orders issued in the Chapter 11 Cases and the appointment of FTI Consulting Canada Inc. (“**FTI Canada**”) as Information Officer (in such capacity, the “**Information Officer**”).
4. The Interim Stay Order was granted on June 24, 2020.
5. On June 29, 2020, the Honourable Madam Justice Conway of the Canadian Court granted, *inter alia*:

- (a) The Initial Recognition Order, *inter alia*, declaring that GNC Holdings is a “foreign representative” as defined in section 45 of the CCAA (the “**Foreign Representative**”), that the centre of main interests for each of the Debtors is the United States of America and recognizing the Chapter 11 Cases as a “foreign main proceeding”; and
 - (b) The Supplemental Order, *inter alia*, recognizing several of the First Day Orders, appointing FTI Canada as Information Officer and granting a stay of proceedings against the Debtors.
6. Pursuant to paragraph 17 of the Supplemental Recognition Order, the Information Officer and its counsel have been paid their fees and disbursements at their standard rates and charges by GNC Canada from time to time as part of the costs of the Recognition Proceedings.
7. Pursuant to paragraph 18 of the Supplemental Recognition Order, the Information Officer and its legal counsel are required to pass their accounts with the Court from time to time.
8. The total fees and disbursements of the Information Officer during the period from October 5 to October 25, 2020, amount to \$62,246.11 (the “**Information Officer Fees and Disbursements**”), including \$58,660.00 for fees and \$3,586.11 for disbursements (all excluding applicable taxes). Attached hereto and marked as **Exhibit "B"** to this, my Affidavit, is a summary of the invoices rendered by the Information Officer during the Period (the “**Accounts**”). True copies of the Accounts are attached as **Exhibit “C”** to this my Affidavit.
9. The activities undertaken and services provided by the Information Officer in connection with the administration of the Recognition Proceedings are described the Information Officer’s Reports filed with the Court.

10. In the course of performing its duties, personnel of the Information Officer have expended a total of 69.4 hours during the Period. Attached as **Exhibit “D”** to this, my Affidavit, is a schedule setting out a summary of the individual staff involved in the administration of the Recognition Proceedings and the hours and applicable average rates per person claimed by the Information Officer. The average hourly rate billed by the Information Officer is \$845.24. A schedule of the descriptions of the services provided by the Information Officer’s staff is attached as **Exhibit “E”** to this my affidavit.
11. The Information Officer requests that this Honourable Court approve its Accounts in the total amount of \$62,246.11 (excluding applicable taxes).
12. Stikeman Elliott LLP, counsel to the Information Officer (the “**Information Officer’s Counsel**”), has rendered services throughout the Recognition Proceedings in a manner consistent with the instructions of the Information Officer.
13. The total fees for services and disbursements provided by Information Officer’s Counsel during the period from September 26 to October 25, 2020, amount to US\$45,966.30 (the “**Information Officer’s Counsel Fees and Disbursements**”), including fees of US\$45,966.30 and disbursements of US\$0.00 (all excluding applicable taxes). The time spent by Information Officer’s Counsel’s personnel is more particularly described in the Affidavit of Ashley Taylor of the Information Officer’s Counsel, sworn October 27, 2020 in support of the Information Officer’s request for approval of the Information Officer’s Counsel Fees and Disbursements.
14. To the best of my knowledge, the rates charged by the Information Officer and the Information Officer’s Counsel are comparable to the rates charged for the provision of similar services by other similar restructuring firms and law firms in their local markets.
15. I verily believe that the fees and disbursements incurred by the Information Officer and the Information Officer’s Counsel are fair and reasonable in the circumstances.

- 16. This Affidavit is sworn in connection with a motion for an Order of this Honourable Court approving the fees and disbursements of the Information Officer and the Information Officer's Counsel all as described herein and for no improper purpose.

SWORN BEFORE ME at the)
 City of Toronto, this)
 day of October 27, 2020)

DocuSigned by:)
Sanja Sopic)
 E820930A2731482...)

 A Commissioner for Taking Affidavits, etc.

 NIGEL D. MEAKIN

EXHIBIT "A"

referred to in the Affidavit of

NIGEL D. MEAKIN

Sworn October 27, 2020

DocuSigned by:
Sanja Sopic
E820930A2731482...

Commissioner for Taking Affidavits

Exhibit A

Debtors

Vitamin OldCo Holdings, Inc.
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.
GNC China Holdco, LLC
Vitamin OldCo Headquarters LLC
Vitamin OldCo Associates, Ltd.
Vitamin OldCo Canada Holdings, Inc.
Vitamin OldCo Centres Company
Vitamin OldCo Government Services, LLC
Vitamin OldCo Puerto Rico Holdings, Inc.
Vitamin OldCo Puerto Rico, LLC

EXHIBIT "B"

referred to in the Affidavit of

NIGEL D. MEAKIN

Sworn October 27, 2020

DocuSigned by:
Sanja Sopic
E820930A2731482...

Commissioner for Taking Affidavits

Exhibit B

Summary of Invoices

Vitamin Oldco Holdings, Inc. et al
Summary of FTI Invoices
October 5, 2020 - October 25, 2020

Invoice #	Invoice Date	Period End Date	Fee	Expenses	Fees + Expenses	HST	Total
29004466	October 13, 2020	October 11, 2020	\$43,270.00	\$2,627.63	\$45,897.63	\$5,966.70	\$51,864.33
29004471	October 20, 2020	October 18, 2020	\$13,887.00	\$868.30	\$14,755.30	\$1,918.19	\$16,673.49
29004478	October 27, 2020	October 25, 2020	\$1,503.00	\$90.18	\$1,593.18	\$207.11	\$1,800.29
TOTAL			\$58,660.00	\$3,586.11	\$62,246.11	\$8,092.00	\$70,338.11

EXHIBIT "C"

referred to in the Affidavit of

NIGEL D. MEAKIN

Sworn October 27, 2020

DocuSigned by:
Sanja Sopic
E820930A2731482...

Commissioner for Taking Affidavits

Exhibit C

The Accounts



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

October 13, 2020
 FTI Invoice No. 29004466
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 11, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	10.8	\$11,016.00
James Robinson	Managing Director	\$835.00	35.4	\$29,559.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	5.5	\$2,695.00
Total Hours and Fees			51.7	\$43,270.00
Business Meals				\$31.43
Allocated Expenses				\$2,596.20
Total Expenses				\$2,627.63
HST Registration No. 835718024RT0001				\$5,966.70
Invoice Total for Current Period				\$51,864.33



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

October 20, 2020
 FTI Invoice No. 29004471
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 18, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	3.3	\$3,366.00
James Robinson	Managing Director	\$835.00	12.6	\$10,521.00
Total Hours and Fees			15.9	\$13,887.00
Business Meals				\$35.08
Allocated Expenses				\$833.22
Total Expenses				\$868.30
HST Registration No. 835718024RT0001				\$1,918.19
Invoice Total for Current Period				\$16,673.49



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

October 27, 2020
 FTI Invoice No. 29004478
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 25, 2020

Name	Title	Rate	Hours	Total
James Robinson	Managing Director	\$835.00	1.8	\$1,503.00
Total Hours and Fees			1.8	\$1,503.00
Allocated Expenses				\$90.18
Total Expenses				\$90.18
HST Registration No. 835718024RT0001				\$207.11
Invoice Total for Current Period				\$1,800.29

EXHIBIT "D"

referred to in the Affidavit of

NIGEL D. MEAKIN

Sworn October 27, 2020

DocuSigned by:
Sanja Sopic
E820930A2731482...

Commissioner for Taking Affidavits

Exhibit D

Summary of Time Charges

Vitamin OldCo Holdings Inc. et al**Summary of Charges****October 5, 2020 - October 25, 2020**

Professional	Title	Hours	Hourly Rate	Total
Nigel Meakin	Senior Managing Director	14.10	1,020	\$14,382.00
James Robinson	Managing Director	49.80	835	\$41,583.00
Tyler Rivas-Perri	Senior Consultant	5.50	490	\$2,695.00
TOTAL		69.40		\$58,660.00

Average Rate \$ 845.24

EXHIBIT "E"

referred to in the Affidavit of

NIGEL D. MEAKIN

Sworn October 27, 2020

DocuSigned by:
Sanja Sopic
E820930A2731482...

Commissioner for Taking Affidavits

Exhibit E

Description of Services

Vitamin Oldco Holdings Inc. et al
Schedule of Time Charges
October 5, 2020 - October 25, 2020

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
10/05/20	29004466	James Robinson	3.80	835	\$ 3,173.00	Review updated flow of funds; attend call with FTI US and Evernote regarding assumed and excluded liabilities; begin drafting of sections and update outline for fourth report;
10/07/20	29004466	James Robinson	6.80	835	\$ 5,678.00	Drafting of fourth report sections, review of budget to actual analysis and updates regarding same, review of updated docket materials and incorporation into report; correspond with NM on report comments; review of updated flow of funds; review if updated GOB sales data; attend advisor call for sale closing; multiple calls and emails regarding same;
10/09/20	29004466	James Robinson	8.70	835	\$ 7,264.50	Continued drafting of the fourth report; on-going review of docket updates and preparation of additional report sections; attend advisor call; further drafting of report sections for additional order recognition being sought and review of related materials;
10/06/20	29004466	James Robinson	5.60	835	\$ 4,676.00	Multiple calls and emails regarding pre-closing liabilities; review of proposed payments; attend AP weekly meeting and review support and emails regarding same; budget to actual review and provide comments and edits; review of support for drafting of fourth report; call with FTI US regarding flow of funds; review of updated US docket information and status of various motions/orders;
10/08/20	29004466	James Robinson	10.50	835	\$ 8,767.50	Continued drafting of Fourth Report including review of numerous updated docket motions/orders/declarations/other, drafting of related sections including voting results and plan confirmation, review of draft motion materials;
10/05/20	29004466	Nigel Meakin	1.40	1,020	\$ 1,428.00	Correspondence. Fee approval materials
10/06/20	29004466	Nigel Meakin	1.40	1,020	\$ 1,428.00	Calls re funds flow. Discussions with JR re various issues. Calls with counsel.
10/07/20	29004466	Nigel Meakin	1.80	1,020	\$ 1,836.00	Update call with company advisors; call with company Canadian counsel; court report.
10/08/20	29004466	Nigel Meakin	3.20	1,020	\$ 3,264.00	Court report. Calls and discussions re. Ari us matters
10/09/20	29004466	Nigel Meakin	2.20	1,020	\$ 2,244.00	Call re upcoming motions and wind down plan. Court report. Fee affidavit
10/05/20	29004466	Nigel Meakin	0.80	1,020	\$ 816.00	Call with company counsel re closing issues. Discussions with counsel
10/05/20	29004466	Tyler Rivas-Perri	1.50	490	\$ 735.00	Preparing the fee affidavit exhibits' for the monitor report for invoices to date
10/05/20	29004466	Tyler Rivas-Perri	1.00	490	\$ 490.00	Preparing the ending forecast cash for October 7th 2020.
10/05/20	29004466	Tyler Rivas-Perri	3.00	490	\$ 1,470.00	Performing the variance analysis for receipts and disbursements' for the week ending October 3rd 2020
10/13/20	29004471	James Robinson	4.50	835	\$ 3,757.50	Updates and address comments on the report; review of numerous updated docket materials; attend advisor status call;
10/14/20	29004471	James Robinson	5.20	835	\$ 4,342.00	Attend advisor status call; review of updated docket filings and further report updates; review of updated motion record; website postings coordination; further review of updated docket filings; further report updates and review including Stikeman comments;
10/15/20	29004471	James Robinson	0.80	835	\$ 668.00	Website posting and drafting of narratives;
10/16/20	29004471	James Robinson	2.10	835	\$ 1,753.50	Attend advisors update call; attend Canadian court hearing for Plan Recognition; website updates and drafting of narratives; correspond with US team regarding wind-down matters;
10/14/20	29004471	Nigel Meakin	2.70	1,020	\$ 2,754.00	Status call. Call with company counsel. Correspondence. Report.; call with counsel
10/16/20	29004471	Nigel Meakin	0.60	1,020	\$ 612.00	Preparation for and attendance at court
10/19/20	29004478	James Robinson	0.60	835	\$ 501.00	Prepare for an attend company advisors status call;
10/21/20	29004478	James Robinson	1.20	835	\$ 1,002.00	Attend status call with company and advisors; review correspondence received and review US docket updates;
			69.40		\$ 58,660.00	

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

AND IN THE MATTER OF VITAMIN OLDKO HOLDINGS, INC., VITAMIN OLDKO PARENT LLC, VITAMIN OLDKO CORPORATION, VITAMIN OLDKO CENTERS, INC., VITAMIN OLDKO, INC., VITAMIN OLDKO INVESTMENT COMPANY, VITAMIN OLDKO LUCKY CORPORATION, VITAMIN OLDKO FUNDING, INC., VITAMIN OLDKO INTERNATIONAL HOLDINGS, INC., GNC CHINA HOLDCO, LLC, VITAMIN OLDKO HEADQUARTERS LLC, VITAMIN OLDKO ASSOCIATES, LTD., VITAMIN OLDKO CANADA HOLDINGS, INC., VITAMIN OLDKO CENTRES COMPANY, VITAMIN OLDKO GOVERNMENT SERVICES, LLC, VITAMIN OLDKO PUERTO RICO HOLDINGS, INC., AND VITAMIN OLDKO PUERTO RICO, LLC

APPLICATION OF VITAMIN OLDKO 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)
PROCEEDINGS COMMENCED AT TORONTO**

**AFFIDAVIT OF NIGEL MEAKIN
Sworn October 27, 2020**

STIKEMAN ELLIOTT LLP
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9
Tel: 416-869-5500
Fax: 416-947-0866

Ashley Taylor – LSO No. 39932E
Tel: 416-869-5236
Email: ataylor@stikeman.com

Maria Konyukhova LSO#: 52880V
Tel: (416) 869-5230
Email: mkonyukhova@stikeman.com

Lawyers for the Information Officer

Appendix C

Affidavit of Ashley Taylor Sworn October 27, 2020

|Court File No. CV-20-00642970-00CL

**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

**AFFIDAVIT OF ASHLEY TAYLOR
(Sworn October 27, 2020)**

I, Ashley Taylor, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and a partner at Stikeman Elliott LLP ("**Stikeman**"). Stikeman is counsel to FTI Consulting Canada Inc. in its capacity as the Information Officer (the "**Information Officer**") in the above-noted proceedings. As such, I have knowledge of the matters to which I hereinafter depose.
2. I make this affidavit in support of a motion by the Information Officer seeking, *inter alia*, approval of the fees and disbursements of Stikeman, in its capacity as counsel to the Information Officer.
3. During the period from September 26, 2020 to October 25, 2020, Stikeman docketed 68.03 hours, resulting in legal fees of US\$45,966.30, and incurred harmonized sales tax ("**HST**") of US\$5,975.62 and British Columbia provincial sales tax ("**BCPST**") of US\$13.48.
4. Attached hereto and marked as **Exhibit "A"** are copies of the accounts rendered by Stikeman to the Information Officer for the period from September 26, 2020 to October 25, 2020.
5. Attached hereto and marked as **Exhibit "B"** is a schedule summarizing each invoice included in Exhibit "A", including the fees, HST and BCPST charged in each invoice.

6. Attached hereto and marked as **Exhibit “C”** is a schedule summarizing the hours billed, the billing rates and the total amounts billed by each member of Stikeman who rendered services to the Information Officer.

7. To the best of my knowledge, the hourly billing rates outlined in Exhibit “C” were no more than Stikeman’s normal hourly rates, which were in effect from September 26, 2020 to October 25, 2020, and are comparable to the hourly rates charged by Stikeman for services rendered in relation to similar proceedings.

8. To the best of my knowledge, the hourly billing rates outlined in Exhibit “C” are comparable to the hourly rates charged by other firms in the Toronto market for the provision of similar services.

SWORN before me by video conference from Toronto in the Province of Ontario, to Toronto in the Province of Ontario this 27th day of October, 2020.

DocuSigned by:
Sanja Sopic
E820930A2731482...

Commissioner for Taking Affidavits

DocuSigned by:
Ashley Taylor
63F097517413440...

ASHLEY TAYLOR

This is
EXHIBIT "A"
referred to in the Affidavit of
ASHLEY TAYLOR
sworn on October 27, 2020.

DocuSigned by:

Sanja Sopic

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Commissioner for Taking Affidavits

EXHIBIT "A"

**Copies of Accounts of Stikeman Elliott LLP for Services Rendered
from September 26, 2020 to October 25, 2020**

Stikeman Elliott

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON Canada M5L 1B9

Main: 416 869 5500
Fax: 416 947 0866
www.stikeman.com

GST / HST No. 1214111360001
QST No. 1018978624

Account

October 26, 2020

File No. 1282601013
Invoice No. 5847431

FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P. O. Box 104
TD Waterhouse Tower
Toronto, ON M5K 1G8

Attention: Nigel D. Meakin

For Professional Services Rendered in connection with GNC Holdings Inc. for the period up to October 23, 2020.

Time Summary

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Sep 28, 2020	M. Konyukhova	0.25	Review emails regarding assumed liabilities under APA.	180.00
Sep 28, 2020	A.J. Taylor	3.33	All emails re Assumed Liabilities; telephone conversation with N. Meakin; review motion record re Contract Assignments;	2,863.80
Sep 29, 2020	A.J. Taylor	1.17	Telephone conversation with N. Meakin; emails re Invoices; Review APA;	1,006.20
Sep 29, 2020	M. Vonk	0.50	Updated service list and emailed same to Jim Robinson.	192.50
Sep 30, 2020	M. Konyukhova	0.25	Review emails regarding assumed liabilities; call with A. Taylor regarding same.	180.00
Sep 30, 2020	A.J. Taylor	3.17	Lease Assignment Motion; Review APA and reports; Telephone conversation with S. Bomhof; Telephone conversation with M. Konyukhova;	2,726.20
Sep 30, 2020	A.J. Taylor	3.17	Lease Assignment Motion; Review APA and Reports; Telephone conversation with S. Bomhof; Telephone conversation	2,726.20

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Oct 2, 2020	N. Avis	1.05	with M. Konyukhova; Reviewing the Chapter 11 docket for updates.	420.00
Oct 5, 2020	S. Sopic	1.97	Reviewing email correspondence with N. Meakin re fee approval; drafting order re same; reviewing previous IO reports.	965.30
Oct 5, 2020	A.J. Taylor	1.58	All emails re Tax Reserve; Emails re Fee Approval; Emails re Tax issues; Conference call with Lathams, Torys and FTI; Telephone conversation with N. Meakin;	1,358.80
Oct 6, 2020	S. Sopic	2.85	Revising draft affidavit of A. Taylor; drafting order and notice of motion seeking fee approval and IO discharge.	1,396.50
Oct 6, 2020	A.J. Taylor	0.83	Telephone conversation with N. Meakin re Tax Liabilities; all emails re Discharge Order; review draft affidavits; review FTI affidavits;	713.80
Oct 7, 2020	S. Sopic	3.28	Revising draft affidavit of A. Taylor; revising draft order and notice of motion for fee approval and discharge of IO. Reviewing email correspondence re same.	1,607.20
Oct 7, 2020	A.J. Taylor	4.25	Emails re Sale Closing Mechanics; Review draft materials; Emails re Termination of CCAA proceeding; review and revise draft fourth report; Emails with FTI;	3,655.00
Oct 8, 2020	S. Sopic	1.12	Revising draft order; reviewing A. Taylor comments on draft fourth report; email correspondence with A. Taylor re timing of motion.	548.80
Oct 8, 2020	A.J. Taylor	2.83	Revise draft order; All emails with FTI and S. Sopic; Review revised Plan; Notice of Sale Closing; Listing Tabulations; Review draft notice of Motion;	2,433.80
Oct 9, 2020	N. Avis	0.15	Call with S. Sopic re: motion materials.	60.00
Oct 9, 2020	S. Sopic	5.53	Finalizing fee affidavits, notice of motion and order for motion seeking approval of fees and activities of Information Officer. Arranging for Zoom calls to commission affidavits. Compiling motion record and serving same.	2,709.70
Oct 9, 2020	A.J. Taylor	3.25	Review additional U.S. Materials re Confirmation of the Plan;	2,795.00
Oct 13, 2020	S. Sopic	2.38	Preparing affidavit of service for fee approval motion. Email correspondence with Torys re filing of materials for recognition motion and fee approval	1,166.20

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			motion. Reviewing Applicant's motion record for recognition motion.	
Oct 13, 2020	A.J. Taylor	3.75	Review and comment on draft report; All emails with N. Meakin;	3,225.00
Oct 14, 2020	S. Sopic	4.12	Reviewing A. Taylor revisions to Fifth Report. Reviewing email correspondence from Torys re recognition and fee approval motion, and filing of materials. Arranging for service of Fifth Report.	2,018.80
Oct 14, 2020	A.J. Taylor	2.75	Review Motion record; All emails re Plan Administrator; review draft orders;	2,365.00
Oct 14, 2020	J. Tse	1.00	Commissioning of affidavit of documents.	280.00
Oct 15, 2020	S. Sopic	6.58	Reviewing IO Reports and Motion Materials filed by Debtors for recognition of Plan Confirmation. Call with A. Taylor re terms of US Plan. Preparing for tomorrow's hearing.	3,224.20
Oct 15, 2020	A.J. Taylor	3.50	All emails re DIP and Fifth Report; review revised plan; conference call re Post-Confirmation Issues; telephone conversation with S. Sopic re Motion;	3,010.00
Oct 16, 2020	S. Sopic	2.17	Preparing for and making submissions at motions for IO fee and activity approval and recognition of U.S. Plan confirmation; email correspondence and calls with A. Taylor re same.	1,063.30
Oct 16, 2020	A.J. Taylor	1.25	Emails with S. Sopic re Recognition Motion; telephone conversation with S. Sopic; Review Endorsement;	1,075.00

Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
N. Avis	1.20	\$400.00	\$480.00
M. Konyukhova	0.50	720.00	360.00
S. Sopic	30.00	490.00	14,700.00
A.J. Taylor	34.83	860.00	29,953.80
J. Tse	1.00	280.00	280.00
M. Vonk**	0.50	385.00	192.50
Professional Services			US \$45,966.30
BCPST @ 7.0%			13.48
HST @ 13.0%			5,975.62
Total Professional Services and Taxes			US \$51,955.40

Stikeman Elliott

Disbursements Summary

<u>Description</u>	<u>Total</u>
Cash Received	0.00
Total Disbursements and Taxes	US US\$0.00

Stikeman Elliott

Account Summary

Invoice No. 5847431
File No. 1282601013
Re: GNC Holdings Inc.

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	45,966.30	0.00	\$45,966.30
BCPST @ 7.0%			13.48
HST @ 13.0%			5,975.62
Amount Due			<u>US \$51,955.40</u>

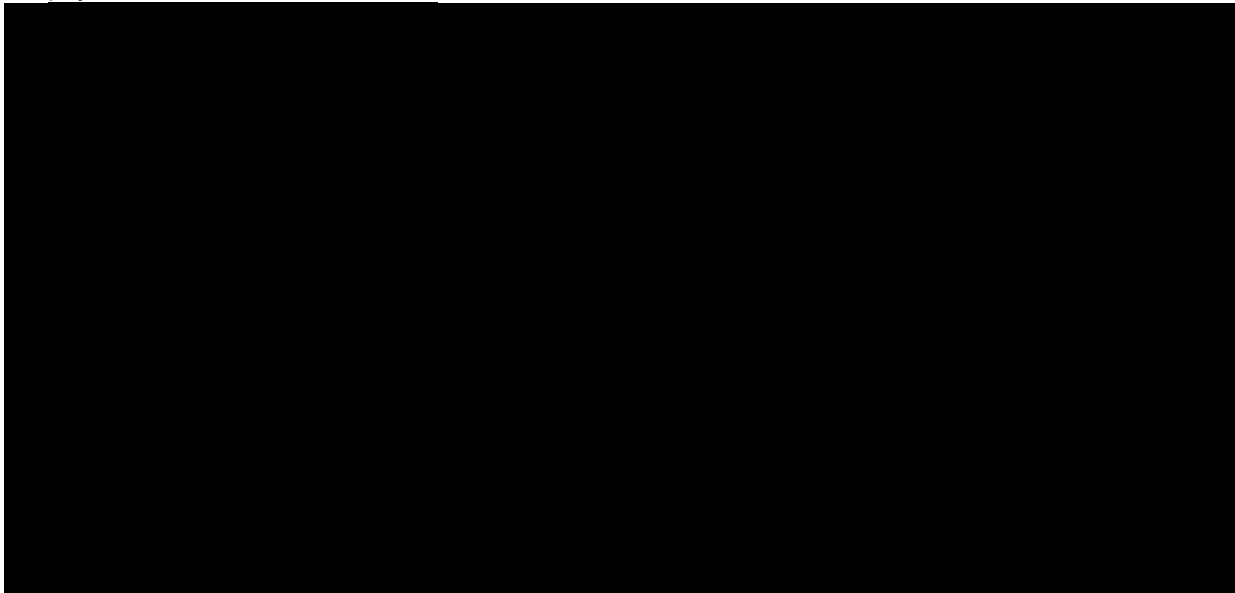
Stikeman Elliott LLP



Ashley J. Taylor

Accounts are due when rendered. Please note that a prevailing quarterly pre-judgement interest rate will be charged for amounts unpaid 30 days or more.

Disbursements and charges may not have been posted at the date of this account.
Please quote our File number and/or Invoice number 128260.1013/5847431 when making payment.



This is
EXHIBIT "B"
referred to in the Affidavit of
ASHLEY TAYLOR
sworn on October 27, 2020.

DocuSigned by:

Sanja Sapic

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Commissioner for Taking Affidavits

EXHIBIT "B"**Summary of Stikeman Elliott LLP's Invoices for
Services Rendered from September 26, 2020 to October 25, 2020**

Invoice No.	Date	Fee	Expenses	HST	BCT	Total
5847431	October 26, 2020	\$45,966.30	\$0.00	\$5,975.62	\$13.48	\$51,955.40
TOTAL		\$45,966.30	\$0.00	\$5,975.62	\$13.48	\$51,955.40

This is
EXHIBIT "C"
referred to in the Affidavit of
ASHLEY TAYLOR
sworn on October 27, 2020.

DocuSigned by:
Sanja Sopic
E820930A2731482...

Commissioner for Taking Affidavits

EXHIBIT "C"**Summary of Stikeman Elliott LLP's Invoices for
Services Rendered from September 26, 2020 to October 25, 2020**

Name	Position	Hourly Rate	Hours	Total
M. Konyukhova	Partner	US \$720.00	0.50	\$360.00
A. Taylor	Partner	US \$860.00	34.83	\$29,953.80
S. Sopic	Associate	US \$490.00	30.00	\$14,700.00
N. Avis	Associate	US \$400.00	1.20	\$480.00
M. Vonk	Associate	US \$385.00	0.50	\$192.50
J. Tse	Clerk	US \$180.00	1.00	\$280.00