

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)	MONDAY, THE 27th
)	
JUSTICE GILMORE)	DAY OF JULY, 2020

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
GNC HOLDINGS, INC., GENERAL NUTRITION CENTRES COMPANY, GNC PARENT
LLC, GNC CORPORATION, GENERAL NUTRITION CENTERS, INC., GENERAL
NUTRITION CORPORATION, GENERAL NUTRITION INVESTMENT COMPANY,
LUCKY OLDSCO CORPORATION, GNC FUNDING INC., GNC INTERNATIONAL
HOLDINGS INC., GNC CHINA HOLDSCO, LLC, GNC HEADQUARTERS LLC,
GUSTINE SIXTH AVENUE ASSOCIATES, LTD., GNC CANADA HOLDINGS, INC.,
GNC GOVERNMENT SERVICES, LLC, GNC PUERTO RICO HOLDINGS, INC. and
GNC PUERTO RICO, LLC (the "**Debtors**")

APPLICATION OF GNC HOLDINGS, INC.,
UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT

RECOGNITION ORDER
(RECOGNITION OF SECOND DAY ORDERS IN FOREIGN MAIN PROCEEDING)

THIS MOTION, made by GNC Holdings, Inc. ("**GNC Holdings**") in its capacity as the foreign representative (the "**Foreign Representative**") of the Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an order substantially in the form enclosed in the Motion Record was heard by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 pandemic.

ON READING the Notice of Motion, the affidavit of Andrea Das-Wieczorek affirmed July 22, 2020 (the "**Das-Wieczorek Affidavit**"), the further affidavit of Andrea Das-Wieczorek affirmed July 23, 2020 (the "**Das-Wieczorek Affidavit**"), the First Report of the

Information Officer and the factum of the Foreign Representative, and upon hearing submissions of counsel for the Foreign Representative, the Information Officer, and those other parties present, no one appearing for any other person on the service list, although properly served as appears from the Affidavits of Service of Leora Jackson affirmed July 22, 2020, the Affidavits of Service of John Giofu sworn July 22, 2020 and July 23, 2020 and the Affidavit of Service of Cathy Pellegrini sworn July 23, 2020 and upon being advised that no other persons were served with the aforementioned materials;

SERVICE AND DEFINITIONS

1. THIS COURT ORDERS that the time for service 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 capitalized terms used herein and not otherwise defined have the meaning given to them in the Das-Wieczorek Affidavit affirmed July 22, 2020.

RECOGNITION OF SECOND DAY ORDERS

3. THIS COURT ORDERS that the following orders of the U.S. Court made in the Chapter 11 Cases are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:
 - (a) the final Order (a) authorizing continued use of existing cash management system, including maintenance of existing bank accounts, checks, and business forms, (b) authorizing continuation of existing deposit practices, (c) authorizing continuation of intercompany transactions, and (d) granting administrative claim status to postpetition intercompany claims (“**Final Cash Management Order**”);
 - (b) the final Order authorizing payment of certain prepetition critical vendor claims (“**Final Critical Vendors Order**”);

- (c) the final Order authorizing the Debtors to (i) maintain and administer prepetition customer programs and (ii) pay prepetition obligations related thereto (“**Final Customer Programs Order**”);
- (d) the final Order (i) authorizing the Debtors to (a) obtain senior secured postpetition financing, (b) grant liens and superpriority administrative expense status, (c) use cash collateral of prepetition secured parties, and (d) grant adequate protection to prepetition secured parties, (ii) schedule a final hearing pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (iii) granting related relief (the “**Final DIP Order**”);
- (e) the final Order establishing certain notice and hearing procedures for transfers of, or worthlessness deductions with respect to, common stock and convertible preferred stock of GNC Holdings (“**Final Equity Trading NOL Order**”);
- (f) the final Order authorizing the Debtors to (a) pay prepetition insurance obligations and prepetition bonding obligations and (b) maintain their postpetition insurance coverage and bonding program (“**Final Insurance Order**”);
- (g) the final Order authorizing payment of prepetition lien claims and import claims and (b) confirming administrative expense priority of outstanding orders (“**Final Lien and Import Claims Order**”);
- (h) the final Order (a) approving procedures for store closing sales, (b) authorizing customary bonuses to employees of closing stores (c) authorizing assumption of the consulting agreements, and (d) granting related relief (“**Final Store Closing Order**”);
- (i) the final Order authorizing payment of prepetition taxes and fees (“**Final Tax Order**”);
- (j) the final Order (a) prohibiting utility companies from altering or discontinuing service on account of prepetition invoices, (b) approving deposit as adequate assurance of payment, (c) establishing procedures for resolving requests by

utility companies for additional assurance of payment, and (d) authorizing payment of any prepetition service fees (“**Final Utilities Order**”);

- (k) the final Order (a) authorizing payment of certain prepetition workforce obligations, (b) authorizing continuance of workforce programs, (c) authorizing payment of withholding and payroll-related taxes, and (d) authorizing payment of prepetition claims owing to workforce program administrators (“**Final Wages Order**”);
- (l) Orders (a) establishing bar dates and related procedures for filing proofs of claim (including for claims arising under section 503(b)(9) of the Bankruptcy Code) and (b) approving the form and manner of notice thereof (“**Bar Date Order**”);
- (m) Order approving (i) the bidding procedures in connection with the sale of all, substantially all of the debtors’ assets, (ii) the procedures for the assumption and assignment of executory contracts and unexpired leases, (iii) the form and manner of notice of the sale hearing, assumption procedures, and auction results, (iv) dates for an auction and sale hearing and (v) granting related relief (“**Bidding Procedures Order**”);
- (n) First (1st) Omnibus Order (a) authorizing rejection of certain unexpired leases effective as of the Petition Date and (b) granting related relief (“**First Omnibus Order to Reject Certain Unexpired Leases**”); and
- (o) Third (3rd) Omnibus Order (a) authorizing rejection of certain unexpired leases effective as of the Petition Date and (b) granting related relief (“**Third Omnibus Order to Reject Certain Unexpired Leases**”);

attached as Schedules A through O to this Order.

4. THIS COURT ORDERS that the Supplemental Order (Foreign Main Proceeding) dated June 29, 2020 be and is hereby amended to change all references to the term “DIP Order” in paragraphs 7, 20, 21 and 24 therein to “Final DIP Order”.

GENERAL

5. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Debtors, the Foreign Representative, and the Information Officer, and their respective counsel and agents in carrying out the terms of this Order.

6. THIS COURT ORDERS that each of the Debtors, the Foreign Representative, and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

7. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days' notice to the Debtors, the Foreign Representative, the Information Officer and its respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

8. THIS COURT ORDERS that this Order shall be effective as of 12:01 a.m. Eastern on the date of this Order.

Justice C. Gilmore

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 GNC HOLDINGS, INC. et al.

APPLICATION OF GNC 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

RECOGNITION ORDER
(RECOGNITION OF SECOND DAY ORDERS
IN FOREIGN MAIN PROCEEDING)

Torys LLP

79 Wellington St. W., 30th Floor
Box 270, TD South Tower
Toronto, ON M5K 1N2
Fax: 416.865.7380

Scott A. Bomhof (LSO #: 37006F)
Tel: 416.865.7370 | sbomhof@torys.com

Adam M. Slavens (LSO #: 54433J)
Tel: 416.865.7333 | aslavens@torys.com

Jeremy Opolsky (LSO #: 60813N)
Tel: 416.865.8117 | jopolsky@torys.com

Leora Jackson (LSO #: 68448L)
Tel: 416.865.7547 | ljackson@torys.com

Lawyers for the Applicant