

**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 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

APPLICATION OF GNC 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 September 21, 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 GNC Holdings, Inc. (the “**Foreign Representative**”) in its capacity as foreign representative of itself as well as General Nutrition Centres Company (“**GNC Canada**”), GNC Parent LLC, GNC Corporation, General Nutrition Centers, Inc., General Nutrition Corporation, General Nutrition Investment Company, Lucky

Oldco Corporation, GNC Funding Inc., GNC International Holdings Inc., GNC China Holdco, 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 (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, “**GNC**” or the “**Company**”) pursuant to section IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”).

3. 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 16, 2020 as Exhibit “A” and (ii) my affidavit affirmed September 16, 2020 in this proceeding.

4. After I affirmed my affidavit on September 16, 2020 and my affidavit on September 18, 2020, the Debtors filed the following motions with the U.S. Court (collectively, the “**Further Assumption Motions**”):

- (a) Twenty-Ninth (29<sup>th</sup>) Omnibus Motion for Entry of an Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases (the “**29<sup>th</sup> Lease Assumption Motion**”), attached as Exhibit “A”.
- (b) Thirtieth (30<sup>th</sup>) Omnibus Motion for Entry of an Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases (the “**30<sup>th</sup> Lease Assumption Motion**”), attached as Exhibit “B”.
- (c) Thirty-First (31<sup>th</sup>) Omnibus Motion for Entry of an Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases (the “**31<sup>st</sup> Lease Assumption Motion**”), attached as Exhibit “C”.
- (d) Thirty-Second (32<sup>nd</sup>) Omnibus Motion for Entry of an Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases (the “**32<sup>nd</sup> Lease Assumption Motion**”), attached as Exhibit “D”.
- (e) Thirty-Third (33<sup>rd</sup>) Omnibus Motion for Entry of an Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases (the “**33<sup>rd</sup> Lease Assumption Motion**”), attached as Exhibit “E”.

5. The Debtors are not seeking relief in respect of the Further Assumption Motions during their motion for recognition of the Additional U.S. Orders scheduled for September 22, 2020.

**AFFIRMED REMOTELY by Michael Noel  
at the City of Toronto in the Province of  
Ontario, before me on September 21, 2020  
in accordance with O.Reg. 431/20,  
Administering Oath or Declaration  
Remotely.**



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Commissioner for Taking Affidavits  
(or as may be)

**Scott A. Bomhof**  
(LSO #: 37006F)

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**Michael Noel**

**Schedule A – List of Debtors**

1. GNC Holdings, Inc.;
2. General Nutrition Centres Company;
3. GNC Parent LLC;
4. GNC Corporation;
5. General Nutrition Centers, Inc.;
6. General Nutrition Corporation;
7. General Nutrition Investment Company;
8. Lucky Oldco Corporation;
9. GNC Funding Inc.;
10. GNC International Holdings Inc.;
11. GNC China Holdco, LLC;
12. GNC Headquarters LLC;
13. Gustine Sixth Avenue Associates, Ltd.;
14. GNC Canada Holdings, Inc.;
15. GNC Government Services, LLC;
16. GNC Puerto Rico Holdings, Inc; and
17. GNC 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 21  
DAY OF SEPTEMBER, 2020.

A handwritten signature in blue ink, appearing to read 'Scott A. Bomhof', written in a cursive style.

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Scott A. Bomhof  
Commissioner for Taking Affidavits

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11	
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)	
Debtors. <sup>1</sup>	)	(Jointly Administered)	
	)	<b>Proposed Hearing Date:</b>	
	)	September 29, 2020 at 1:00 p.m. (ET)	
	)	<b>Proposed Objection Deadline:</b>	
	)	September 28, 2020 at 4:00 p.m. (ET)	

**DEBTORS’ TWENTY-NINTH (29<sup>th</sup>) OMNIBUS  
MOTION FOR ENTRY OF AN ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

**PARTIES RECEIVING THIS MOTION SHOULD LOCATE THEIR NAMES AND THEIR LEASE LISTED ON SCHEDULE 1 TO THE PROPOSED ORDER ATTACHED HERETO AS EXHIBIT A.**

The debtors and debtors in possession in the above-captioned cases (collectively, the “*Debtors*”) hereby move (this “*Motion*”) and respectfully state as follows:

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “*Proposed Order*”), authorizing the Debtors to (i) assume certain unexpired lease agreements (the “*Additional Leases*”) identified on **Schedule 1** attached to the

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

Proposed Order, pursuant to which a Debtor is a lessee, and (ii) assign such Additional Leases to GNC Holdings, LLC (the “*Assignee*”), in each case effective as of the Closing (defined below).

### **JURISDICTION**

2. This Court has jurisdiction to consider this Motion under 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. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and, under Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 105(a) and 365(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “*Bankruptcy Code*”), and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

### **BACKGROUND**

3. On June 23, 2020 (the “*Petition Date*”), the Debtors filed voluntary petitions in this Court commencing cases (the “*Chapter 11 Cases*”) for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

4. On June 24, 2020, the Debtors commenced an ancillary proceeding under Part IV of the Companies’ Creditors Arrangement Act (Canada) in Toronto, Ontario, Canada before the Ontario Superior Court of Justice (Commercial List).



5. On July 7, 2020, the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”) appointed an official committee of unsecured creditors (the “*Creditors’ Committee*”).

6. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the *Declaration of Tricia Tolivar, Chief Financial Officer of GNC Holdings, Inc. in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 21] (the “*First Day Declaration*”).<sup>2</sup>

## I. THE DEBTORS’ LEASES AND THE SALE TRANSACTION

7. As of the Petition Date, the Debtors were parties to approximately 3,616 real property leases in the United States, Canada and Puerto Rico, 772 of which were subleased to 330 franchisees. In connection with the sale transaction described below, the Debtors seek to assume and assign certain of these unexpired leases to the Assignee.

8. On September 10, 2020, the Debtors filed that certain *Notice of Filing of Designation Notice* [Docket No. 1113], as corrected on September 17, 2020 by that certain *Notice of Filing of Amended Designation Notice* [Docket No. 1183], which attached thereto a list of agreements and real property leases designated by Buyer (defined below) for assumption and assignment to Buyer pursuant to the Sale Order (defined below) (the “*Designated Agreements*”).

9. On September 18, 2020, the Court entered that certain *Order (I) Authorizing and Approving (A) The Sale of Substantially All of the Debtors’ Assets Free and Clear of all Liens, Claims, and Encumbrances and (B) The Assumption and Assignment of Certain Executory*

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<sup>2</sup> The First Day Declaration and other relevant case information is available from (a) the Court’s website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov), and (b) the website maintained by the Debtors’ claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/GNC>.

*Contracts and Unexpired Leases in Connection Therewith, and (II) Granting Related Relief* [Docket No. 1202] (the “**Sale Order**”). Pursuant to the Sale Order, the Court approved, among other things, the sale of substantially all of the Debtors’ assets to the Buyer<sup>3</sup> (the “**Sale**”), including the assumption by Buyer of the Designated Agreements. The Buyer has designated its subsidiary, ZT Biopharmaceutical LLC, as its designee (the “**Designee**”) and the Sale will be effectuated by the Assets being transferred from the Debtors to the Assignee and the membership interests of the Assignee being transferred to the Designee, such that upon consummation of the Sale (the “**Closing**”), the Assignee will own all of the Assets and take assignment of all of the Selected Assigned Contracts. Payment of Cure Costs associated with the Additional Leases shall be treated pursuant to the terms of the Sale Order.

10. The Debtors now seek authority to assume and assign the Additional Leases to the Assignee, as the Additional Leases were inadvertently not included with the Designated Agreements. In addition, allowing the Debtors to assume and assign the Additional Leases will provide the applicable landlord counterparties to the Additional Leases (the “**Landlords**”) with notice of the status of their leases moving forward. Accordingly, the Debtors seek the relief requested in this Motion for each Additional Lease, effective upon the Closing of the Sale.

#### **BASIS FOR RELIEF**

#### **I. THE DEBTORS’ ASSUMPTION AND ASSIGNMENT OF THE ADDITIONAL LEASES TO THE ASSIGNEE REPRESENTS A SOUND EXERCISE OF THE DEBTORS’ BUSINESS JUDGMENT.**

11. Section 365(a) of the Bankruptcy Code permits a debtor-in-possession, “subject to the court’s approval, [to] assume or reject any executory contract or unexpired lease of the debtor.” 11 U.S.C. § 365(a). By enacting section 365(a) of the Bankruptcy Code, Congress intended to

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<sup>3</sup> Capitalized terms used in this paragraph but not otherwise defined in this Motion shall have the meanings ascribed to them in the Sale Order (as defined herein).

allow a debtor to assume those contracts that benefit the estate. *See, e.g., In re Whitcomb & Keller Mortgage Co.*, 715 F.2d 375, 379 (7th Cir. 1983); *In re Sandman Assocs., L.L.C.*, 251 B.R. 473, 480 (W.D. Va. 2000) (“The authority granted by section 365 allows the trustee or debtor in possession to pick and choose among contracts, assuming those that are favorable and rejecting those that are not.”).

12. It is well established in the Third Circuit, as well as in other jurisdictions, that decisions to assume or reject executory contracts or unexpired leases are matters within the “business judgment” of the debtor. *Sharon Steel Corp. v. Nat’l Fuel Gas Dist. Corp.*, 872 F.2d 36, 40 (3d Cir. 1989); *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 523 (1984); *In re Federal Mogul Global, Inc.*, 293 B.R. 124, 126 (D. Del. 2003) (“The business judgment test dictates that a court should approve a debtor’s decision to reject a contract unless that decision is the product of bad faith or gross abuse of discretion.”); *In re Orion Pictures Corp.*, 4 F.3d 1095, 1099 (2d Cir. 1993), *cert. dismissed*, 511 U.S. 1026 (1994). Accordingly, courts approve the assumption of an unexpired lease unless evidence is presented that the debtor’s decision to assume “was so manifestly unreasonable that it could not be based on sound business judgment, but only on bad faith, or whim or caprice.” *In re Richmond Metal Finishers, Inc.*, 756 F.2d 1043, 1047 (4th Cir. 1985), *cert. denied*, 475 U.S. 1057 (1986). Indeed, to impose more exacting scrutiny would slow a debtor’s reorganization, thereby increasing its cost and undermining the “Bankruptcy Code’s provisions for private control” of the estate’s administration. *Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1311 (5th Cir. 1986).

13. The Debtors’ decision to assume and assign the Additional Leases is supported by their sound business judgment. The proposed relief will enable the Debtors to assume and assign to the Assignee additional unexpired leases that were contemplated to be assumed and assigned in

connection with the Sale. Furthermore, by assuming the Additional Leases, the aggregate amount of rejection damages claims will be reduced, which benefits the Debtors' estates and creditors. As such, the Debtors submit that the assumption and assignment of the Additional Leases should be approved as an exercise of their business judgment.

### **RESERVATION OF RIGHTS**

14. Nothing in this Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (f) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

### **NOTICE**

15. Notice of this Motion will be given, via overnight mail, to: (a) the United States Trustee for the District of Delaware; (b) counsel to the Creditors' Committee; (c) counsel to the agent for the Debtors' DIP Term Facility; (d) counsel to the agent for the Debtors' DIP ABL FILO Facility; (e) counsel to the Ad Hoc Group of Crossover Lenders; (f) counsel to the Ad Hoc FILO Term Lender Group; (g) counsel to the agent under the Debtors' secured term and asset-based financing facilities; (h) the indenture trustee for the Debtors' prepetition convertible notes; (i) the United States Attorney's Office for the District of Delaware; (j) the attorneys general for all 50 states and the District of Columbia; (k) the United States Department of Justice; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; (n) the United States Drug Enforcement Agency; (o) the United States Food and Drug Administration; (p) the Landlords; and

(q) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

**WHEREFORE**, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested in this Motion and such other relief as may be just and proper.

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner  
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*Counsel for Debtors and Debtors in Possession*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11	)	
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)	)	
	)	<b>Proposed Hearing Date:</b>	)	
	)	<b>September 29, 2020 at 1:00 p.m. (ET)</b>	)	
	)	<b>Proposed Objection Deadline:</b>	)	
	)	<b>September 28, 2020 at 4:00 p.m. (ET)</b>	)	

**NOTICE OF MOTION**

TO: (A) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (B) COUNSEL TO THE CREDITORS’ COMMITTEE; (C) COUNSEL TO THE AGENT FOR THE DEBTORS’ DIP TERM FACILITY; (D) COUNSEL TO THE AGENT FOR THE DEBTORS’ DIP ABL FILO FACILITY; (E) COUNSEL TO THE AD HOC GROUP OF CROSSOVER LENDERS; (F) COUNSEL TO THE AD HOC FILO TERM LENDER GROUP; (G) COUNSEL TO THE AGENT UNDER THE DEBTORS’ SECURED TERM AND ASSET-BASED FINANCING FACILITIES; (H) THE INDENTURE TRUSTEE FOR THE DEBTORS’ PREPETITION CONVERTIBLE NOTES; (I) THE UNITED STATES ATTORNEY’S OFFICE FOR THE DISTRICT OF DELAWARE; (J) THE ATTORNEYS GENERAL FOR ALL 50 STATES AND THE DISTRICT OF COLUMBIA; (K) THE UNITED STATES DEPARTMENT OF JUSTICE; (L) THE INTERNAL REVENUE SERVICE; (M) THE SECURITIES AND EXCHANGE COMMISSION; (N) THE UNITED STATES DRUG ENFORCEMENT AGENCY; (O) THE UNITED STATES FOOD AND DRUG ADMINISTRATION; (P) THE LANDLORDS; AND (Q) ALL PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002

**PLEASE TAKE NOTICE** that the debtors in possession in the above-captioned cases (*collectively, the “Debtors”*) have filed the attached *Debtors’ Twenty-Ninth (29th) Omnibus Motion for Entry of an Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases* (the “*Motion*”).

<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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2295); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

**PLEASE TAKE FURTHER NOTICE** that, contemporaneously with the filing of the Motion, the Debtors have filed a motion (the “*Motion to Shorten*”) requesting that any objections to the relief requested in the Motion be filed on or before **September 28, 2020 at 4:00 p.m. (ET)** (the “*Objection Deadline*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE MOTION TO SHORTEN, THE DEBTORS HAVE REQUESTED THAT A HEARING TO CONSIDER THE MOTION BE HELD ON SEPTEMBER 29, 2020 AT 1:00 P.M. (ET) BEFORE THE HONORABLE KAREN B. OWENS, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.**

*[Signature Page Follows]*

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner

Michael R. Nestor (No. 3526)  
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*Counsel for Debtors and Debtors in Possession*



**EXHIBIT A**

**Proposed Order**

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

	)	
In re:	)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	<b>Docket Ref. No. ____</b>

**TWENTY-NINTH (29<sup>th</sup>) OMNIBUS ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

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Upon the motion (the “*Motion*”)<sup>2</sup> of the Debtors for an order (this “*Order*”), pursuant to section 365 of the Bankruptcy Code, authorizing the Debtors to assume and assign the Additional Leases listed on **Schedule 1** attached hereto to the Assignee, effective as of the Closing; 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, 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

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and 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.

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. The Debtors are authorized to assume and assign the Additional Leases, identified on **Schedule 1** attached hereto, to the Assignee, effective upon the Closing of the Sale of the Debtors' assets to the Buyer.
3. Except as specifically set forth herein, nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
5. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

Schedule 1

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
1)	004041	SHOPPERS WORLD BRAMPTON 499 MAIN STREET SOUTH BRAMPTON, ON CANADA	1388688 ONTARIO LIMITED RIOCAN RIOCAN MANAGEMENT INC	LIDGEIA BLACKBURN C/O RIOCAN REAL ESTATE INVESTMENT TRUST 2300 YONGE STREET SUITE 500 TORONTO, ON M4P1E4
2)	009504	LANCASTER COMMERCE CENTER 1066 WEST AVENUE K LANCASTER, CA	1ST COMMERCIAL REALTY GROUP	ROSANNE MORGIEWICZ 18120 COASTLINE DR MALIBU, CA 90265
3)	000598	RUSHMORE MALL 2200 N. MAPLE RAPID CITY, SD	2200 NORTH MAPLE AVENUE - 10071280 LLC	ART PREST 2200 NORTH MAPLE AVENUE - 10071280 LLC C/O SPINOSO MGMNT GROUP PO BOX 956393 ST LOUIS , MO 631956393
4)	003096	WASHINGTON STREET 343 WASHINGTON STREET BOSTON, MA	343 L & S REALTY LLC	HARRY SETIAN 73 FAIRVIEW RD WESTON , MA 02493
5)	004022	ST. LAURENT S.C. 1200 ST LAURENT BLVD OTTAWA, ON CANADA	713949 ONTARIO LIMITED	1200 ST LAURENT BLVD BOX 199 OTTAWA, ON K1K 3B8
6)	009050	87TH STREET CENTER 47TH WEST 87TH STREET CHICAGO, IL	87TH STREET INVESTMENT PARTNERS, GP, LLC	KYLE WINSTON GALESBURG HOLDINGS INC PO BOX 856695 MINNEAPOLIS , MN 55485
7)	005900	CYPRESS VILLAGE 3830 STATE ROAD 674 RUSKIN, FL	93 FLRPT, LLC BENDERSON	ERIC RECOON PO BOX 823201 PHILADELPHIA , PA 191823201
8)	000333	LINCOLN MALL ROUTE 116 LINCOLN, RI	ACADIA REALTY LIMITED PARTNERSHIP	HEATHER MOORE LINCOLN MALL OWNER, LLC C/O ACADIA REALTY TRUST 411 THEODORE FREMD AVENUE SUITE 300 RYE, NY 10580
9)	003297	CRESCENT PLAZA 715 CRESCENT STREET BROCKTON, MA	ACADIA REALTY LIMITED PARTNERSHIP	JOHN MCMAHON 0031-004475 PO BOX 415980 BOSTON , MA 022415980
10)	005414	ELMWOOD SHOPPING CENTER 100 BROADWAY ELMWOOD PARK, NJ	ACADIA REALTY LIMITED PARTNERSHIP	JOHN MCMAHON 004 004400 PO BOX 415980 BOSTON , MA 22415980
11)	008414	EDEN SQUARE SHOPPING CENT 580 EDEN CIRCLE BEAR, DE	ACADIA REALTY LIMITED PARTNERSHIP	DANNY ANNIBALE PO BOX 412079 BOSTON , MA 22412079
12)	009387	ELK GROVE COMMONS 9688 BRUCEVILLE RD ELK GROVE, CA	ACADIA REALTY LIMITED PARTNERSHIP	DANNY ANNIBALE PROPERTY #0340 PO BOX 419592 BOSTON , MA 22419592
13)	002988	CROSSROADS 409 TERRYTOWN RD RT 119 WHITE PLAINS, NY	ACADIA REALTY TRUST	KARALYN HOLBROOK PROPERTY ID #0088 PO BOX 416078 BOSTON , MA 22416078

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
14) 005738	WASHINGTON POINT 420 EAST 120TH AVE NORTHGLENN, CO	ACF PROPERTY MANAGEMENT	ERIC SCHNEIDER C/O ACF PROPERTY MANAGEMENT INC 12411 VENTURA BLVD STUDIO CITY , CA 91604
15) 006771	TOWNE CENTER - TRI COUNTY 11707 PRINCETON PIKE CINCINNATI, OH	ACF PROPERTY MANAGEMENT	ERIC SCHNEIDER C/O ACF PROPERTY MANAGEMENT INC 12411 VENTURA BLVD STUDIO CITY , CA 91604
16) 003694	THORNTON TOWN CENTER 10001 GRANT DRIVE THORNTON, CO	ACF PROPERTY MANAGEMENT COMPANY	ERIC SCHNEIDER C/O ACF PROPERTY MANAGEMENT INC 12411 VENTURA BLVD STUDIO CITY , CA 91604
17) 003961	PERRYSBURG MARKETPLACE 27072 CARRONADE DRIVE PERRYSBURG, OH	ACS PERRYSBURG MARKETPLACE OH LLC	TESS SHUFF PO BOX 12410 BEAUMONT , TX 777262410
18) 006275	PINE LAKE COMMUNITY CTR 29 PINE LAKE AVENUE LAPORTE, IN	ACS PINE LAKE SHOPPING CENTER IN, LLC	BRANDI NORWOOD PO BOX 12410 BEAUMONT , TX 777262410
19) 002538	JOHNSTOWN GALLERIA 500 GALLERIA DRIVE JOHNSTOWN, PA	ADAR JOHNSTOWN LLC KEY BANK REAL ESTATE CAPITAL	ART PREST 2250 TOWN CIRCLE HOLDINGS LLC LA525 C/O SPINOSO MGMNT GROUP PO BOX 956393 ST LOUIS , MO 631956393
20) 009740	KINGS CROSSING 7141 YOUREE DR SHREVEPORT, LA	ADD KINGS CROSSING, LLC	MILLIE THOMPSON 4514 COLE AVE STE 1100 DALLAS , TX 75205
21) 000670	DUBLIN COMMONS 2421 HIGHWAY 80 WEST DUBLIN, GA	AEGIS GROUP / ROBERT MCRAE	FINLEY C. MCRAE AEGIS GROUP/ROBERT MCRAE 475 METRO PLACE S SUITE 450 DUBLIN , OH 43017
22) 009957	WEST ORANGE PLAZA 3109 EDGAR BROWN DR WEST ORANGE, TX	ALBANESE REAL-ESTATE INVESTMENTS	KRISTYN BORGABELLO PO BOX 12410 BEAUMONT , TX 777262410
23) 003645	ALDERWOOD MALL 3000 184TH ST SW #186 LYNNWOOD, WA	ALDERWOOD MALL L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
24) 002530	LAULANI VILLAGE 91-1107-KEAUNUI DR EWA, HI	ALEXANDER AND BALDWIN	NICK PAULIC ABP LAULANI LLC MSC 61428 PO BOX 1300 HONOLULU , HI 968071300
25) 000555	NORTHGATE SHOPPING CTR SQUIRE RD & RTE. 60 REVERE, MA	ALLEN ASSOCIATES PROPERTIES, INC	DOUGLAS ALLEN ALLEN ASSOCIATES PROPERTIES, INC. 1320 CENTRE STREET #403 NEWTON, MA 02459
26) 002834	ALTAMONTE MALL 451 ALTAMONTE DRIVE ALTAMONTE SPRINGS, FL	ALTAMONTE MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
27) 001176	ANIMAS VALLEY MALL 4601 EAST MAIN FARMINGTON, NM	ANIMAS VALLEY MALL, LLC BROOKFIELD PROPERTY PARTNERS L.P.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
28) 001749	WEST ASHLEY PLACE 3632 SAVANNAH HIGHWAY JOHNS ISLAND, SC	APOLLO NET LEASE CAPITAL CORPORATION	JEFF YURFEST FOUNDRY COMMERCIAL 300 GALLERIA PARKWAY 12TH FLOOR ATLANTA , GA 30339
29) 005928	ANDERSON STATION SC 156 STATION DRIVE ANDERSON, SC	ARC ASANDSC001, LLC	JENNIFER CRUZ ARC NWNCHSC001 LLC PO BOX 840545 DALLAS , TX 752840545

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
30) 009441	PATTON CREEK 4421 CREEK SIDE AVE HOOVER, AL	ARC PCBIRAL001, LLC	NAOMI HOPKINS PO BOX 39000 DEPT 134951 SAN FRANCISCO , CA 94139
31) 003058	MORGANTON HEIGHTS A142 MORGANTON HEIGHTS BL MORGANTON, NC	ARCP	LISA LEWIS C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO , IL V9B 5E3
32) 004141	GRANDE PRAIRIE POWER CENT 9837-116 STREET GRANDE PRAIRIE, AB CANADA	ARTIS REIT	RANDY MUDRYK UNIT 101 13245 140 AVENUE EDMONTON , AB T6V 0E4
33) 003292	ROSWELL MALL 4501 NORTH MAIN STREET ROSWELL, NM	ASHLEY GROUP	ROGER COLE JD ASHLEY SR. ATTN: UNIVERSITY PLAZA S/C 2851 LAKEWOOD VILLAGE DRIVE NORTH LITTLE ROCK , AR 72116
34) 000628	AUBURN MALL 550 CENTER ST AUBURN, ME	AUBURN MALL	DAVID LEE AUBURN PLAZA LTD PARTNERSHIP 209 EAST MICHIGAN AVE BATTLE CREEK , MI 49014
35) 001518	AUGUSTA MALL 3450 WRIGHTSBORO AUGUSTA, GA	AUGUSTA MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
36) 005519	SHOPPES OF AVON 8101 EAST HIGHWAY 36 AVON, IN	AVON SHOPPES LLC	KEITH FRIED 9102 N MERIDIAN STREET SUITE 230 INDIANAPOLIS , IN 46260
37) 003856	LAKESHORE MALL 901 US HWY 27 N SEBRING, FL	B.V. BELK PROPERTIES, INC.	BV BELK JR. CROSSROADS MALL LLC 204-C WEST WOODLAWN ROAD CHARLOTTE , NC 28217
38) 005829	CLINTON TOWNE CENTER SHOP 1933 NORTH 2000 WEST #2 CLINTON, UT	BACELINE INVESTMENTS, LLC	RYAN WICKNICK BABA INVESTMENTS BAYTON 1990 POST OAK BLVD STE A HOUSTON , TX 77056
39) 001477	SILVER LAKE VILLAGE 2341 SE ADAMS BLVD BARTLESVILLE, OK	BARTLESVILLE INVESTMENT PARTNERS, LLC	SCOTT PORTER C/O GBT REALTY CORPORATION 9010 OVERLOOK BLVD BRENTWOOD , TN 37027
40) 000632	BAYBROOK MALL 1078 BAYBROOK MALL FRIENDSWOOD, TX	BAYBROOK MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
41) 004230	WESTSHORE TOWN CENTRE 2945 JACKLIN ROAD VICTORIA, BC CANADA	BCIMC REALTY CORP & WESTSHORE TOWN CENTRE HOLDINGS	STEFANIE FINCHAM C/O QUADREAL PROPERTY GROUP 666 BURREARD ST SUITE 800 VANCOUVER, BC V6C 2X8
42) 009617	VICTORY CENTER AT KILN CE 206 AUTHUR WAY NEWPORT NEWS, VA	BD ASHE, INC.	NORMA FAMSWORTH BD ASHE INC PO BOX 1782 YORKTOWN , VA 23692
43) 001024	TULARE MARKETPLACE 2029 EAST PROSPERITY AVE TULARE, CA	BDC PROSPERITY L.P.	JENNY BOWMAN BDC PROSPERITY L.P. C/O BROWMAN DEVELOPMENT COMPANY INC 1556 PARKSIDE DR WALNUT CREEK , CA 94596

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
44) 008231	BELLIS FAIR MALL 1 BELLIS FAIR PARKWAY BELLINGHAM, WA	BELLIS FAIR PARTNERS	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
45) 009558	HOME DEPOT PLAZA 5756 SOUTH TRANSIT RD LOCKPORT, NY	BENDERSON 93 NYRPT, LLC	ERIC RECOON PO BOX 823201 PHILADELPHIA , PA 191823201
46) 000341	MARKET CENTER & DAVIDS CR 9960 BUSINESS CIRCLE NAPLES, FL	BENDERSON 95 FLRPT, LLC & WR-I XV	ERIC RECOON PO BOX 823201 PHILADELPHIA , PA 191823201
47) 000343	THE CROSSROADS 5963 FACTORY SHOPS BLVD ELLENTON, FL	BENDERSON 95 FLRPT, LLC & WR-I XV	ERIC RECOON PO BOX 823201 PHILADELPHIA , PA 191823201
48) 001340	BOULEVARD CONSUMER SQUARE 1565-1641 NIAGRA FALLS BL AMHERST, NY	BENDERSON BLVDCON, LLC	ERIC RECOON PO BOX 823201 PHILADELPHIA , PA 191823201
49) 006698	PLATTSBURGH CONSUMER SQ 114 CONSUMER SQUARE PLATTSBURGH, NY	BENDERSON PLATTCON, LLC	ERIC RECOON PO BOX 823201 PHILADELPHIA , PA 191823201
50) 004134	SHEPARD REGIONAL CENTRE 4916-130 AVE SE CALGARY, AB CANADA	BENTALL KENNEDY CANADA LP ITF SUN LIFE ASSURANCE COMPANY OF CANADA BENTALLGREENOAK (CANADA) LP C/O NORTH HILL ADMIN OFFICE	BRAD BOYCE 1 YORK STREET SUITE 100 TORONTO , ON M5J 0B6
51) 004278	VILLAGE GREEN CENTRE 4900 27TH STREET VERNON, BC CANADA	BENTALL LP IN TRUST FOR OPRTRUST RETAIL INC C/O VILLAGE GREEN ADMIN OFFICE	4900 27TH STREET VERNON, BC V1T 7G7
52) 008404	BLUE DIAMOND CROSSING 4150 BLUE DIAMOND RD LAS VEGAS, NV	BLUE DIAMOND CROSSING II, LLC	JEB BETZ PO BOX 844540 LOS ANGELES , CA 900844540
53) 007193	BOISE TOWNE SQUARE 350 NORTH MILWAUKEE ST BOISE, ID	BOISE MALL LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
54) 000990	THE GALLERIA AT SUNSET 1300 W. SUNSET RD. HENDERSON, NV	BPC HENDERSON LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
55) 007459	BRADLEY PARK CROSSING 1591 BRADLEY PARK DRIVE COLUMBUS, GA	BRADLEY PARK CROSSING LLC	JOSEPH MAGUIRE BRADLEY PARK CROSSING LLC 1309 SAXONY ROAD ENCINITAS , CA 92024
56) 004002	BRAMALEA CITY CENTRE 25 PEEL CENTRE DRIVE BRAMALEA, ON CANADA	BRAMALEA CITY CENTRE, 25 PEEL CENTRE DRIVE, BRAMPTON, ONTARIO, CANADA	MIANNE TRUDEAU IN TRUST FOR BCC BRAMALEA CITY CENTRE 25 PEEL CENTRE DRIVE UNIT 127 BRAMPTON , ON L6T 3R5
57) 004172	SMARTCENTRES BRAMPTON 5085 MAYFIELD RD BRAMPTON, ON CANADA	BRAMPTON (NORTHEAST) SHOPPING CENTRES LIMITED	RYAN MITZ 3200 HIGHWAY 7 VAUGHAN , ON L4K 5Z5
58) 006741	BRANMAR PLAZA 1812 MARSH RD WILMINGTON, DE	BRANMARCAP I LLC	JEREMY FOLEY C/O COLLIERS INTERNATIONAL PO BOX 13470 RICHMOND , VA 23225


Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
59) 005027	BRASS MILL CENTER 495 UNION STREET WATERBURY, CT	BRASS MILL CENTER MALL, LLC. BROOKFIELD PROPERTY PARTNERS L.P.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
60) 000508	THE COMMONS 171 RETAIL COMMONS PARKWA MARTINSBURG, WV	BRE RC COMMONS WV LLC	MARK ROSS SHOPCORE PROPERTIES LP C/O LOCKBOX A PO BOX 845377 LOS ANGELES , CA 900845377
61) 002187	LAS PALMAS MARKETPLACE 1325 GEORGE DIETER DRIVE EL PASO, TX	BRE RC LAS PALMAS MP TX LP	MARK ROSS SHOPCORE PROPERTIES LP C/O LOCKBOX A PO BOX 845377 LOS ANGELES , CA 900845377
62) 002289	MONROE MARKETPLACE 320 MARKETPLACE BLVD - 11 SELINGSGROVE, PA	BRE RC MONROE MP PA LP	MARK ROSS BRE RC BIRD CREEK TX LP PO BOX 845660 LOS ANGELES , CA 900845660
63) 007394	BREAKFAST POINT MARKETPLA 11160 PANAMA CITY BEACH P PANAMA CITY BEACH, FL	BREAKFAST POINT STATION LLC / PHILLIPS EDISON AND COMPANY	LAURA RITTER 310 WEST 11TH STREET VANCOUVER , WA 98660
64) 001907	CHURCHILL SQUARE 302 SE 17TH STREET OCALA, FL	BREder COMPANIES	CAROL HARP C/O CROSSMAN & CO 3333 SOUTH ORANGE AVE SUITE 201 ORLANDO , FL 32806
65) 009745	THE SHOPPES OF BRENTWOOD 782 OLD HICKORY BOULEVARD BRENTWOOD, TN	BRENTWOOD HILLS ASSOCIATES, GP	ALEX SAMUELS C/O GBT REALTY CORPORATION 9010 OVERLOOK BLVD BRENTWOOD , TN 37027
66) 005732	TARPON BAY PLAZA 2405 TARPON BAY BLVD NAPLES, FL	BRENTWOOD LAND PARTNERS, LLC	BLAKE BEAVER 33251 COLLECTIONS CENTER DR CHICAGO , IL 60693
67) 000669	CARMEN PLAZA 387 CARMEN DRIVE CAMARILLO, CA	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617
68) 001332	COASTAL LANDING 7067 COASTAL BLVD BROOKSVILLE, FL	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
69) 001771	MOUNDSVILLE PLAZA 1214 S LAFAYETTE AVE MOUNDSVILLE, WV	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
70) 001966	ROLLINS CROSSING 530 E ROLLINS RD ROUND LAKE BEACH, IL	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
71) 002372	CALIFORNIA OAKS CENTER 40525 CALIFORNIA OAKS RD MURRIETA, CA	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617
72) 002506	SOUTHFIELD PLAZA 29850 SOUTHFIELD ROAD SOUTHFIELD, MI	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD BRIXMOR PROPERTY OWNER II LLC C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
73) 002547	TARPON MALL 40944 US HIGHWAY 19 N TARPON SPRINGS, FL	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 452645324
74) 003125	PARADISE MALL 1430 SOUTH MAIN STREET WEST BEND, WI	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645234 CINCINNATI , OH 452645324



Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
75) 003175	LIBERTY CORNER 886 S. M-291 HIGHWAY LIBERTY, MO	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
76) 003216	RIVER CREST CENTER 4845 W. CAL.SAG ROAD CRESTWOOD, IL	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
77) 003219	GATEWAY PLAZA 137 PLAZA DRIVE #311 VALLEJO, CA	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617
78) 003383	GROTON SQUARE S.C. 220 ROUTE #12 GROTON, CT	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
79) 003634	ELK PARK VALUE CENTER 19112 FREEPORT AVENUE ELK RIVER, MN	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
80) 003884	COCONUT CREEK PLAZA 4881 COCONUT CREEK PKWY. COCONUT CREEK, FL	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD ONE FAYETTE STREET SUITE 150 CONSHOHOCKEN , PA 19428
81) 003983	WENDOVER PLACE S.C. 1216 S BRIDFORD PK GREENSBORO, NC	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
82) 005141	EASTGATE SHOPPING CENTER 12617 SHELBYVILLE ROAD LOUISVILLE, KY	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
83) 005170	ISLAND PLAZA 1291 FOLLY RD JAMES ISLAND, SC	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
84) 005406	SPEEDWAY SHOPPING CENTER 5904 CRAWFORDSVILLE ROAD SPEEDWAY, IN	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
85) 005502	MARKET CENTRE 4024 ELKHART RD GOSHEN, IN	BRIXMOR OPERATING PARTNERSHIP LP	C/O BRIXMOR PROPERTY GROUP PO BOX 645351 CINCINNATI , OH 452645351
86) 005862	SILVER POINTE S/C 17205 SILVER PKWY FENTON, MI	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 45264
87) 005982	SOUTHPORT CENTRE 15050 CEDAR AVE APPLE VALLEY, MN	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 645344 CINCINNATI , OH 452645344
88) 006190	FOX RUN MALL 31 WELLES STREET GLASTONBURY, CT	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 452645324
89) 006230	SUN RAY CENTER 2093 HUDSON ROAD SAINT PAUL, MN	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617
90) 006807	WESTGATE PLAZA 257 EAST MAIN STREET WESTFIELD, MA	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
91) 006849	CASCADE EAST 6467 28TH STREET SE GRAND RAPIDS, MI	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617
92) 006999	CROSSROADS SHOPPING CENTE 1090 CROSSROADS DRIVE STATESVILLE, NC	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617
93) 007196	STONY BROOK SHOPPING CTR 9124 TAYLORSVILLE ROAD LOUISVILLE, KY	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617
94) 007733	VENICE VILLAGE SHOPPES 4169 S. TAMIAMI TRAIL VENICE, FL	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645321 CINCINNATI , OH 452645321
95) 007778	FOX RUN SHOPPING CENTER 719 FOX RUN ROAD PRINCE FREDERICK, MD	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 45264
96) 008029	GEORGETOWN S.C. 1790 WEST NORTHFIELD MURFREESBORO, TN	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD PO BOX 398617 SAN FRANCISCO , CA 941398617
97) 008788	MAPLE VILLAGE SHOPPING CE 245 NORTH MAPLE ROAD ANN ARBOR, MI	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 45264
98) 009282	COLLEGETOWN SHOPPING CENT 759 DELSEA DRIVE GLASSBORO, NJ	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 45264
99) 009811	OLD BRIDGE GATEWAY SHOPIN 1022 US HIGHWAY 9 PARLIN, NJ	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 45264
100) 009858	GREENEVILLE COMMONS 1341 TUSCULUM BLVD GREENEVILLE, TN	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 45264

THIS IS **EXHIBIT “B”** REFERRED TO IN THE  
AFFIDAVIT OF MICHAEL NOEL,  
AFFIRMED REMOTELY BY MICHAEL NOEL  
BEFORE ME *BY VIDEO CONFERENCE*, THIS 21  
DAY OF SEPTEMBER, 2020.



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Scott A. Bomhof

Commissioner for Taking Affidavits

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)	
In re:	)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	<b>Proposed Hearing Date:</b>
	)	September 29, 2020 at 1:00 p.m. (ET)
	)	<b>Proposed Objection Deadline:</b>
	)	September 28, 2020 at 4:00 p.m. (ET)

**DEBTORS’ THIRTIETH (30<sup>th</sup>) OMNIBUS  
MOTION FOR ENTRY OF AN ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

**PARTIES RECEIVING THIS MOTION SHOULD LOCATE THEIR NAMES AND THEIR LEASE LISTED ON SCHEDULE 1 TO THE PROPOSED ORDER ATTACHED HERETO AS EXHIBIT A.**

The debtors and debtors in possession in the above-captioned cases (collectively, the “*Debtors*”) hereby move (this “*Motion*”) and respectfully state as follows:

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “*Proposed Order*”), authorizing the Debtors to (i) assume certain unexpired lease agreements (the “*Additional Leases*”) identified on **Schedule 1** attached to the

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

Proposed Order, pursuant to which a Debtor is a lessee, and (ii) assign such Additional Leases to GNC Holdings, LLC (the “*Assignee*”), in each case effective as of the Closing (defined below).

### **JURISDICTION**

2. This Court has jurisdiction to consider this Motion under 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. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and, under Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 105(a) and 365(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “*Bankruptcy Code*”), and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

### **BACKGROUND**

3. On June 23, 2020 (the “*Petition Date*”), the Debtors filed voluntary petitions in this Court commencing cases (the “*Chapter 11 Cases*”) for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

4. On June 24, 2020, the Debtors commenced an ancillary proceeding under Part IV of the Companies’ Creditors Arrangement Act (Canada) in Toronto, Ontario, Canada before the Ontario Superior Court of Justice (Commercial List).

5. On July 7, 2020, the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”) appointed an official committee of unsecured creditors (the “*Creditors’ Committee*”).

6. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the *Declaration of Tricia Tolivar, Chief Financial Officer of GNC Holdings, Inc. in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 21] (the “*First Day Declaration*”).<sup>2</sup>

## I. THE DEBTORS’ LEASES AND THE SALE TRANSACTION

7. As of the Petition Date, the Debtors were parties to approximately 3,616 real property leases in the United States, Canada and Puerto Rico, 772 of which were subleased to 330 franchisees. In connection with the sale transaction described below, the Debtors seek to assume and assign certain of these unexpired leases to the Assignee.

8. On September 10, 2020, the Debtors filed that certain *Notice of Filing of Designation Notice* [Docket No. 1113], as corrected on September 17, 2020 by that certain *Notice of Filing of Amended Designation Notice* [Docket No. 1183], which attached thereto a list of agreements and real property leases designated by Buyer (defined below) for assumption and assignment to Buyer pursuant to the Sale Order (defined below) (the “*Designated Agreements*”).

9. On September 18, 2020, the Court entered that certain *Order (I) Authorizing and Approving (A) The Sale of Substantially All of the Debtors’ Assets Free and Clear of all Liens, Claims, and Encumbrances and (B) The Assumption and Assignment of Certain Executory*

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<sup>2</sup> The First Day Declaration and other relevant case information is available from (a) the Court’s website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov), and (b) the website maintained by the Debtors’ claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/GNC>.

*Contracts and Unexpired Leases in Connection Therewith, and (II) Granting Related Relief* [Docket No. 1202] (the “**Sale Order**”). Pursuant to the Sale Order, the Court approved, among other things, the sale of substantially all of the Debtors’ assets to the Buyer<sup>3</sup> (the “**Sale**”), including the assumption by Buyer of the Designated Agreements. The Buyer has designated its subsidiary, ZT Biopharmaceutical LLC, as its designee (the “**Designee**”) and the Sale will be effectuated by the Assets being transferred from the Debtors to the Assignee and the membership interests of the Assignee being transferred to the Designee, such that upon consummation of the Sale (the “**Closing**”), the Assignee will own all of the Assets and take assignment of all of the Selected Assigned Contracts. Payment of Cure Costs associated with the Additional Leases shall be treated pursuant to the terms of the Sale Order.

10. The Debtors now seek authority to assume and assign the Additional Leases to the Assignee, as the Additional Leases were inadvertently not included with the Designated Agreements. In addition, allowing the Debtors to assume and assign the Additional Leases will provide the applicable landlord counterparties to the Additional Leases (the “**Landlords**”) with notice of the status of their leases moving forward. Accordingly, the Debtors seek the relief requested in this Motion for each Additional Lease, effective upon the Closing of the Sale.

**BASIS FOR RELIEF**

**I. THE DEBTORS’ ASSUMPTION AND ASSIGNMENT OF THE ADDITIONAL LEASES TO THE ASSIGNEE REPRESENTS A SOUND EXERCISE OF THE DEBTORS’ BUSINESS JUDGMENT.**

11. Section 365(a) of the Bankruptcy Code permits a debtor-in-possession, “subject to the court’s approval, [to] assume or reject any executory contract or unexpired lease of the debtor.”

11 U.S.C. § 365(a). By enacting section 365(a) of the Bankruptcy Code, Congress intended to

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<sup>3</sup> Capitalized terms used in this paragraph but not otherwise defined in this Motion shall have the meanings ascribed to them in the Sale Order (as defined herein).

allow a debtor to assume those contracts that benefit the estate. *See, e.g., In re Whitcomb & Keller Mortgage Co.*, 715 F.2d 375, 379 (7th Cir. 1983); *In re Sandman Assocs., L.L.C.*, 251 B.R. 473, 480 (W.D. Va. 2000) (“The authority granted by section 365 allows the trustee or debtor in possession to pick and choose among contracts, assuming those that are favorable and rejecting those that are not.”).

12. It is well established in the Third Circuit, as well as in other jurisdictions, that decisions to assume or reject executory contracts or unexpired leases are matters within the “business judgment” of the debtor. *Sharon Steel Corp. v. Nat’l Fuel Gas Dist. Corp.*, 872 F.2d 36, 40 (3d Cir. 1989); *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 523 (1984); *In re Federal Mogul Global, Inc.*, 293 B.R. 124, 126 (D. Del. 2003) (“The business judgment test dictates that a court should approve a debtor’s decision to reject a contract unless that decision is the product of bad faith or gross abuse of discretion.”); *In re Orion Pictures Corp.*, 4 F.3d 1095, 1099 (2d Cir. 1993), *cert. dismissed*, 511 U.S. 1026 (1994). Accordingly, courts approve the assumption of an unexpired lease unless evidence is presented that the debtor’s decision to assume “was so manifestly unreasonable that it could not be based on sound business judgment, but only on bad faith, or whim or caprice.” *In re Richmond Metal Finishers, Inc.*, 756 F.2d 1043, 1047 (4th Cir. 1985), *cert. denied*, 475 U.S. 1057 (1986). Indeed, to impose more exacting scrutiny would slow a debtor’s reorganization, thereby increasing its cost and undermining the “Bankruptcy Code’s provisions for private control” of the estate’s administration. *Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1311 (5th Cir. 1986).

13. The Debtors’ decision to assume and assign the Additional Leases is supported by their sound business judgment. The proposed relief will enable the Debtors to assume and assign to the Assignee additional unexpired leases that were contemplated to be assumed and assigned in



connection with the Sale. Furthermore, by assuming the Additional Leases, the aggregate amount of rejection damages claims will be reduced, which benefits the Debtors' estates and creditors. As such, the Debtors submit that the assumption and assignment of the Additional Leases should be approved as an exercise of their business judgment.

### **RESERVATION OF RIGHTS**

14. Nothing in this Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (f) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

### **NOTICE**

15. Notice of this Motion will be given, via overnight delivery, to: (a) the United States Trustee for the District of Delaware; (b) counsel to the Creditors' Committee; (c) counsel to the agent for the Debtors' DIP Term Facility; (d) counsel to the agent for the Debtors' DIP ABL FILO Facility; (e) counsel to the Ad Hoc Group of Crossover Lenders; (f) counsel to the Ad Hoc FILO Term Lender Group; (g) counsel to the agent under the Debtors' secured term and asset-based financing facilities; (h) the indenture trustee for the Debtors' prepetition convertible notes; (i) the United States Attorney's Office for the District of Delaware; (j) the attorneys general for all 50 states and the District of Columbia; (k) the United States Department of Justice; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; (n) the United States Drug Enforcement Agency; (o) the United States Food and Drug Administration; (p) the Landlords; and

(q) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

**WHEREFORE**, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested in this Motion and such other relief as may be just and proper.

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

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*Counsel for Debtors and Debtors in Possession*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: )
) Chapter 11
)
GNC HOLDINGS, INC., et al., ) Case No. 20-11662 (KBO)
)
Debtors.<sup>1</sup> ) (Jointly Administered)
)
) Proposed Hearing Date:
) September 29, 2020 at 1:00 p.m. (ET)
)
) Proposed Objection Deadline:
) September 28, 2020 at 4:00 p.m. (ET)
)

NOTICE OF MOTION

TO: (A) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (B) COUNSEL TO THE CREDITORS' COMMITTEE; (C) COUNSEL TO THE AGENT FOR THE DEBTORS' DIP TERM FACILITY; (D) COUNSEL TO THE AGENT FOR THE DEBTORS' DIP ABL FILO FACILITY; (E) COUNSEL TO THE AD HOC GROUP OF CROSSOVER LENDERS; (F) COUNSEL TO THE AD HOC FILO TERM LENDER GROUP; (G) COUNSEL TO THE AGENT UNDER THE DEBTORS' SECURED TERM AND ASSET-BASED FINANCING FACILITIES; (H) THE INDENTURE TRUSTEE FOR THE DEBTORS' PREPETITION CONVERTIBLE NOTES; (I) THE UNITED STATES ATTORNEY'S OFFICE FOR THE DISTRICT OF DELAWARE; (J) THE ATTORNEYS GENERAL FOR ALL 50 STATES AND THE DISTRICT OF COLUMBIA; (K) THE UNITED STATES DEPARTMENT OF JUSTICE; (L) THE INTERNAL REVENUE SERVICE; (M) THE SECURITIES AND EXCHANGE COMMISSION; (N) THE UNITED STATES DRUG ENFORCEMENT AGENCY; (O) THE UNITED STATES FOOD AND DRUG ADMINISTRATION; (P) THE LANDLORDS; AND (Q) ALL PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002

PLEASE TAKE NOTICE that the debtors in possession in the above-captioned cases (collectively, the "Debtors") have filed the attached Debtors' Thirtieth (30th) Omnibus Motion for Entry of an Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases (the "Motion").

<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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2295); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors' mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

**PLEASE TAKE FURTHER NOTICE** that, contemporaneously with the filing of the Motion, the Debtors have filed a motion (the “*Motion to Shorten*”) requesting that any objections to the relief requested in the Motion be filed on or before **September 28, 2020 at 4:00 p.m. (ET)** (the “*Objection Deadline*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE MOTION TO SHORTEN, THE DEBTORS HAVE REQUESTED THAT A HEARING TO CONSIDER THE MOTION BE HELD ON SEPTEMBER 29, 2020 AT 1:00 P.M. (ET) BEFORE THE HONORABLE KAREN B. OWENS, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.**

*[Signature Page Follows]*

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner

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Kara Hammond Coyle (No. 4410)  
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*Counsel for Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

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

	)	
In re:	)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	<b>Docket Ref. No. ____</b>

**THIRTIETH (30<sup>th</sup>) OMNIBUS ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

Upon the motion (the “*Motion*”)<sup>2</sup> of the Debtors for an order (this “*Order*”), pursuant to section 365 of the Bankruptcy Code, authorizing the Debtors to assume and assign the Additional Leases listed on **Schedule 1** attached hereto to the Assignee, effective as of the Closing; 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, 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

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and 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.

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. The Debtors are authorized to assume and assign the Additional Leases, identified on **Schedule 1** attached hereto, to the Assignee, effective upon the Closing of the Sale of the Debtors' assets to the Buyer.
3. Except as specifically set forth herein, nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
5. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.



Schedule 1

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
1) 009884	WILMINGTON ISLAND SHOPPIN 495 JOHNNY MERCER BLVD SAVANNAH, GA	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 45264
2) 009886	BELTWAY SOUTH S/C 11629 S SAM HOUSTON PARKW HOUSTON, TX	BRIXMOR OPERATING PARTNERSHIP LP	KEVIN WOOD C/O BRIXMOR PROPERTY GROUP PO BOX 645324 CINCINNATI , OH 45264
3) 005641	NORTHSHORE PLAZA 1526 WILDCAT DRIVE PORTLAND, TX	BRIXMOR PROPERTY GROUP INC. NORTHSHORE PLAZA, LP	MARK ADAME 3201 CHERRY RIDGE SUITE B-209 SAN ANTONIO , TX 78230
4) 005181	SOUTHWEST PLAZA 8501 WEST BOWLES AVE LITTLETON, CO	BROOKFIELD PROPERTY PARTNERS L.P.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
5) 009818	CROSSROADS REGIONAL CENTE 2441 CLAIRIBEL RD RIVERBANK, CA	BROWMAN DEVELOPMENT COMPANY	JENNY BOWMAN BROWN CAPITAL LLLP 2424 EAGLES EYRIE COURT LOUISVILLE , KY 40206
6) 000032	VINTNER SQUARE 2663 QUEENSGATE DR RICHLAND, WA	BROWMAN DEVELOPMENT COMPANY INC.	WILLIAM BETTENCOURT C/O BROWMAN DEVELOPMENT COMPANY INC 1556 PARKSIDE DR WALNUT CREEK , CA 94596
7) 003718	SPALDING VILLAGE S.C. 143 SPALDING VILLAGE GRIFFIN, GA	BVA SPALDING LLC	GREGORY IX BVA SPALDING LLC C/O BIG V PROPERTIES LLC 162 NORTH MAIN ST STE 5 FLORIDA , NY 10921
8) 004003	TORONTO EATON CENTRE 218 YONGE STREET TORONTO, ON CANADA	CADILLAC FAIRVIEW CORPORATION	OREN RUBIN C/O THE CADILLAC FAIRVIEW CORPORATION LIMITED 20 QUEEN STREET WEST 5TH FLOOR TORONTO , ON M5H 3R4
9) 004272	FIRST MAPLE SHOPPING CENT 867 ST. CLAIR ST CHATHAM, ON CANADA	CALLOWAY REIT (CHATHAM) INC.	ANDY ROBINS 6765 CORPORATE BOULEVARD BATON ROUGE , LA 70809
10) 004293	OSAHAWA NORTH 1445 HARMONY ROAD NORTH OSHAWA, ON CANADA	CALLOWAY REIT (HARMONY) INC.	RYAN MITZ 3200 HIGHWAY 7 VAUGHAN , ON L4K 5Z5
11) 004248	CROSSROADS 2625B WESTON ROAD TORONTO, ON CANADA	CALLOWAY REIT (WESTON-401) INC.	700 APPLEWOOD CRES VAUGHAN, ON L4K 5X3
12) 001163	BROOKWOOD VILLAGE 705 BROOKWOOD VILLAGE BIRMINGHAM, AL	CAPREF BROOKWOOD, LLC	DAVID SCHLOSS PO BOX 713934 CINCINNATI , OH 452713934
13) 001995	CHAPEL VIEW 1000 CHAPEL VIEW BLVD CRANSTON, RI	CARPIONATO GROUP	DOMENIC CARPIONATO 1414 ATWOOD AVENUE SUITE 260 JOHNSTON , RI 02919

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
14) 005306	CASTE VILLAGE 5301 GROVE ROAD PITTSBURGH, PA	CASTE VILLAGE,INC.	ARTHUR DIDONATO OXFORD DEV CO AGENT CASTE VILLAGE SUITE 4500 ONE OXFORD CENTRE ATTN ACCTG PITTSBURGH , PA 15219
15) 001863	GULF COAST TOWN CENTER 10012 GULF CENTER DRIVE FT. MYERS, FL	CBL AND ASSOCIATES PROPERTIES, INC.	DAVID ABERS CBL AND ASSOCIATES PROPERTIES, INC. 2030 HAMILTON PLACE BLVD SUITE 500 CHATTANOOGA, TN 37421
16) 008898	ALAMANCE CROSSING 917 BOSTON DRIVE BURLINGTON, NC	CBL AND ASSOCIATES PROPERTIES, INC.	JASON SHELTON 2030 HAMILTON PL BLVD #500 CHATTANOOGA, TN 37421
17) 009582	SOUTHAVEN TOWNE CENTER 6506 TOWN CENTER LOOP SOUTHAVEN, MS	CBL AND ASSOCIATES PROPERTIES, INC.	JASON SHELTON 2030 HAMILTON PL BLVD #500 CHATTANOOGA, TN 37421
18) 008021	NORTH AUGUSTA PLAZA 318 EAST MARTINTOWN RD NORTH AUGUSTA, SC	CBRE GROUP, INC.	JOHN HARRICKS SLATE US OPPORTUNITY #3 HOLDING LP PO BOX 74185 CLEVELAND , OH 441944185
19) 000084	4030 WILLIAM PENN HIGHWAY MONROEVILLE, PA	CE-MONROEVILLE22, LP	JAN HACKETT CE-MONROEVILLE22, LP PO BOX 453 CARNEGIE, PA 15106-0453
20) 003499	NYBERG WOODS 7053 NYBERG ST TUALATIN, OR	CENTERCAL PROPERTIES, LLC	EDITH PETROVICS C/O CENTERCAL PROPERTIES LLC 1600 EAST FRANKLIN AVE EL SEGUNDO , CA 90245
21) 009470	CENTERTON SQUARE 54 CENTERTON SQUARE MT LAUREL, NJ	CENTERTON SQUARE OWNERS LLC	ERIC SHALEM NICHOLAS PARK MALL LLC C/O METRO COMMERCIAL MGMNT 307 FELLOWSHIP ROAD SUITE 300 MOUNT LAUREL , NJ 08054
22) 006344	CENTRAL PARK 1246 CARL D SILVER PKWY FREDERICKSBURG, VA	CENTRAL PARK RETAIL, LLC	SUSAN BOURGEOIS PO BOX 757022 BALTIMORE , MD 212757022
23) 007218	CENTRE ON SEVENTEENTH ST 2026 E. 17TH ST. G SANTA ANA, CA	CENTRE ON SEVENTEENTH PARTNERS	KAREN SEARS CENTRE ON SEVENTEENTH PARTNERS C/O SDL MANAGEMENT CO LLC 2222 EAST SEVENTEENTH STREET SANTA ANA , CA 92705
24) 002812	CFT PANDA MEDFORD CENTER 1374 CENTER DRIVE MEDFORD, OR	CFT NV DEVELOPMENTS, LLC	GEROGE MACOUBRAY PANDA EXPRESS PANDA EXPRESS 1374 CENTER DRIVE MEDFORD, OR 97501
25) 009543	PAHRUMP VALLEY JUNCTION 280 STATE HIGHWAY 160 PAHRUMP, NV	CFT NV DEVELOPMENTS, LLC	RYAN YONEMOTO 1120 N TOWN CENTER DRIVE SUITE 150 LAS VEGAS , NV 89144
26) 000382	MARKET PLACE SHOPPING CTR 2000 N. NEIL ST. AT 18174 CHAMPAIGN, IL	CHAMPAIGN MARKET PLACE L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
27) 004028	CORNWALL SQUARE 1 WATER STREET EAST CORNWALL, ON CANADA	CHARTER ACQUISITION CORP	249 SAUNDERS ROAD UNIT 3 BARRIE, ON L4N 9A3

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
28) 007678	THE MARKETPLACE 2703 FOOTHILL BLVD LA CRESCENTA, CA	CHASE CENTERS MANAGEMNT	MICHAEL CHASE THE MANHATTAN PROJECT LLC C/O WINBURY REALTY OF KC LLC 4520 MAIN STREET SUITE 1000 KANSAS CITY , MO 64111
29) 000657	CHRISTIANA MALL 728 CHRISTIANA MALL NEWARK, DE	CHRISTIANA MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
30) 005291	CLACKAMAS TOWN CENTER 12000 SOUTHEAST 82ND AVE PORTLAND, OR	CLACKAMAS MALL LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
31) 000132	* CARR'S SAFEWAY 11431 BUSINESS PARK BLVD EAGLE RIVER, AK	COLDWELL BANKER COMMERCIAL	ELISHA MARTIN ATTN: PROPERTY MANAGEMENT 1201 CENTRAL PARK BLVD 1ST FLOOR FREDERICKSBURG , VA 22401
32) 006946	LEXINGTON PARKWAY PLAZA 17 PARKWAY PLAZA LEXINGTON, NC	COLLIERS INTERNATIONAL	DOWELL FINCH 1518 E THIRD STREET SUITE 200 CHARLOTTE , NC 28204
33) 002022	COCHRAN COMMONS 2728 MALLARD CREEK CHURCH CHARLOTTE, NC	COLUMBIA COCHRAN COMMONS, LLC	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
34) 005451	VILLAGE CENTER @ DULLES 2451-15 CENTERVILLE RD HERNDON, VA	COLUMBIA REGENCY RETAIL PARTNERS, LLC	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
35) 004285	ROCKLAND CENTRE 2305 CHEMIN ROCKLAND ANGL MONTREAL, PQ CANADA	COMPLEXE JULES-DALLAIRE- T3	GENERAL 1 BASS PRO MILLS DRIVE VANGHAN , ON L4K 5W4
36) 006991	CORAL RIDGE MALL 1451 CORAL RIDGE AVE CORALVILLE, IA	CORAL RIDGE MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
37) 008862	CORINTH COMMONS 2401 VIRGINIA LANE CORINTH, MS	CORINTH SAND LLC	ANDREW HASBROOK SOUTHPOINT SIXTY-FIVE REALTY LLC C/O SANDOR DEVELOPMENT 10689 N PENNSYLVANIA ST SUITE 100 INDIANAPOLIS , IN 46280
38) 004177	AVALON MALL 48 KENMOUNT RD ST. JOHNS, NL CANADA	CROMBIE DEVELOPMENTS LIMITED ATTN: JENNIFER PURVIS	610 EAST RIVER ROAD SUITE 200 NEW GLASGOW , NS B2H 3S2
39) 004284	CROSS IRON MILLS 261055 CROSS IRON BLVD ROCKY VIEW, AB CANADA	CROSSIRON MILLS HOLDINGS INC.	SHERI MCEWEN UNIT 800 261055 CROSSIRON BLVD ROCKY VIEW , AB T4A 0G3
40) 000254	CUMBERLAND MALL 1112 CUMBERLAND MALL ATLANTA, GA	CUMBERLAND MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
41) 008755	THE MARKET AT CZECH HALL 12444 NW 10TH ST YUKON, OK	CZECH HALL INVESTMENT PARTNERS, LLC	SCOTT PORTER C/O GBT REALTY CORPORATION 9010 OVERLOOK BLVD BRENTWOOD , TN 37027

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
42) 008772	HEB SHOPPING CENTER 130 EAST GRIFFIN PKWY MISSION, TX	DAVID GARFUNKEL & COMPANY, LLC	DAVID GARFUNKEL 400 MALL BLVD SUITE M SAVANNAH , GA 31406
43) 003757	EISENHOWER CROSSING 4673 PRESIDENTIAL PARKWAY MACON, GA	DDRTC EISENHOWER CROSSING	RANDY GIRALDO C/O CBRE FAMECO 625 W RIDGE PIKE SUITE A-100 CONSHOHOCKEN , PA 19428
44) 006534	FAYETTE PAVILION 137 PAVILLION PARKWAY FAYETTEVILLE, GA	DDRTC FAYETTE PAVILION III AND IV LLC	RANDY GIRALDO PO BOX 745468 ATLANTA , GA 303745468
45) 009791	1947 WESTCHESTER AVE BRONX, NY	DECATUR ASSOCIATES LLC	SUSAN TIRELLA PO BOX 856 ROCK HILL , NY 12775
46) 002663	STONECREST @ PIPER GLEN 7868 REA ROAD CHARLOTTE, NC	DEUTSCHE ASSET & WEALTH MANAGEMENT	LAURA GRIFFIN C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO , IL 606945028
47) 008268	RIVERGATE CENTER 12840 WALKER BRANCH DR CHARLOTTE, NC	DEUTSCHE ASSET & WEALTH MANAGEMENT	LAURA GRIFFIN C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO , IL 606945028
48) 006674	NORTHRIDGE CENTER 4028 E 53RD ST DAVENPORT, IA	DONALD L & PATRICIA L MCCURRY	DONALD MCCURRY PO BOX 3334 CLARKSVILLE , IN 47131
49) 000810	BEAVER CREEK COMMONS 1071 BEAVER CREEK COMMONS APEX, NC	DPF BEAVER CREEK LP	DEANNA TISO DPF BEAVER CREEK LP 518 SEVENTEENTH STREET 17TH FL DENVER , CO 80202
50) 009869	WATERFORD TOWNE CENTER 5123 HIGHLAND ROAD WATERFORD, MI	DS PARTNERS, L.P.	KIMBERLY SHALLAL PO BOX 45236-4064 CINCINNATI , OH 452634064
51) 009797	SUPERSTITION GATEWAY 1752 S. SIGNAL BUTTE RD. MESA, AZ	DTL - SGW, LLC AND DTR1C-SGW, LLC	BRIAN GAST 7669 E PINNACLE PEAK RD SUITE 250 SCOTTSDALE , AZ 85255
52) 001166	EASTRIDGE MALL 601 SE WYOMING BLVD CASPER, WY	EASTRIDGE SHOPPING CENTER L.L.C	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
53) 003147	FALCON VIEW PLAZA 5901 E. MCKELLIPS ROAD MESA, AZ	EISENBERG COMPANY	POLLY MALOICH TELEGRAPH & COLIMA ASSOCIATES LLC C/O EISENBERG COMPANY 2710 E CAMELBACK RD #210 PHOENIX , AZ 85016
54) 001399	SHOPS AT MILLENNIUM 2170 MILLENNIUM BLVD CORTLAND, OH	ELMHURST PROPERTIES INC.	ELMHURST PROPERTIES INC. 3711 STARR CENTRE DRIVE #2 CANFIELD, OH 44406
55) 002762	COUNTRY WALK PLAZA 13765 S.W. 152ND STREET MIAMI, FL	EQUITY ONE (COUNTRY WALK) LLC	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVENSVILLE, IN 47715
56) 003114	BIRD LUDLUM SHOPPING CTR 6710 SW 40TH STREET MIAMI, FL	EQUITY ONE (FLORIDA PORTFOLIO), INC.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVENSVILLE, IN 47715

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
57) 006969	KIRKMAN SHOPPES 4886 SOUTH KIRKMAN ROAD ORLANDO, FL	EQUITY ONE (FLORIDA PORTFOLIO), INC.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVENSVILLE, IN 47715
58) 009203	LAKE MARY CENTRE 3709 LAKE EMMA ROAD LAKE MARY, FL	EQUITY ONE (FLORIDA PORTFOLIO), INC.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVENSVILLE, IN 47715
59) 009367	STEEPLECHASE SHOPPING CEN 9575 JONES ROAD HOUSTON, TX	EQYINVEST OWNER II, LTD, LLP	EQYINVEST OWNER II 15866 CHAMPION FOREST DRIVE SPRING, TX 77379
60) 004169	NORTH LONDON COMMERCIAL 671 WONDERLAND RD N LONDON, ON CANADA	ESAM GROUP	JENNY D 19379 HIGH BLUFF LANE BARHAMSVILLE , VA 23011
61) 005496	CENTER OF WINTER PARK 501 N ORLANDO AVE WINTER PARK, FL	FAIRBOURNE PARTNERS	ANNA FUDALA NP WINTER PARK LLC C/O FAIRHOUSE PROPERTIES LLC PO BOX 744767 ATLANTA , GA 303744767
62) 008910	FAIRLAWN TOWNE CENTER 2723 WEST MARKET STREET FAIRLAWN, OH	FAIRLAWN STATION LLC / PHILLIPS EDISON AND COMPANY	LAURA RITTER C/O FAIRLAWN STATION LLC PO BOX 645414 PITTSBURGH , PA 152645414
63) 005809	NORTH MAIN MARKET 1305 B NORTH MAIN STREET SUMMERVILLE, SC	FERNCROFT CAPITAL	BRITT C. BYRNE BERKELEY MALL 301 SOUTH COLLEGE STREET SUITE 2800 CHARLOTTE , NC 28202
64) 009919	PERRIS PLAZA 1688 N PERRIS BOULEVARD PERRIS, CA	FIRST COMMERCIAL REALTY GROUP	ERIC WHITMER BLDG ID HCN 001 PO BOX 6112 HICKSVILLE , NY 118026112
65) 005538	FAMILY CENTER AT FT UNION 1084 E FT UNION BOULEVARD MIDVALE, UT	FORT UNION SHOPPING CENTER LLC	BEN BROWN CCA-TOOLE TOWNE CENTER LLC C/O ARCADIA MANAGEMENT GROUP INC PO BOX 10 SCOTTSDALE , AZ 85252
66) 002620	CROSSROADS SHOPPING CTR. N 95 W 18373 COUNTY LINE MENOMONEE FALLS, WI	FOUNDERS 3	NICK TICE 6591 W CENTRAL AVENUE SUITE 100 TOLEDO , OH 43617
67) 006880	LIBERTY SQUARE S/C INTERSTATE 64 & HURRICANE, WV	FOUR-S DEVELOPMENT, LLC	GARRICK HAGINS SUMMERLIN CROSSINGS PO BOX 904009 CHARLOTTE , NC 282904009
68) 007369	FOX RIVER MALL 4301 W WISCONSIN AVE APPLETON, WI	FOX RIVER SHOPPING CENTER, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
69) 001591	TWIN OAKS SHOPPING CENTER 5731 KANAN ROAD AGOURA HILLS, CA	FW CA-TWIN OAKS SHOPPING CENTER LLC	WILL DAMRATH FW-CA TWIN OAKS SHOPPING CENTER, LLC C/O REGENCY CENTERS CORPORATION ONE INDEPENDENT DRIVE SUITE 114 JACKSONVILLE , FL 32202-5019
70) 003110	ARAPAHOE VILLAGE 2430 ARAPAHOE ST BOULDER, CO	FW CO-ARAPAHOE VILLAGE, LLC	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVENSVILLE, IN 47715
71) 006494	RIVERSIDE SQUARE 3145 S ASHLAND #16 CHICAGO, IL	FW IL-RIVERSIDE RIVERS EDGE LLC	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVENSVILLE, IN 47715

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
72) 009613	GLADE POINTS SHOPPING CEN 3930 GLADE ROAD COLLEYVILLE, TX	G POINTS SC, LTD	ROGER SMELTZR, JR GREENTREE ROAD SHOPPING CENTER PO BOX 81926 PITTSBURGH , PA 15217
73) 000296	COLONIAL MALL GADSDEN 1001 RAINBOW DRIVE GADSDEN, AL	GADSDEN MALL ASSOCIATES, LLC	ART PREST 2250 TOWN CIRCLE HOLDINGS LLC LA525 C/O SPINOSO MGMNT GROUP PO BOX 956393 ST LOUIS , MO 631956393
74) 001744	MOORLAND COMMONS 15448 WEST BELOIT RD NEW BERLIN, WI	GALWAY COMPANIES	STEVE DORAN 300 SIXTH AVENUE PITTSBURGH, PA 15222
75) 001182	VALDOSTA MALL 1700 NORMAN DR VALDOSTA, GA	GEM REALTY CAPITAL, INC.	ART PREST GF VALDOSTA MALL, LLC C/O SPINOSO REAL ESTATE GROUP 112 NORTHERN CONCOURSE SYRACUSE, NY 13212
76) 000122	OGLETHORPE MALL 7804 ABERCORN STREET SAVANNAH, GA	GENERAL GROWTH PROPERTIES, INC.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
77) 002115	ALA MOANA CENTER 1450 ALA MOANA BOULEVARD HONOLULU, HI	GGP ALA MOANA L.L.C	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
78) 000354	GLENBROOK SHOPPING CENTER 4201 COLDWATER ROAD FORT WAYNE, IN	GGP- GLENBROOK L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
79) 000747	GREENWOOD MALL 2625 SCOTTSVILLE RD BOWLING GREEN, KY	GGP LIMITED PARTNERSHIP	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
80) 007227	RIVERTOWN CROSSINGS 3700 RIVERTOWN PARKWAY GRANDVILLE, MI	GGP-GRANDVILLE II, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
81) 009472	JORDAN CREEK TOWN CENTER 101 JORDAN CREEK PKWY DES MOINES, IA	GGP-JORDAN CREEK LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
82) 001275	MAINE MALL 364 MAINE MALL ROAD SOUTH PORTLAND, ME	GGP-MAINE MALL L.L.C.	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
83) 008187	TOWN CENTER @ OTAY RANCH 2015 BIRCH ROAD EAST CHULA VISTA, CA	GGP-OTAY RANCH, L.P.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
84) 001410	PECANLAND MALL I-20 AND GARRETT RD MONROE, LA	GGP-PECANLAND L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
85) 000502	GLENDALE GALLERIA 1181 GLENDALE GALLERIA GLENDALE, CA	GLENDALE I MALL ASSOCIATES, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
86) 001392	GLYNN PLACE MALL 352 MALL BLVD BRUNSWICK, GA	GLYNN PLACE STATION LLC JONES LANG LASALLE INC.	ZACH ALBRIGHT C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO , IL 606945028

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
87) 007520	GWYNNE DD CROSSING S/C 1210 BETHLEHEM PIKE NORTH WALES, PA	GOODMAN PROPERTIES	CHRISTOPHER ANDERSON C/O GOODMAN PROPERTIES 636 OLD YORK ROAD 2ND FLOOR JENKINTOWN , PA 19046
88) 000716	GOVERNORS SQUARE 1500 APALACHEE PARKWAY TALLAHASSEE, FL	GOVERNOR'S SQUARE PARTNERSHIP	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
89) 001908	GRAND CANAL SHOPPES 3377 S LAS VEGAS BLVD LAS VEGAS, NV	GRAND CANAL SHOPS II, L.L.C.	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
90) 000697	GRAND TRAVERSE MALL 3200 S AIRPORT RD TRAVERSE CITY, MI	GRAND TRAVERSE MALL, L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
91) 004193	GUILDFORD TOWN CENTER 10355 152 ST SURREY, BC CANADA	GUILDFORD TOWN CENTRE LIMITED PARTNERSHIP	10355 152ND STREET SUITE 2695 SURREY, BC V3R 7C1
92) 007113	ALCOA EXCHANGE 7301 ALCOA ROAD BENTON, AR	HALL EQUITIES GROUP	BECKY LAW ALCOA EXCHANGE LLC PO BOX 204756 DALLAS , TX 753204756
93) 005391	HAMMOND AIRE PLAZA 9634 AIRLINE HIGHWAY BATON ROUGE, LA	HAMMOND AIRE, LP	MARIO TACCHI 701 NORTH POST OAK RD SUITE 210 HOUSTON , TX 77024
94) 003242	MAPLE LEAF PLAZA 540 WATER STREET CHARDON, OH	HAMPTON PROPERTIES, INC.	JACOB BERGER TLS GROUP LLC C/O HAMPTON PROPERTIES INC PO BOX 780225 PHILADELPHIA , PA 191780225
95) 008381	ENGLEWOOD CITY CENTER 800 E. ENGLEWOOD PKWY ENGLEWOOD, CO	HANNAY REALTY ADVISORS-COLORADO LP	VAL FURSOVA HRA PALOMAR PLACE LP C/O MDC REALTY ADVISORS CO LP 1700 BROADWAY SUITE 650 DENVER , CO 80290
96) 004004	GRASSLANDS 4613 GORDON RD REGINA, SK CANADA	HARVARD PROPERTY MANAGEMENT INC	TERRI KLYNE PO BOX 571017 HOUSTON , TX 772571017
97) 003932	HEB SHOPPING CENTER 1004 N. TEXAS BLVD. WESLACO, TX	H-E-B DEVELOPMENT	ABRIL MARTINEZ DEPT 948 PO BOX 4346 HOUSTON , TX 772104346
98) 009894	SOUTHPORT CENTER S/C 999 MONTAUK HWY SHIRLEY, NY	HEIDENBERG PROPERTIES, LLC	KEN SIMON HEIDENBERG-CLOSTER ASSOCIATES 234 CLOSTER DOCK ROAD CLOSTER , NJ 07624
99) 000404	CORONADO CENTER 6600 MENAUL N.E. ALBUQUERQUE, NM	HEITMAN PROPERTIES LTD.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
100) 000446	NORTHRIDGE FASHION CENTER 9301 TAMPA AT NORDHOFF NORTHRIDGE, CA	HHP-NORTHRIDGE FASHION CENTER, LP	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654

THIS IS **EXHIBIT “C”** REFERRED TO IN THE  
AFFIDAVIT OF MICHAEL NOEL,  
AFFIRMED REMOTELY BY MICHAEL NOEL  
BEFORE ME *BY VIDEO CONFERENCE*, THIS 21  
DAY OF SEPTEMBER, 2020.



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Scott A. Bomhof

Commissioner for Taking Affidavits



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	<b>Proposed Hearing Date:</b>
	)	September 29, 2020 at 1:00 p.m. (ET)
	)	<b>Proposed Objection Deadline:</b>
	)	September 28, 2020 at 4:00 p.m. (ET)

**DEBTORS’ THIRTY-FIRST (31<sup>st</sup>) OMNIBUS  
MOTION FOR ENTRY OF AN ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

**PARTIES RECEIVING THIS MOTION SHOULD LOCATE THEIR NAMES AND THEIR LEASE LISTED ON SCHEDULE 1 TO THE PROPOSED ORDER ATTACHED HERETO AS EXHIBIT A.**

The debtors and debtors in possession in the above-captioned cases (collectively, the “*Debtors*”) hereby move (this “*Motion*”) and respectfully state as follows:

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “*Proposed Order*”), authorizing the Debtors to (i) assume certain unexpired lease agreements (the “*Additional Leases*”) identified on **Schedule 1** attached to the

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

Proposed Order, pursuant to which a Debtor is a lessee, and (ii) assign such Additional Leases to GNC Holdings, LLC (the “*Assignee*”), in each case effective as of the Closing (defined below).

### **JURISDICTION**

2. This Court has jurisdiction to consider this Motion under 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. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and, under Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 105(a) and 365(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “*Bankruptcy Code*”), and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

### **BACKGROUND**

3. On June 23, 2020 (the “*Petition Date*”), the Debtors filed voluntary petitions in this Court commencing cases (the “*Chapter 11 Cases*”) for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

4. On June 24, 2020, the Debtors commenced an ancillary proceeding under Part IV of the Companies’ Creditors Arrangement Act (Canada) in Toronto, Ontario, Canada before the Ontario Superior Court of Justice (Commercial List).

5. On July 7, 2020, the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”) appointed an official committee of unsecured creditors (the “*Creditors’ Committee*”).

6. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the *Declaration of Tricia Tolivar, Chief Financial Officer of GNC Holdings, Inc. in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 21] (the “*First Day Declaration*”).<sup>2</sup>

## I. THE DEBTORS’ LEASES AND THE SALE TRANSACTION

7. As of the Petition Date, the Debtors were parties to approximately 3,616 real property leases in the United States, Canada and Puerto Rico, 772 of which were subleased to 330 franchisees. In connection with the sale transaction described below, the Debtors seek to assume and assign certain of these unexpired leases to the Assignee.

8. On September 10, 2020, the Debtors filed that certain *Notice of Filing of Designation Notice* [Docket No. 1113], as corrected on September 17, 2020 by that certain *Notice of Filing of Amended Designation Notice* [Docket No. 1183], which attached thereto a list of agreements and real property leases designated by Buyer (defined below) for assumption and assignment to Buyer pursuant to the Sale Order (defined below) (the “*Designated Agreements*”).

9. On September 18, 2020, the Court entered that certain *Order (I) Authorizing and Approving (A) The Sale of Substantially All of the Debtors’ Assets Free and Clear of all Liens, Claims, and Encumbrances and (B) The Assumption and Assignment of Certain Executory*

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<sup>2</sup> The First Day Declaration and other relevant case information is available from (a) the Court’s website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov), and (b) the website maintained by the Debtors’ claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/GNC>.

*Contracts and Unexpired Leases in Connection Therewith, and (II) Granting Related Relief* [Docket No. 1202] (the “**Sale Order**”). Pursuant to the Sale Order, the Court approved, among other things, the sale of substantially all of the Debtors’ assets to the Buyer<sup>3</sup> (the “**Sale**”), including the assumption by Buyer of the Designated Agreements. The Buyer has designated its subsidiary, ZT Biopharmaceutical LLC, as its designee (the “**Designee**”) and the Sale will be effectuated by the Assets being transferred from the Debtors to the Assignee and the membership interests of the Assignee being transferred to the Designee, such that upon consummation of the Sale (the “**Closing**”), the Assignee will own all of the Assets and take assignment of all of the Selected Assigned Contracts. Payment of Cure Costs associated with the Additional Leases shall be treated pursuant to the terms of the Sale Order.

10. The Debtors now seek authority to assume and assign the Additional Leases to the Assignee, as the Additional Leases were inadvertently not included with the Designated Agreements. In addition, allowing the Debtors to assume and assign the Additional Leases will provide the applicable landlord counterparties to the Additional Leases (the “**Landlords**”) with notice of the status of their leases moving forward. Accordingly, the Debtors seek the relief requested in this Motion for each Additional Lease, effective upon the Closing of the Sale.

**BASIS FOR RELIEF**

**I. THE DEBTORS’ ASSUMPTION AND ASSIGNMENT OF THE ADDITIONAL LEASES TO THE ASSIGNEE REPRESENTS A SOUND EXERCISE OF THE DEBTORS’ BUSINESS JUDGMENT.**

11. Section 365(a) of the Bankruptcy Code permits a debtor-in-possession, “subject to the court’s approval, [to] assume or reject any executory contract or unexpired lease of the debtor.” 11 U.S.C. § 365(a). By enacting section 365(a) of the Bankruptcy Code, Congress intended to

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<sup>3</sup> Capitalized terms used in this paragraph but not otherwise defined in this Motion shall have the meanings ascribed to them in the Sale Order (as defined herein).

allow a debtor to assume those contracts that benefit the estate. *See, e.g., In re Whitcomb & Keller Mortgage Co.*, 715 F.2d 375, 379 (7th Cir. 1983); *In re Sandman Assocs., L.L.C.*, 251 B.R. 473, 480 (W.D. Va. 2000) (“The authority granted by section 365 allows the trustee or debtor in possession to pick and choose among contracts, assuming those that are favorable and rejecting those that are not.”).

12. It is well established in the Third Circuit, as well as in other jurisdictions, that decisions to assume or reject executory contracts or unexpired leases are matters within the “business judgment” of the debtor. *Sharon Steel Corp. v. Nat’l Fuel Gas Dist. Corp.*, 872 F.2d 36, 40 (3d Cir. 1989); *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 523 (1984); *In re Federal Mogul Global, Inc.*, 293 B.R. 124, 126 (D. Del. 2003) (“The business judgment test dictates that a court should approve a debtor’s decision to reject a contract unless that decision is the product of bad faith or gross abuse of discretion.”); *In re Orion Pictures Corp.*, 4 F.3d 1095, 1099 (2d Cir. 1993), *cert. dismissed*, 511 U.S. 1026 (1994). Accordingly, courts approve the assumption of an unexpired lease unless evidence is presented that the debtor’s decision to assume “was so manifestly unreasonable that it could not be based on sound business judgment, but only on bad faith, or whim or caprice.” *In re Richmond Metal Finishers, Inc.*, 756 F.2d 1043, 1047 (4th Cir. 1985), *cert. denied*, 475 U.S. 1057 (1986). Indeed, to impose more exacting scrutiny would slow a debtor’s reorganization, thereby increasing its cost and undermining the “Bankruptcy Code’s provisions for private control” of the estate’s administration. *Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1311 (5th Cir. 1986).

13. The Debtors’ decision to assume and assign the Additional Leases is supported by their sound business judgment. The proposed relief will enable the Debtors to assume and assign to the Assignee additional unexpired leases that were contemplated to be assumed and assigned in

connection with the Sale. Furthermore, by assuming the Additional Leases, the aggregate amount of rejection damages claims will be reduced, which benefits the Debtors' estates and creditors. As such, the Debtors submit that the assumption and assignment of the Additional Leases should be approved as an exercise of their business judgment.

### **RESERVATION OF RIGHTS**

14. Nothing in this Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (f) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

### **NOTICE**

15. Notice of this Motion will be given, via overnight delivery, to: (a) the United States Trustee for the District of Delaware; (b) counsel to the Creditors' Committee; (c) counsel to the agent for the Debtors' DIP Term Facility; (d) counsel to the agent for the Debtors' DIP ABL FILO Facility; (e) counsel to the Ad Hoc Group of Crossover Lenders; (f) counsel to the Ad Hoc FILO Term Lender Group; (g) counsel to the agent under the Debtors' secured term and asset-based financing facilities; (h) the indenture trustee for the Debtors' prepetition convertible notes; (i) the United States Attorney's Office for the District of Delaware; (j) the attorneys general for all 50 states and the District of Columbia; (k) the United States Department of Justice; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; (n) the United States Drug Enforcement Agency; (o) the United States Food and Drug Administration; (p) the Landlords; and

(q) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

**WHEREFORE**, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested in this Motion and such other relief as may be just and proper.

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner  
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Kara Hammond Coyle (No. 4410)  
Andrew L. Magaziner (No. 5426)  
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*Counsel for Debtors and Debtors in Possession*

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

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In re:	)	
	)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,	)	
	)	Case No. 20-11662 (KBO)
Debtors. <sup>1</sup>	)	
	)	(Jointly Administered)
	)	
	)	<b>Proposed Hearing Date:</b>
	)	<b>September 29, 2020 at 1:00 p.m. (ET)</b>
	)	
	)	<b>Proposed Objection Deadline:</b>
	)	<b>September 28, 2020 at 4:00 p.m. (ET)</b>
	)	

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**NOTICE OF MOTION**

TO: (A) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (B) COUNSEL TO THE CREDITORS’ COMMITTEE; (C) COUNSEL TO THE AGENT FOR THE DEBTORS’ DIP TERM FACILITY; (D) COUNSEL TO THE AGENT FOR THE DEBTORS’ DIP ABL FILO FACILITY; (E) COUNSEL TO THE AD HOC GROUP OF CROSSOVER LENDERS; (F) COUNSEL TO THE AD HOC FILO TERM LENDER GROUP; (G) COUNSEL TO THE AGENT UNDER THE DEBTORS’ SECURED TERM AND ASSET-BASED FINANCING FACILITIES; (H) THE INDENTURE TRUSTEE FOR THE DEBTORS’ PREPETITION CONVERTIBLE NOTES; (I) THE UNITED STATES ATTORNEY’S OFFICE FOR THE DISTRICT OF DELAWARE; (J) THE ATTORNEYS GENERAL FOR ALL 50 STATES AND THE DISTRICT OF COLUMBIA; (K) THE UNITED STATES DEPARTMENT OF JUSTICE; (L) THE INTERNAL REVENUE SERVICE; (M) THE SECURITIES AND EXCHANGE COMMISSION; (N) THE UNITED STATES DRUG ENFORCEMENT AGENCY; (O) THE UNITED STATES FOOD AND DRUG ADMINISTRATION; (P) THE LANDLORDS; AND (Q) ALL PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002

**PLEASE TAKE NOTICE** that the debtors in possession in the above-captioned cases (collectively, the “*Debtors*”) have filed the attached *Debtors’ Thirty-First (31st) Omnibus Motion for Entry of an Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases* (the “*Motion*”).

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2295); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.



**PLEASE TAKE FURTHER NOTICE** that, contemporaneously with the filing of the Motion, the Debtors have filed a motion (the “*Motion to Shorten*”) requesting that any objections to the relief requested in the Motion be filed on or before **September 28, 2020 at 4:00 p.m. (ET)** (the “*Objection Deadline*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE MOTION TO SHORTEN, THE DEBTORS HAVE REQUESTED THAT A HEARING TO CONSIDER THE MOTION BE HELD ON SEPTEMBER 29, 2020 AT 1:00 P.M. (ET) BEFORE THE HONORABLE KAREN B. OWENS, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.**

*[Signature Page Follows]*

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner

Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
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- and -

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*Counsel for Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

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

In re:	)	
	)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	
	)	<b>Docket Ref. No.</b> ____

**THIRTY-FIRST (31<sup>st</sup>) OMNIBUS ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

Upon the motion (the “*Motion*”)<sup>2</sup> of the Debtors for an order (this “*Order*”), pursuant to section 365 of the Bankruptcy Code, authorizing the Debtors to assume and assign the Additional Leases listed on **Schedule 1** attached hereto to the Assignee, effective as of the Closing; 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, 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

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and 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.

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. The Debtors are authorized to assume and assign the Additional Leases, identified on **Schedule 1** attached hereto, to the Assignee, effective upon the Closing of the Sale of the Debtors' assets to the Buyer.
3. Except as specifically set forth herein, nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
5. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

Schedule 1

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
1)	004297	HILLSIDE SHOPPING CENTRE 1644 HILLSIDE AVENUE VICTORIA, BC CANADA	HILLSIDE CENTRE HOLDINGS INC HILLSIDE CENTRE	21-1644 HILLSIDE AVENUE VICTORIA, BC V8T 2C5
2)	009589	HINESVILLE CENTRAL 755 WEST OGLETHORPE HGWY HINESVILLE, GA	HINESVILLE CENTRAL, LLC	LOUIS LIPSITZ C/O DAVID CARFUNKEL & COMPANY LLC 400 MALL BLVD SUITE M-1 SAVANNAH , GA 31406
3)	004140	DEVONSHIRE MALL 3100 HOWARD AVE WINDSOR, ON CANADA	HOOPP REALTY INC.	LORI STUART 1 BASS PRO MILLS DRIVE VANGHAN , ON L4K 5W4
4)	005332	SINGLETON SQUARE 6050 SINGLETON ROAD NORCROSS, GA	HRP SINGLETON SQUARE, LLP	FRASER GOUGH HRP SINGLETON SQUARE LLC C/O RETAIL PLANNING CORP 35 JOHNSON FERRY ROAD MARIETTA , GA 30068
5)	001184	HYDE PARK BANK BLVD. 1519 E. 53RD STREET CHICAGO, IL	HYDE PARK FACILITIES, INC	CHRIS BERTUCCI AEGIS PROPERTIES AGENT 1525 E 53RD ST SUITE 400 CHICAGO , IL 60615
6)	004250	COMPLEXE LES AILES 677 SAINT-CATHERINE QUEST MONTREAL, PQ CANADA	IMMEUBLE 677 SAINTE-CATHERINE INC.	REYNALD MENARD 1 BASS PRO MILLS DRIVE VANGHAN , ON L4K 5W4
7)	005006	IRVINE SPECTRUM CENTER 810 SPECTRUM CENTER DRIVE IRVINE, CA	IRVINE COMPANY	BUTCH KNERR THE IRVINE COMPANY LLC RETAIL CENTER PO BOX 840360 CROSSROADS 000015 LOS ANGELES , CA 900840360
8)	004017	UPPER CANADA MALL 17600 YONGE ST NEWMARKET, ON CANADA	IVANHOE CAMBRIDGE	1001 RUE DU SQUARE-VICTORIA QUEBEC, QB H2Z 2B5
9)	004043	SUNRIDGE MALL 2525-36TH STREET NE CALGARY, AB CANADA	IVANHOE CAMBRIDGE	1001 RUE DU SQUARE-VICTORIA QUEBEC, QB H2Z 2B5
10)	004088	METROTOWN CENTRE 135-4800 KINGSWAY BURNABY, BC CANADA	IVANHOE CAMBRIDGE II INC.	THERESA MOY METROPOLIS AT METROTOWN SUITE 604 4720 KINGSWAY BURNABY , BC V5H 4N2
11)	004117	VAUGHAN MILLS 1 BASS PRO MILLS DR VAUGHAN, ON CANADA	IVANHOE CAMBRIDGE II INC.	1001 RUE DU SQUARE-VICTORIA QUEBEC, QB H2Z 2B5

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
12) 004184	OSHAWA CENTRE 419 KING STREET WEST OSHAWA, ON CANADA	IVANHOE CAMBRIDGE II INC. AND 7503067 CANADA INC.	1001 RUE DU SQUARE-VICTORIA QUEBEC, QB H2Z 2B5
13) 004283	SOUTHCENTRE MALL 100 ANDERSON RD. S.E. CALGARY, AB CANADA	IVANHOE CAMBRIDGE OXFORD	1001 RUE DU SQUARE-VICTORIA QUEBEC, QB H2Z 2B5
14) 001078	WATERWORKS S.C. 938 R FREEPORT ROAD PITTSBURGH, PA	J.J. GUMBERG COMPANY	DAN CZERWINSKI C/O JJ GUMBERG CO PROPERTY CODE 258 TN CODE 1160 1051 BRINTON RD PITTSBURGH , PA 15221
15) 005162	ORMOND TOWNE CENTER 1458 W. GRANADA ORMOND BEACH, FL	J-7 LAND PARTNERS LLLP	SAM JAFFE J-3 LAND PARTNERS LTD C/O THE JAFFE CORPORATION 300 NORTH NOVA ROAD ORMOND BEACH , FL 32174
16) 000202	PANORAMA PLAZA 1601 PENFIELD ROAD ROCHESTER, NY	JADD MANAGEMENT, LLC	SHANE SEABURG C/O JADD MANAGEMENT LLC 415 PARK AVE ROCHESTER , NY 14607
17) 000309	BURLESON TOWN CENTER 855 NORTH E ALSBURY BLVD BURLESON, TX	JAHCO BURLESON TOWN CENTER, LLC	WILLIAM ROSATTI C/O JAH REALTY LP PO BOX 14586 OKLAHOMA CITY , OK 731130586
18) 003893	COLLEGE SOUTH PLAZA 6505 SOUTH 27TH STREET FRANKLIN, WI	JANECEK INVESTMENT INC	JANECEK INVESTMENT INC PO BOX 25336 TAMPA , FL 33622
19) 000893	FINDLAY VILLAGE MALL 1800 TIFFON AVENUE FINDLAY, OH	JJ GUMBERGO CO	DAN CZERWINSKI C/O JJ GUMBERG CO PROPERTY CODE 258 TN CODE 1160 1051 BRINTON RD PITTSBURGH , PA 15221
20) 002448	DISTRICT AT HOWELL MILL 1801 HOWELL MILL RD ATLANTA, GA	JONES LANG LASALLE INC.	KATIE WARRA C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO , IL 606945028
21) 007911	COUNTRY CLUB SHOPPING CEN 400 SW 29TH TOPEKA, KS	K1 REALTY INVESTMENTS LLC	JEFF FRANKLIN JW FRANKLIN CO 123 E GAY STREET P.O. BOX 573 WARRENSBURG , MO 64093
22) 003579	SAN JOSE MARKETCENTER 695 COLEMAN AVE SAN JOSE, CA	KATO AND ASSOCIATES, LLC	SHARLENE HASSLER C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO , IL 606945028
23) 007897	OAKLEAF TOWN CENTER 9610 APPLECROSS JACKSONVILLE, FL	KATZ PROPERTIES RETAIL	MICHAEL ZIEJA JACKSONVILLE MZL LLC 254 WEST 31ST STREET 4TH FLOOR NEW YORK , NY 10001
24) 001481	KENWOOD TOWNE CENTRE 7875 MONTGOMERY RD CINCINNATI, OH	KENWOOD MALL L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
25) 004289	SAINTE CATHERINES 1244-A STE-CATHERINE ST W MONTREAL, QC CANADA	KEYSTONE BUILDING MANAGEMENT	ROSE TRAN RUMPF 1237 DE LA MONTAGNE SUITE 400 MONTREAL , QUEBEC H3G 1Z2

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
26)	004146	WOODHILL CENTRE 9045 AIRPORT RD BRAMPTON, ON CANADA	KF MANAGEMENT WOODHILL CENTRE ATTN DIRECTOR OF PRPTY MGMT C/O KF	BRIAN DEWITTE C/O FIELDGATE COMMERCIAL PROPERTIES 5400 YONGE STREET SUITE 300 TORONTO , ON M2N 5R5
27)	003554	KING OF PRUSSIA TOWN CENT 230 VILLAGE DRIVE KING OF PRUSSIA, PA	KIMCO REALTY CORPORATION	DAWN JASPER 4747 BETHESDA AVE SUITE 200 BETHESDA , MD 20814
28)	001016	TACOMA CENTRAL 3208 SOUTH 23RD STREET TACOMA, WA	KIMCO REALTY CORPORATION TW ASSOCIATES, LLC	DAVID WILLIS KIMCO REALTY CORPORATION TW ASSOCIATES, LLC C/O BIANCO PROPERTIES 680 CRAIG ROAD #240 CREVE COEUR , MO 63141
29)	004033	KINGSWAY GARDEN MALL 714-1 KINGSWAY GARDEN MAL EDMONTON, AB CANADA	KINGSWAY GARDEN HOLDINGS INC	TORI NIXON #320 KINGSWAY GARDEN MALL 109 ST & PRINCESS ELIZABETH AVE EDMONTON , AB T5G 3A6
30)	002097	TRADERS POINT II 5650 W 86TH ST INDIANAPOLIS, IN	KITE WEST 86TH STREET II, LLC	BLAKE BEAVER 33251 COLLECTIONS CENTER DR CHICAGO , IL 60693
31)	000080	688 ROUTE 17 NORTH PARAMUS, NJ	KRAWIEC FAMILY LLC AND DE WITTE FAMILY FLP, RICHARD KRAWIEC, PHD	ROGER DEWITTE KRAWIEC FAMILY LLC AND DE WITTE FAMILY FLP, RICHARD KRAWIEC, PHD 9552 WELK VIEW COURT ESCONDIDO, CA 92026
32)	000498	DRAPER CROSSING 264 EAST 12300 SOUTH DRAPER, UT	KRG DRAPER CROSSING, LLC	BLAKE BEAVER KRG DRAPER CROSSING LLC 15961 COLLECTIONS CENTER DRIVE CHICAGO , IL 60693
33)	001129	KUKUI GROVE CENTER 3-2600 KAUMUALII HIGHWAY LIHUE, HI	KUKUI GROVE CENTER INVESTMENT GROUP, INC	LAUREN STILLEY C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO , IL 606945028
34)	009890	LAKEWOOD CITY COMMONS 7740 WEST ALMEDA AVE LAKEWOOD, CO	LAKE CITY COMMONS LP	CAROLYN MARTINEZ CLPF WEST HOLLYWOOD LP PO BOX 27757 NEW YORK , NY 100877757
35)	001056	LAKESIDE MALL 3301 VETERANS MEMORIAL BL METAIRIE, LA	LAKESIDE SHOPPING CENTER	TRICIA PHILLPOT LAKESIDE SHOPPING CENTER GREATER LAKESIDE CORP PO BOX 7001 METAIRIE , LA 70010
36)	003747	OVERSEAS MARKET 2766 NORTH ROOSEVELT BLVD KEY WEST, FL	LANDLORD OVERSEAS MARKET REALTY LLC	WILL LANGLEY 665 ANOTNE ST NW ATLANTA , GA 303182371
37)	004034	SMART CENTRES OTTAWA SW 1331 CLYDE AVENUE OTTAWA, ON CANADA	LAURENTIAN PLACE OTTAWA INC.	ADRIANA FRITSCH 3200 HIGHWAY 7 VAUGHAN , ON L4K 5Z5
38)	005801	ARROYO MARKETPLACE 7290 ARROYO CROSSING PKWY LAS VEGAS, NV	LAURICH PROPERTIES, INC.	LAURA GROSETH C/O LAURICH PROPERTIES INC 10655 PARK RUN DRIVE SUITE 160 LAS VEGAS , NV 891444590
39)	008229	COLONIAL PROMENADE @ FULT 3441 LOWERY PARKWAY FULTONDALE, AL	LBX FULTONDALE, LLC.	TILMAN RAYON LBX FULTONDALE LLC C/O THE SHOPPING CENTER GROUP LLC 300 GALLERIA PKWY 12TH FLOOR ATLANTA , GA 30339



Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
40) 004511	CENTRAL CITY MALL 10153 KING GEORGE BOULEVA SURREY, BC CANADA	LE CARREFOUR LAVAL 2013 INC ADMINISTRATION OFFICE SURREY CC PROPERTIES INC C/O BLACKWOOD PARTNERS MGMNT CORP	DANIELLA LECK C/O RYAN CO - RE TRUST ACCT PO BOX 83255 CHICAGO , IL 606910255
41) 003223	THE SHOPPES @ GOOSE CREEK 607 ST. JAMES AVENUE CHARLESTON, SC	LEE & ASSOCIATES	JENNIFER WINTER C/O LEE & ASSOCIATES 960 MORRISON DR STE 400 CHARLESTON , SC 29403
42) 008634	VILLAGE AT LEE AIRPARK 11 LEE AIRPARK DRIVE EDGEWATER, MD	LEE REGENCY, LLC	VILLAGE AT LEE AIRPARK C/O REGENCY CENTERS LP PO BOX 644019 LEASE 75515 PITTSBURGH , PA 152644019
43) 008181	LEGENDS OUTLETS KANSAS CI 1803 VILLAGE WEST PKWY KANSAS CITY, KS	LEGACY DEVELOPMENT	DAVID LOWE W-LD LEGENDS OWNER VII LLC PO BOX 505333 ST LOUIS , MO 63150
44) 000724	PLAZA DEL SOL 2205 AVENUE F DEL RIO, TX	LEVCOR INC.	LOUIE TIJERINA C/O LEVCOR INC 7800 WASHINGTON AVE #800 HOUSTON , TX 770071046
45) 005601	THE SHOPS @ LIBERTY PLAZA 1625 CHESTNUT STREET PHILADELPHIA, PA	LIBERTY PLACE RETAIL ASSOCIATES, LP - GENERAL MANAGER	MIKE GORMAN C/O METRO COMMERCIAL MGMNT 307 FELLOWSHIP ROAD SUITE 300 MOUNT LAUREL , NJ 08054
46) 002386	THORNDALE CENTER 3431 LINCOLN HIGHWAY THORNDALE, PA	LONGVIEW PROPERTY GROUP	ARNE ANDERSON C/O LONGVIEW MGMNT LP 1055 WESTLAKES DRIVE SUITE 170 BERWYN , PA 19312
47) 000257	EAGLE ROCK PLAZA MALL 2700 COLORADO BLVD LOS ANGELES, CA	LPMCC 2006-LDP7 CENTRO ENFIELD	BRIAN YOSHIMURA LPMCC 2006-LDP7 CENTRO ENFIELD C/O CBRE GROUP INC. 400 S. HOPE STREET 25TH FLOOR LOS ANGELES, CA 90071
48) 007179	WOODMEN PLAZA 3578 HARTSEL DRIVE COLORADO SPRINGS, CO	M & KS WOODMEN DEVELOPMENT LLC	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
49) 004021	MANULIFE CENTRE 55 BLOOR STREET WEST TORONTO, ON CANADA	MANULIFE FINANCIAL REAL ESTATE DIVISION	11 WEST 20TH ST 4TH FLOOR NEW YORK, NY 10011
50) 006278	PHILADELPHIA MARKETPLACE 211 N LEWIS AVE PHILADELPHIA, MS	MANULIFE INSURANCE COMPANY	RYAN GEORGE MANULIFE INSURANCE COMPANY MANULIFE INSURANCE COMPANY 211 N LEWIS AVE PHILADELPHIA, MS 39350
51) 003026	MAY FAIR MALL 2500 MAYFAIR ROAD WAUWATOSA, WI	MAYFAIR MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
52) 009857	BLACK OAKS PLAZA 6917 MAYNARDVILLE PIKE KNOXVILLE, TN	MAYNARDVILLE PIKE LP	JOHN HARRICKS KEYBANK LOCKBOX OPERATIONS ATTN SLATE RETAIL HOLDING (#4) HEN001 PO BOX 74773 CLEVELAND , OH 441944773
53) 006885	SHOPPING @ THE ROSE 1941 NORTH ROSE AVENUE OXNARD, CA	MCGRATH-RHD PARTNERS, LP	TANYA KESHISHIAN PO BOX 845740 LOS ANGELES , CA 900845723

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
54)	007720	ROSEDALE SHOPPING CENTER 9919 ROSE COMMONS DRIVE HUNTERSVILLE, NC	MEPT ROSEDALE SHOPPING CENTER LP	ANDY BURGER ROSEDALE SHOPPING CENTER 29974 NETWORK PLACE CHICAGO , IL 606731299
55)	006464	WAIPAHU TOWN CENTER 94050 FARRINGTON HIGHWAY WAIPAHU, HI	MERIDIAN PACIFIC	LOU LEBEAU MERIDIAN PACIFIC 94-050 FARRINGTON HWY SUITE E1-3 WAIPAHU , HI 96797
56)	008411	STOCKYARDS PLAZA 3453 L STREET OMAHA, NE	MFP MID-AMERICA SHOPPING CENTERS LLC	WENDY CHAPMAN MFP MID-AMERICA SHOPPING CENTERS LLC FOR THE STOCKYARD PLAZA HOLDINGS PERKINS PROPERTIES 608 N 114TH ST OMAHA , NE 68154
57)	007768	SUGARLOAF CROSSING 4850 SUGAR LOAF PARKWAY LAWRENCEVILLE, GA	MGA VENTURES, INC.	AMANDA BRIDGES 146 HIGHWAY 138 #376 MONROE , GA 30655
58)	008276	BLUE OAKS TOWN CENTER 6688 LONETREE BLVD ROCKLIN, CA	MGP X PROPERTIES, LLC	JANET GRISSANTI C/O MERLONE GEIER MGMNT 425 CALIFORNIA ST UNIT# 603-24 SAN FRANCISCO , CA 94104
59)	001031	ALAMEDA TOWNE CENTRE 2215 S SOUTH SHORE CENTER ALAMEDA, CA	MGP XII SOUTH SHORE CENTER, LLC	BRETT CHRISTOPOULOS MGPXII SOUTH SHORE CENTER, LP C/O MERLONE GEIER MGMNT 425 CALIFORNIA ST 11TH FLOOR UNIT# 603-24 SAN FRANCISCO , CA 94104
60)	003859	MAYSVILLE MARKET SQUARE 415B MARKET SQUARE DRIVE MAYSVILLE, KY	MID ATLANTIC PROPERTIES	JULIE KRAUSE C/O MIDLAND ATLANTIC PROP PO BOX 645495 CINCINNATI , OH 45264
61)	006871	MATTESON SHOPPING CENTER 4854 LINCOLN HIGHWAY MATTESON, IL	MILTON MATTESON LLC	SOL REICHENBERG MATTESON CENTER LEASING LLC 911 EAST COUNTY LINE ROAD SUITE 206 LAKEWOOD , NJ 08701
62)	006134	MOHAVE CROSSROADS 3699 HWY 95 BULLHEAD CITY, AZ	MOHAVE CROSSROADS LLC	TAMI LORD DEVELOPMENT LLC 13091 POND SPRINGS ROAD SUITE 350B AUSTIN , TX 78729
63)	001587	MORENO VALLEY MALL 22500 TOWN CIRCLE MORENO VALLEY, CA	MORENO VALLEY MALL HOLDING LLC	JARED DAVIS MORENO VALLEY MALL HOLDING LLC 3344 PEACHTREE ROAD SUITE 1200 ATLANTA, GA 30326
64)	007623	TOWN & COUNTRY SHOPPING C 153 TOWN & COUNTRY DRIVE PALATKA, FL	MORGUARD REAL ESTATE INVESTMENT TRUST	JOSHUA NOLAN ADMINISTRATION OFFICE SHOPPERS MALL 1570 18TH ST BRANDON , MB R7A 5C5
65)	009706	SOUTHLAND SHOPPING CENTER 24112 EAST ORCHARD RD AURORA, CO	MORNINGSIDE MEDICAL BUILDING LLC	ERIK CHRISTOPHER BERJAS REALTY CO C/O ABC REALTY 152 WEST 57TH STREET NEW YORK , NY 10019
66)	003641	THE MALL OF ST MATTHEWS 5000 SHELBYVILLE ROAD LOUISVILLE, KY	MSM PROPERTY L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
67)	000895	MT SHASTA MALL 900 DANA DR REDDING, CA	MT. SHASTA MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
68)	003037	NATICK MALL 1245 WORCESTER ROAD NATICK, MA	NATICK MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
69)	001468	UNIVERSITY PLAZA 4706 VESTAL PARKWAY VESTAL, NY	NEWMAN DEVELOPMENT CO	GEORGE AKEL VESTAR PARK LLC PO BOX 678 VESTAL, NY 138510678
70)	002230	BROWNSBURG STATION 600 WEST NORTHFIELD BROWNSBURG, IN	NHSE QUESNEL LAKE, LLC AND HUNTER RETAIL, LLC	JUSTIN ELLER TOWER STAR CORPORATION C/O CASE POMEROY PROPERTIES PO BOX 863509 ORLANDO, FL 328863509
71)	007525	WILTON CENTER 3039 ROUTE 50 SARATOGA SPRINGS, NY	NIGRO COMPANIES	STEVE POWERS MALTA ASSOCIATES LLC C/O NIGRO COMPANIES 20 CORPORATE WOES BOULVDARD ALBANY, NY 12211
72)	003418	NORTH PLAINS MALL 2809 NORTH PRINCE ST #159 CLOVIS, NM	NORTH PLAINS MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO, IL 60654
73)	005248	NORTH STAR MALL 7400 SAN PEDRO ROAD SAN ANTONIO, TX	NORTH STAR MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO, IL 60654
74)	003122	PIER 37 6514 MONONA DR MONONA, WI	NORTHMARQ	KEVIN DEXTER NORTH BRANCH OUTLET PARTNER LLC C/O NORTHMARQ REAL SDS- 12-2659 PO BOX 86 MINEAPOLIS, MN 554862659
75)	007956	1625 K STREET NW K STREET NW & 16TH STREET WASHINGTON, DC	NORTHPOINT POWELL PARTNERS	SETH BENHARD C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO, IL 22102
76)	008240	FIRST & MAIN NORTH 3775 BLOOMINGTON STREET COLORADO SPRINGS, CO	NORTON NORTON SRX LLC	FRED VEITCH C/O RIVERCREST REALTY ASSOC LLC 8816 SIX FORKS RD SUITE 201 RALEIGH, NC 27615
77)	000521	THE OAKS MALL 6379 NEWBERRY ROAD GAINESVILLE, FL	OAKS MALL GAINESVILLE LIMITED PARTNERSHIP	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO, IL 60654
78)	003042	OAKWOOD MALL 4800 GOLF ROAD EAU CLAIRE, WI	OAKWOOD SHOPPING CENTER, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO, IL 60654
79)	009888	OCALA CORNERS S/C 800 OCALA RD TALLAHASSEE, FL	OCALA CORNERS LLC	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
80)	004053	POLO PARK S. C. #840 8180-11 STREET SE WINNIPEG, MB CANADA	ONTREA INC.	OREN RUBIN C/O CADILLAC FAIRVIEW CORP. LIMITED 66Q-1485 PORTAGE AVENUE WINNIPEG, MB R3G 0W4
81)	004071	CHINOOK CENTRE 6455 MACLEOD TRAIL SW CALGARY, AB CANADA	ONTREA INC.	OREN RUBIN RE: CF TORONTO EATON CENTRE 220 YONGE STREET SUITE 110 BOX 511 TORONTO, ON M5B 2H1
82)	004245	LIME RIDGE MALL 999 UPPER WENTWORTH STREE HAMILTON, ON CANADA	ONTREA INC.	OREN RUBIN C/O CADILLAC FAIRVIEW CORP. LIMITED 66Q-1485 PORTAGE AVENUE WINNIPEG, MB R3G 0W4

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
83)	004061	LONDONDERRY MALL 137TH AVE & 66TH ST EDMONTON, AB CANADA	OPB REALTY INC.	#243 1 LONDONDERRY MALL NW EDMONTON, AB T5C 3C8
84)	007890	ORANGE PROMENADE 80 BOSTON POST RD ORANGE, CT	ORANGE IMPROVEMENTS PARTNERSHIP	BROOKE STEVENS C/O DLC MANAGEMENT CORP PO BOX 5122 WHITE PLAINS , NY 10602
85)	004505	HEARTLAND POWER CENTER 6045 MAVIS RD MISSISSAUGA, ON CANADA	ORLANDO CORPORATION	DAN HYDE ORCHARD MARKET PARTNERS LP C/O LS CAPITAL INC 13949 VENTURA BLVD SUITE 300 SHERMAN OAKS , CA 91423
86)	008107	SOUTH SHORE COMMONS 2935 VETERANS ROAD STATEN ISLAND, NY	OTTER CREEK, LLC	JAMES PRENDAMANO OTTER CREEK SHOPPING CENTER LLC 75 REMITTANCE DRIVE SUITE 3041 CHICAGO , IL 606753041
87)	009625	OWATONNA COMMONS 1100 WEST FRONTAGE ROAD OWATONNA, MN	OWANTONNA PROPERTIES LLC	BRENT FRIENDSHUH PO BOX 194 CLEARWATER , MN 55320
88)	003073	MOUNTAIN LAUREL PLAZA 1054 MOUNTAIN LAUREL PLAZ LATROBE, PA	OXFORD DEVELOPMENT	ARTHUR DIDONATO SOUTHCENTRE MALL 100 ANDERSON ROAD SE UNIT 142 MALL ADMIN OFFICE CALGARY , AB T2J 3V1
89)	004011	SQUARE ONE S.C. 100 CITY CENTRE DRIVE MISSISSAUGA, ON CANADA	OXFORD IN TRUST FOR SQUARE ONE SQUARE ONE SHOPPING CENTRE	TORI NIXON 10025-102A AVENUE SUITE 1700 OXFORD TOWNER EDMONTON , AB T5J 2Z2
90)	003992	CHAMBERSBURG SQUARE 964 NORLAND AVENUE CHAMBERSBURG, PA	PALISADES DEVELOPMENT	BRAD ROHRBAUGH RL GVS PARTNERS LLC C/O BENNETT WILLIAMS REALTY INC 3528 CONCORD ROAD YORK , PA 17402
91)	006395	PALM BAY WEST 190 SW MALABAR ROAD PALM BAY, FL	PALM BAY WEST, LLC	ALBERTO DAYAN PALM BAY WEST LLC 361 NE 167TH STREET NORTH MIAMI BEACH , FL 33162
92)	005849	PALM SPRINGS MILE SHOPPING 587 WEST 49TH STREET HIAELA, FL	PALM SPRINGS MILE ASSOCIATION, LTD	BEN BRODY C/O PHILIPS INTERNATIONAL HOLDING C 295 MADISON AVENUE 2ND FLOOR NEW YORK , NY 10017
93)	006448	HILL ROAD PLAZA 1203 HILL ROAD NORTH PICKERINGTON, OH	PARADIGM PROPERTIES	HALLE GREENHUT C/O PARADIGM PROPERTIES OF OHIO 2600 CORPORATE EXCHANGE DRIVE COLUMBUS , OH 43231
94)	002921	214-220 WEST WASHINGTON S 214-220 W. WASHINGTON ST CHICAGO, IL	PARK MADISON PROPERTY MANAGEMENT	RUSSELL FREEMAN SUSO 4 WEST VALLEY LP SLATE RETAIL HOLDING NO 4 LP PO BOX 74773 CLEVELAND , OH 441944773
95)	001480	PARKS AT ARLINGTON 3811 S COOPER ST ARLINGTON, TX	PARKS AT ARLINGTON, LLC	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
96)	006818	GRAND VILLAGE CENTER 14515 GRAND AVE SURPRISE, AZ	PATHFINDER 315 LLC	JOHN APPELBE 9690 DEBARTOLO CAPITAL PARTNERSHIP 1361 MOMENTUM PLACE CHICAGO , IL 606895311
97)	007819	THE PAVILIONS @ TURKEY CR 11152 PARKSIDE DRIVE KNOXVILLE, TN	PAVILION OF TURKEY CREEK	RANDY GIRALDO C/O PENCE GROUP INC 11708 BOWMAN GREEN DR RESTON , VA 201903501

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
98)	001544 SHOPS @ BUCKLAND HILLS 194 BUCKLAND HILLS DRIVE MANCHESTER, CT	PAVILIONS AT BUCKLAND HILLS L.L.C	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
99)	000325 PEACHTREE MALL 3131 MANCHESTER EXPWY COLUMBUS, GA	PEACHTREE MALL L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
100)	005810 WASHINGTON SQUARE MALL 771 WASHINGTON SQUARE WASHINGTON, NC	PEARL BRITAIN,INC.	CYNTHIA FLETCHER ATTN CYNTHIA FLETCHER 1422 BURTONWOOD DRIVE GASTONIA , NC 28054

THIS IS **EXHIBIT “D”** REFERRED TO IN THE  
AFFIDAVIT OF MICHAEL NOEL,  
AFFIRMED REMOTELY BY MICHAEL NOEL  
BEFORE ME *BY VIDEO CONFERENCE*, THIS 21  
DAY OF SEPTEMBER, 2020.



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Scott A. Bombardieri

Commissioner for Taking Affidavits

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)	
In re:	)	Chapter 11
	)	
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	
	)	<b>Proposed Hearing Date:</b>
	)	September 29, 2020 at 1:00 p.m. (ET)
	)	
	)	<b>Proposed Objection Deadline:</b>
	)	September 28, 2020 at 4:00 p.m. (ET)

**DEBTORS’ THIRTY-SECOND (32<sup>nd</sup>) OMNIBUS  
MOTION FOR ENTRY OF AN ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

**PARTIES RECEIVING THIS MOTION SHOULD LOCATE THEIR NAMES AND THEIR LEASE LISTED ON SCHEDULE 1 TO THE PROPOSED ORDER ATTACHED HERETO AS EXHIBIT A.**

The debtors and debtors in possession in the above-captioned cases (collectively, the “*Debtors*”) hereby move (this “*Motion*”) and respectfully state as follows:

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “*Proposed Order*”), authorizing the Debtors to (i) assume certain unexpired lease agreements (the “*Additional Leases*”) identified on **Schedule 1** attached to the

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

Proposed Order, pursuant to which a Debtor is a lessee, and (ii) assign such Additional Leases to GNC Holdings, LLC (the “*Assignee*”), in each case effective as of the Closing (defined below).

### **JURISDICTION**

2. This Court has jurisdiction to consider this Motion under 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. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and, under Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 105(a) and 365(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “*Bankruptcy Code*”), and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

### **BACKGROUND**

3. On June 23, 2020 (the “*Petition Date*”), the Debtors filed voluntary petitions in this Court commencing cases (the “*Chapter 11 Cases*”) for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

4. On June 24, 2020, the Debtors commenced an ancillary proceeding under Part IV of the Companies’ Creditors Arrangement Act (Canada) in Toronto, Ontario, Canada before the Ontario Superior Court of Justice (Commercial List).



5. On July 7, 2020, the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”) appointed an official committee of unsecured creditors (the “*Creditors’ Committee*”).

6. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the *Declaration of Tricia Tolivar, Chief Financial Officer of GNC Holdings, Inc. in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 21] (the “*First Day Declaration*”).<sup>2</sup>

## I. THE DEBTORS’ LEASES AND THE SALE TRANSACTION

7. As of the Petition Date, the Debtors were parties to approximately 3,616 real property leases in the United States, Canada and Puerto Rico, 772 of which were subleased to 330 franchisees. In connection with the sale transaction described below, the Debtors seek to assume and assign certain of these unexpired leases to the Assignee.

8. On September 10, 2020, the Debtors filed that certain *Notice of Filing of Designation Notice* [Docket No. 1113], as corrected on September 17, 2020 by that certain *Notice of Filing of Amended Designation Notice* [Docket No. 1183], which attached thereto a list of agreements and real property leases designated by Buyer (defined below) for assumption and assignment to Buyer pursuant to the Sale Order (defined below) (the “*Designated Agreements*”).

9. On September 18, 2020, the Court entered that certain *Order (I) Authorizing and Approving (A) The Sale of Substantially All of the Debtors’ Assets Free and Clear of all Liens, Claims, and Encumbrances and (B) The Assumption and Assignment of Certain Executory*

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<sup>2</sup> The First Day Declaration and other relevant case information is available from (a) the Court’s website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov), and (b) the website maintained by the Debtors’ claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/GNC>.

*Contracts and Unexpired Leases in Connection Therewith, and (II) Granting Related Relief* [Docket No. 1202] (the “**Sale Order**”). Pursuant to the Sale Order, the Court approved, among other things, the sale of substantially all of the Debtors’ assets to the Buyer<sup>3</sup> (the “**Sale**”), including the assumption by Buyer of the Designated Agreements. The Buyer has designated its subsidiary, ZT Biopharmaceutical LLC, as its designee (the “**Designee**”) and the Sale will be effectuated by the Assets being transferred from the Debtors to the Assignee and the membership interests of the Assignee being transferred to the Designee, such that upon consummation of the Sale (the “**Closing**”), the Assignee will own all of the Assets and take assignment of all of the Selected Assigned Contracts. Payment of Cure Costs associated with the Additional Leases shall be treated pursuant to the terms of the Sale Order.

10. The Debtors now seek authority to assume and assign the Additional Leases to the Assignee, as the Additional Leases were inadvertently not included with the Designated Agreements. In addition, allowing the Debtors to assume and assign the Additional Leases will provide the applicable landlord counterparties to the Additional Leases (the “**Landlords**”) with notice of the status of their leases moving forward. Accordingly, the Debtors seek the relief requested in this Motion for each Additional Lease, effective upon the Closing of the Sale.

#### **BASIS FOR RELIEF**

#### **I. THE DEBTORS’ ASSUMPTION AND ASSIGNMENT OF THE ADDITIONAL LEASES TO THE ASSIGNEE REPRESENTS A SOUND EXERCISE OF THE DEBTORS’ BUSINESS JUDGMENT.**

11. Section 365(a) of the Bankruptcy Code permits a debtor-in-possession, “subject to the court’s approval, [to] assume or reject any executory contract or unexpired lease of the debtor.” 11 U.S.C. § 365(a). By enacting section 365(a) of the Bankruptcy Code, Congress intended to

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<sup>3</sup> Capitalized terms used in this paragraph but not otherwise defined in this Motion shall have the meanings ascribed to them in the Sale Order (as defined herein).

allow a debtor to assume those contracts that benefit the estate. *See, e.g., In re Whitcomb & Keller Mortgage Co.*, 715 F.2d 375, 379 (7th Cir. 1983); *In re Sandman Assocs., L.L.C.*, 251 B.R. 473, 480 (W.D. Va. 2000) (“The authority granted by section 365 allows the trustee or debtor in possession to pick and choose among contracts, assuming those that are favorable and rejecting those that are not.”).

12. It is well established in the Third Circuit, as well as in other jurisdictions, that decisions to assume or reject executory contracts or unexpired leases are matters within the “business judgment” of the debtor. *Sharon Steel Corp. v. Nat’l Fuel Gas Dist. Corp.*, 872 F.2d 36, 40 (3d Cir. 1989); *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 523 (1984); *In re Federal Mogul Global, Inc.*, 293 B.R. 124, 126 (D. Del. 2003) (“The business judgment test dictates that a court should approve a debtor’s decision to reject a contract unless that decision is the product of bad faith or gross abuse of discretion.”); *In re Orion Pictures Corp.*, 4 F.3d 1095, 1099 (2d Cir. 1993), *cert. dismissed*, 511 U.S. 1026 (1994). Accordingly, courts approve the assumption of an unexpired lease unless evidence is presented that the debtor’s decision to assume “was so manifestly unreasonable that it could not be based on sound business judgment, but only on bad faith, or whim or caprice.” *In re Richmond Metal Finishers, Inc.*, 756 F.2d 1043, 1047 (4th Cir. 1985), *cert. denied*, 475 U.S. 1057 (1986). Indeed, to impose more exacting scrutiny would slow a debtor’s reorganization, thereby increasing its cost and undermining the “Bankruptcy Code’s provisions for private control” of the estate’s administration. *Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1311 (5th Cir. 1986).

13. The Debtors’ decision to assume and assign the Additional Leases is supported by their sound business judgment. The proposed relief will enable the Debtors to assume and assign to the Assignee additional unexpired leases that were contemplated to be assumed and assigned in

connection with the Sale. Furthermore, by assuming the Additional Leases, the aggregate amount of rejection damages claims will be reduced, which benefits the Debtors' estates and creditors. As such, the Debtors submit that the assumption and assignment of the Additional Leases should be approved as an exercise of their business judgment.

### **RESERVATION OF RIGHTS**

14. Nothing in this Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (f) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

### **NOTICE**

15. Notice of this Motion will be given, via overnight delivery, to: (a) the United States Trustee for the District of Delaware; (b) counsel to the Creditors' Committee; (c) counsel to the agent for the Debtors' DIP Term Facility; (d) counsel to the agent for the Debtors' DIP ABL FILO Facility; (e) counsel to the Ad Hoc Group of Crossover Lenders; (f) counsel to the Ad Hoc FILO Term Lender Group; (g) counsel to the agent under the Debtors' secured term and asset-based financing facilities; (h) the indenture trustee for the Debtors' prepetition convertible notes; (i) the United States Attorney's Office for the District of Delaware; (j) the attorneys general for all 50 states and the District of Columbia; (k) the United States Department of Justice; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; (n) the United States Drug Enforcement Agency; (o) the United States Food and Drug Administration; (p) the Landlords; and

(q) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

**WHEREFORE**, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested in this Motion and such other relief as may be just and proper.

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner  
Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
Andrew L. Magaziner (No. 5426)  
Joseph M. Mulvihill (No. 6061)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
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**LATHAM & WATKINS LLP**

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- and -

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*Counsel for Debtors and Debtors in Possession*



**PLEASE TAKE FURTHER NOTICE** that, contemporaneously with the filing of the Motion, the Debtors have filed a motion (the “*Motion to Shorten*”) requesting that any objections to the relief requested in the Motion be filed on or before **September 28, 2020 at 4:00 p.m. (ET)** (the “*Objection Deadline*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE MOTION TO SHORTEN, THE DEBTORS HAVE REQUESTED THAT A HEARING TO CONSIDER THE MOTION BE HELD ON SEPTEMBER 29, 2020 AT 1:00 P.M. (ET) BEFORE THE HONORABLE KAREN B. OWENS, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.**

*[Signature Page Follows]*

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner

Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
Andrew L. Magaziner (No. 5426)  
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*Counsel for Debtors and Debtors in Possession*



**EXHIBIT A**

**Proposed Order**

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

	)	
In re:	)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	<b>Docket Ref. No. ____</b>

**THIRTY-SECOND (32<sup>nd</sup>) OMNIBUS ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

Upon the motion (the “*Motion*”)<sup>2</sup> of the Debtors for an order (this “*Order*”), pursuant to section 365 of the Bankruptcy Code, authorizing the Debtors to assume and assign the Additional Leases listed on **Schedule 1** attached hereto to the Assignee, effective as of the Closing; 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, 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

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and 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.

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. The Debtors are authorized to assume and assign the Additional Leases, identified on **Schedule 1** attached hereto, to the Assignee, effective upon the Closing of the Sale of the Debtors' assets to the Buyer.
3. Except as specifically set forth herein, nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
5. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

Schedule 1

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
1)	004235	COQUITLAM CENTRE 2929 BARNET HIGHWAY COQUITLAM, BC CANADA	PENSIONFUND REALTY LIMITED	SUITE 2201 2929 BARNET HWY COQUITLAM, BC V3B 5R5
2)	005321	PERIMETER MALL 4406 ASHFORD-DUNWOOD ROAD ATLANTA, GA	PERIMETER MALL, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
3)	003581	WOODLAND GATEWAY 2051 BRONZE STAR DR WOODLAND, CA	PETROVICH DEVELOPMENT	PAUL PETROVICH 250 PASSAIC STREET NEWARK , NJ 07104
4)	006724	SANTA BARBARA CENTER 106 HANCOCK BRIDGE PKWY CAPE CORAL, FL	PGIM REAL ESTATE	DAVID FASANO PO BOX 978850 DALLAS , TX 753978850
5)	008691	SUMMERLIN CROSSING 15880 SUMMERLIN RD FT MYERS, FL	PGIM REAL ESTATE	DAVID FASANO PO BOX 978850 DALLAS , TX 753978850
6)	006491	GREENWOOD WEST 2344 HWY 82 WEST GREENWOOD, MS	PHILLIPS EDISON AND COMPANY	JOSH HARRIS PO BOX 9909 GREENWOOD , MS 38930
7)	005229	PRESCOTT VALLEY S/C 7760 E. HIGHWAY 69 #C6 PRESCOTT VALLEY, AZ	PLP-PV, LLC	STEVEN FRIED PLAZOLETA DE ISLA VERDE SE PMB 344 1353 CARRETERA 19 GUAYNABO , PR 9662700
8)	003238	PARKER SAFEWAY MARKET 11011 S. PARKER ROAD PARKER, CO	PMPC, LLC	JEAN GILBO C/O HOMKOR INC PO BOX 10750 KANSAS CITY , MO 64188
9)	005212	PONCA PLAZA 2101 NORTH 14TH STREET PONCA CITY, OK	PONCA PARTNERS LLC	HOMER NICHOLSON PO BOX 784116 PHILADELPHIA , PA 191784116
10)	008108	177 DYCKMAN STREET NEW YORK, NY	POPEYE ASSETS LLC	MICHAEL PAPILSKY C/O PARKOFF MANAGEMENT 98 CUTTER MILL ROAD SUITE 444S GREAT NECK , NY 11021
11)	001337	GRAND TETON MALL 2300 E 17TH ST IDAHO FALLS, ID	PRICE-ASG, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
12)	004228	MCALLISTER PLACE 519 WESTMORELAND RD SAINT JOHN, NB CANADA	PRIMARIS	LEIGH MURRAY 519 WESTMORLAND ROAD SAINT JOHN , NB E2J 3W9
13)	004229	REGENT MALL 1381 REGENT STREET FREDERICKTON, NB CANADA	PRIMARIS	1381 REGENT STREET FREDERICTON, NB E3C 1A2

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
14) 004052	PLACE D'ORLEANS 110 PLACE D'ORLEANS DR OTTAWA, ON CANADA	PRIMARIS MANAGEMENT INC	ATTN: VICE PRESIDENT, LEGAL 26 WELLINGTON ST EAST SUITE 400 TORONTO, ON M5E1S2
15) 004127	STONE ROAD MALL 435 STONE ROAD WEST GUELPH, ON CANADA	PRIMARIS MANAGEMENT INC	ATTN: VICE PRESIDENT, LEGAL 26 WELLINGTON ST EAST TORONTO, ON M5E1S2
16) 004243	KELOWNA MALL 2271 HARVEY AVE KELOWNA, BC CANADA	PRIMARIS MANAGEMENT INC	0180-2271 1 HARVEY AVENUE GST 895062974RT0001 KELOWNA, BC V1Y 6H2
17) 001105	PRINCE KUHIO PLAZA 111 EAST PUINAKO STREET HILO, HI	PRINCE KUHIO PLAZA, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
18) 006500	502 N MARKET STREET CHATTANOOGA, TN	PRYOR BACON COMPANY	PRYOR BACON PO BOX 23224 CHATTANOOGA , TN 37422
19) 008606	SHOPPES OF NAVARRE 1890 ANDORRA ST NAVARRE, FL	PSM NAVARRE, LLC	KIMBERLY GUNN 3300 PUBLIX CORPORATE PARKWAY LAKELAND, FL 33811
20) 000801	FAMILY CENTER AT MERIDIAN 3355 E FAIRVIEW AVE MERIDIAN, ID	PT-USRIF MERIDIAN, LLC	ALEX CORNO C/O PINE TREE COMMERCIAL REALTY LLC 40 N SKOKIE BLVD SUITE 610 NORTHBROOK , IL 60062
21) 007625	HARBOUR PLACE 13170 ATLANTIC BLVD JACKSONVILLE, FL	PUBLIX SUPER MARKETS, INC.	TJ HOFFMANN 3300 PUBLIX CORPORATE PARKWAY LAKELAND, FL 33811
22) 003312	QUEEN CREEK MARKETPLACE 21506 S. ELLSWORTH LOOP R QUEEN CREEK, AZ	QCM PARTNERS, LLC	ANGIE KORY 2425 EAST CAMELBACK ROAD SUITE 750 PHOENIX , AZ 85016
23) 003752	QUEEN KA'AHUMANU CENTER 275 KAAHUMANU AVENUE KAHULUI, HI	QKC MAUI OWNER, LLC	DEVEN HIGA C/O JONES LANG LASALLE AMERICAS IN ATTN: BILLING FOR HOUSTON COUNTY GA PO BOX 95028 CHICAGO , IL 606945028
24) 003130	LAKEWORTH CENTER 6304-A LAKEWORTH BLVD. LAKE WORTH, TX	QUINE & ASSOCIATES, INC.	JOHN HEDRICK 301 S SHERMAN STREET SUITE 100 RICHARDSON , TX 75081
25) 005071	NORTH RIVER PLAZA 125 CHURCH ST PEMBROKE, MA	R.K.PEMBROKE, LLC	ANDREW FISCH C/O RK CENTERS 50 CABOT STREET SUITE 200 NEEDHAM , MA 02494
26) 001253	MOORE PLAZA 5425 S PADRE ISLAND DR CORPUS CHRISTI, TX	RAINIER MOORE PLAZA ACQUISITIONS	STEVE GREENWOOD C/O WEITZMAN PO BOX 660394 DALLAS , TX 75266
27) 008926	SHAWS PLAZA 270 NEW STATE HWY RAYNHAM, MA	RAYNHAM STATION LLC / PHILLIPS EDISON AND COMPANY	LAURA RITTER PO BOX 368 EMERSON , NJ 07630
28) 006289	WESTSIDE NORTH CENTER 91 WESTBANK EXPRESSWAY GRETNA, LA	REAL REALTY	JEFFERY MOORE REPUBLIC CULEBRA MARKET LLC C/O USAA R/E COMPANY 9830 COLONNADE BOULEVARD SUITE 600 SAN ANTONIO , TX 782302239

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29) 007917	SUMMIT WOOD CROSSING 1754 NW CHIPMAN DRIVE LEE'S SUMMIT, MO	RED DEVELOPMENT	TAMIE OSTERLOH BLUE SPRINGS PARTNERS LP C/O RED DEVELOPMENT LLC PO BOX 97291 LAS VEGAS , NV 891937291
30) 007069	200 E. COLLEGE AVENUE STATE COLLEGE, PA	REDD REALTY SERVICES	GORDON HANCZAR BLUE ANGEL CROSSING C/O REDD REALTY SERVICES 4200 NORTHSIDE PKWY BLDG 10, SUITE 101 ATLANTA , GA 303273080
31) 005436	REEF PLAZA 3198 NORTH STATE ROAD 7 LAUDERDALE LAKES, FL	REEF PLAZA, LLC	ELIZABETH THALMAN 336 EAST DANIA BEACH BLVD DANIA BEACH , FL 33004
32) 005373	MOCKINGBIRD COMMONS 6333 EAST MOCKINGBIRD DALLAS, TX	REG8 MOCKINGBIRD COMMONS LLC	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
33) 007872	REGENCY CENTER 105 W. LOWRY LANE LEXINGTON, KY	REGENCY CENTERS CORP	AMY SHATZER REGENCY CENTRE INVESTMENTS LLC 12488 LAGRANGE ROAD LOUISVILLE , KY 40245
34) 003775	TWIN COUNTY PLAZA 1085 E. STUART AVE. GALAX, VA	REGENCY CENTERS CORP REGENCY COMMERCIAL ASSOCIATES LLC	DAN BRANDON 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
35) 006469	SAN LEANDRO PLAZA 1291 WASHINGTON STREET SAN LEANDRO, CA	REGENCY CENTERS L.P.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
36) 001653	FLEMING ISLAND SHOPPING C 5000 US HIGHWAY 17 ORANGE PARK, FL	REGENCY CENTERS, L.P.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
37) 005315	GREENWOOD PLAZA 1698 SOUTH CONGRESS AVE PALM SPRINGS, FL	REGENCY CENTERS, L.P.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
38) 006970	DELK SPECTRUM 2900 DELK ROAD MARIETTA, GA	REGENCY CENTERS, L.P.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
39) 008627	OLD ST. AUGUSTINE PLAZA 11250 OLD SAINT AUGUSTINE JACKSONVILLE, FL	REGENCY CENTERS, L.P.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
40) 007510	BUCKLEY SQUARE 17200 E. ILIFF AVE AURORA, CO	REGENCY CENTERS, LP	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
41) 000950	RENAISSANCE MARKETPLACE 1309 W. RENAISSANCE PKWY RIALTO, CA	RENAISSANCE COMMERCIAL, LLC	RENAISSANCE COMMERCIAL PROPERTY LLC ATTN: PROPERTY MANAGEMENT PO BOX 670 UPLAND , CA 91785
42) 002197	SHOPPES AT HAGERSTOWN 18043 GARLAND GROH BLVD HAGERSTOWN, MD	RETAIL PROPERTIES OF AMERICA, INC.	JASON KASAL C/O RPAI US MANAGEMENT LLC 2021 SPRING ROAD SUITE 200 OAK BROOK , IL 60523
43) 008808	HENRY TOWN CENTER 1812 JONESBORO ROAD MCDONOUGH, GA	RETAIL PROPERTIES OF AMERICA, INC.	ANN SMITH C/O RPAI US MANAGEMENT LLC 2021 SPRING ROAD SUITE 200 OAK BROOK , IL 60523

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
44) 009119	BRICKYARD MALL 2620 NARRAGANSETT AVE CHICAGO, IL	RETAIL PROPERTIES OF AMERICA, INC.	JASON KASAL C/O RPAI US MANAGEMENT LLC 2021 SPRING ROAD SUITE 200 OAK BROOK , IL 60523
45) 009568	PLAZA AT MARYSVILLE 1254 STATE AVE STE F MARYSVILLE, WA	RETAIL PROPERTIES OF AMERICA, INC.	JASON KASAL C/O RPAI US MANAGEMENT LLC 2021 SPRING ROAD SUITE 200 OAK BROOK , IL 60523
46) 004198	COLLINGWOOD CENTRE 99 BALSAM STREET COLLINGWOOD, ON CANADA	REVENUE PROPERTIES COMPANY LIMITED	C/O CT REIT GP CORP 2180 YONGE ST, 15N TORONTO, ON M4V2P8
47) 000149	SOUTHLAND SHOPPING CENTER 5953 WEST PARK AVE. HOUMA, LA	REVENUE PROPERTIES SOUTHLAND LIMITED	JOSHUA NOLAN ADMINISTRATION OFFICE SHOPPERS MALL 1570 18TH ST BRANDON , MB R7A 5C5
48) 008109	RICHMOND CENTRE 2055 LANTERN RIDGE DR RICHMOND, KY	RICHMOND CENTRE-FCA, LLC.	ALEX SMITH RAE-ME NORTH CAROLINA LLC C/O FOUNDRY COMMERCIAL PO BOX 6230 ORLANDO , FL 32802
49) 004025	TIMMINS SQUARE 1500 RIVERSIDE DR WEST TIMMINS, ON CANADA	RIOCAN MANAGEMENT INC., AS AGENT FOR 1451945 ONTARIO LIMITED AND TIMMINS SQUARE SHOPPING CENTRE INC.	LIDGEIA BLACKBURN C/O RIOCAN REAL ESTATE INVESTMENT TRUST 2300 YONGE STREET SUITE 500 TORONTO, ON M4P1E4
50) 004244	SOUTH EDMONTON COMMON 2057-98TH STREET NW EDMONTON, AB CANADA	RIOKIM HOLDINGS (ALBERTA) INC.	LIDGEIA BLACKBURN C/O RIOCAN REAL ESTATE INVESTMENT TRUST 2300 YONGE STREET SUITE 500 TORONTO, ON M4P1E4
51) 004106	TRINITY COMMONS 150 GREAT LAKES DRIVE BRAMPTON, ON CANADA	RIOTRIN PROPERTIES (BRAMPTON) INC.	LIDGEIA BLACKBURN C/O RIOCAN REAL ESTATE INVESTMENT TRUST 2300 YONGE STREET SUITE 500 TORONTO, ON M4P1E4
52) 004160	SOUTHBANK CENTRE 213-105 SOUTHBANK BLVD OKOTOKS, AB CANADA	RIOTRIN PROPERTIES (OKOTOKS) INC.	LIDGEIA BLACKBURN C/O RIOCAN REAL ESTATE INVESTMENT TRUST 2300 YONGE STREET SUITE 500 TORONTO, ON M4P1E4
53) 006326	FOSTER VILLAGE 479 A S WASHINGTON AVENUE BERGENFIELD, NJ	RIPCO REAL ESTATE	COLBY PIPER 125 CHUBB AVE SUITE 150 S LYNDHURST, NJ 07071
54) 007340	SHOPPES AT RIVER CROSSING 5080 RIVERSIDE DR MACON, GA	RIVER CROSSING SHOPPES, LLC	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
55) 006424	THE SHOPS AT RIVER PARK 60 EL CAMINO FRESNO, CA	RIVER PARK PROPERTIES II, A CALIFORNIA LIMITED PARTNERSHIP	ERIC PETERSON RIVER PARK PROPERTIES II 265 E RIVER PARK CIRCLE #150 FRESNO , CA 93720
56) 003853	DIPLOMAT MALL 1815 E. HALLANDALE BEACH HALLANDALE, FL	RK CENTERS	ANDREW FISCH C/O RK CENTERS 50 CABOT STREET SUITE 200 NEEDHAM , MA 02494
57) 001321	BUCKHORN PLAZA 76 LUNGER DRIVE BLOOMSBURG, PA	RLGVS PARTNERS LLC	FARHAN ALI RLGVS PARTNERS, LLC HIGHLANDS REIT 3434 TRINDLE ROAD CAMP HILL, PA 17011

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58)	009921	COLISEUM SQUARE 2040 COLISEUM DR HAMPTON, VA	ROBERT BROWN AND ASSOCIATES	ROBERT BROWN 150 GREAT NECK ROAD SUITE 304 GREAT NECK , NY 11021
59)	008761	SUGAR PLAZA 1610 UNIVERSITY DRIVE EDINBURG, TX	ROSEBRIAR SUGAR PLAZA, LP	HARRY UREY PO BOX 67 SALAMANCA , NY 14779
60)	004286	SOUTHLANDS CROSSING 1991 STRACHAN RD MEDICINE HAT, AB CANADA	ROYOP DEVELOPMENT CORPORATION	#500 1060 7 STREET SW CALGARY, AB T2R 0C4
61)	002076	LAKEWOOD TOWNE CENTER 10417 GRAVELLY LAKE DR SW LAKEWOOD, WA	RP AI US MANAGEMENT LLC	STACY SHORT C/O RP AI US MANAGEMENT LLC 2021 SPRING ROAD SUITE 200 OAK BROOK , IL 60523
62)	000282	BEL AIR MALL 3488 BELAIR MALL MOBILE, AL	RPI BEL AIR MALL, LLC	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
63)	005286	CHESTERFIELD TOWNE CENTER 11500 MIDLOTHIAN TURNPIKE RICHMOND, VA	RPI CHESTERFIELD TOWN CENTER, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
64)	002891	GREENVILLE MALL 714 EAST GREENVILLE BLVD GREENVILLE, NC	RPI GREENVILLE MALL, LP	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
65)	005193	WADE GREEN CROSSING 4200 WADE GREEN RD KENNESAW, GA	RTC WADE GREEN LLC AND SFS WADE GREEN LLC	STEVE SHELLENBERGER 1620 SOUTH ASHLAND AVE GREEN BAY , WI 54304
66)	006708	HANNAFORD PLAZA ROUTES 9 & 20 COLUMBIA EAST GREENBUSH, NY	SACCO OF ALBANY	JOEL CIMENT SABRE REALTY MANAGEMENT INC 16475 DALLAS PARKWAY SUITE 880 ADDISON , TX 75001
67)	000908	ST. LOUIS GALLERIA 2441 ST LOUIS GALLERIA ST. LOUIS, MO	SAINT LOUIS GALLERIA, LLC	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
68)	000286	RIVERBEND MARKETPLACE 2510 WEST BROWARD BLVD FT LAUDERDALE, FL	SANSONE GROUP	SAMANTHA GAUCH C/O SANSONE GROUP LLC 120 SOUTH CENTRAL SUITE 500 SAINT LOUIS , MO 63105
69)	002314	NORTH HILL CROSSING 1009 BLOWING ROCK BLVD LENOIR, NC	SCARAFONI ASSOCIATES NC INC. D/B/A LIVE OAK DEVELOPMENT COMPANY	CREIGHTON STARK SC MOTA ASSOCIATES LP C/O STERLING RETAIL SERVICES INC 7827 WEST FLAGLER STREET MIAMI , FL 33144
70)	001826	CRESTVIEW CENTER 3373 SOUTH FERDON BLVD CRESTVIEW, FL	SD INVESTMENTS CRESTVIEW LLC	SUJAL PARIKH 2260 S FERDON BLVD #338 CRESTVIEW , FL 32536
71)	008277	CONWAY COMMONS 465 ELSINGER BLVD CONWAY, AR	SEAYCO-THF CONWAY DEV., LLC	KELLY SEBASTIAN C/O TKG MANAGEMENT 211 N STADIUM BOULEVARD SUITE 201 COLUMBIA , MO 65203
72)	007681	17TH STREET PLAZA 754 EAST 17TH STREET IDAHO FALLS, ID	SELECT COMMERCIAL PROPERTY SERVICES TDII, LLC	JEFF SOLOMON 1820 E 17TH STREET SUITE 320 IDAHO FALLS , ID 83404



Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
73) 008034	CTRO COMMERC SANFRANCISCO 201 DE DIEGO AVENUE SAN JUAN, PR	SEMBLER COMPANY	JOSÉ A. FUSTE PO BOX 41847 ST PETERSBURG , FL 337431847
74) 004502	HIGH STREET L100-3122 MT LEHMAN RD ABBOTSFORD, BC CANADA	SHAPE PROPERTY MANAGEMENT CORP IN TRUST	DENISE SOULLIERE 2020 ONE BENTALL CENTRE 505 BURRARD STREET BOX 206 VANCOUVER , BC V7X1M6
75) 004232	ROBSON STREETFRONT 1126 ROBSON STREET VANCOUVER, BC CANADA	SHATO HOLDINGS LTD	SUITE 300 4088 CAMBIE STREET VANCOUVER, BC V5Z 2X8
76) 003313	QUAKER CROSSING 3471 AMELIA DRIVE ORCHARD PARK, NY	SHERIDAN CENTER LLC	GARY BLUM DAYJAY ASSOCIATES QUAIL SPRINGS MALL LLC PO BOX 775773 CHICAGO , IL 606775773
77) 000518	SHOPPES AT SOUTHERN PALMS 8795 SOUTHERN BOULEVARD WEST PALM BEACH, FL	SHOPPES AT SOUTHERN PALMS, LLC	CLAUDIO MEKLER SHOPPES AT SOUTHERN PALMS LLC PO BOX 865863 ORLANDO , FL 32886
78) 003995	SOUTH PARK COMMONS 2814 SW MILITARY DRIVE SAN ANTONIO, TX	SHOPPES OF SOUTH PARK, LLC	A.J. HAZARABEDIAN SHOPPES OF SOUTH PARK LLC C/O LATIAC PROPERRTY MGMT INC PO BOX 162304 AUSTIN , TX 78716
79) 005116	SILVERDALE SHOPPING CENTE 10404 SILVERDALE WAY NW SILVERDALE, WA	SIL-WAY, LLC	SIL-WAY, LLC C/O SILVERDALE SHOPPING CENTER, 10404 SILVERDALE WAY NW, SILVERDALE, WA 98383
80) 000494	SOUTHLAKE MALL 2418 SOUTHLAKE MALL MORROW, GA	SL MALL LLC	LINDA JAMES SL MALL LLC C/O CITYVIEW COMMERCIAL 2076 FLATBUSH AVENUE BROOKLYN , NY 11234
81) 002589	37-87 JUNCTION BLVD. CORONA, NY	SOLEIMAN BROTHERS V, LLC	STEVEN GOLDMAN SOLEIMAN BROTHERS V LLC 13716 CANAL VISTA CT POTOMAC , MD 20854
82) 000892	WHITMAN PLAZA 330 B OREGON AVENUE PHILADELPHIA, PA	SOUTH- WHIT SHOPPING CENTER ASSOCIATES	ROBERT DELAVALLE SOUTH WHIT SHOPPING CENTER ASSOCIATES SOUTH-WHIT SHOPPING CENTER ASSOCIATES C/O BRESLIN REALTY DEVELOPMENT CORP. PO BOX 11471 NEWARK , NJ 71014471
83) 001753	SOUTHERN PALMS CENTER 1726 EAST SOUTHERN AVE. TEMPE, AZ	SOUTHERN PALMS STATION LLC / PHILLIPS EDISON AND COMPANY	JESSICA HALL SOUTHERN PALM STATION LLC 11501 NORTHLAKE DRIVE CINCINNATI , OH 45249
84) 006200	SOUTHINGTON PLAZA S/C 750 QUEEN STREET SOUTHINGTON, CT	SOUTHINGTON / ROUTE 10 ASSOC, L.P.	TYLER LYMAN 20950 LIBBY ROAD MAPLE HEIGHTS , OH 44137
85) 000233	SOUTHLAND MALL 1 SOUTHLAND MALL HAYWARD, CA	SOUTHLAND MALL, L.P.	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
86) 009666	STREETS @ SOUTHPOINT 6910 FAYETTEVILLE RD DURHAM, NC	SOUTHPOINT MALL, LLC	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
87) 003768	SOUTHSIDE MARKETPLACE 873 E. FORT AVENUE BALTIMORE, MD	SOUTHSIDE MARKETPLACE L.P.	WILL DAMRATH 380 N. CROSS POINTE BLVD. EVANSVILLE, IN 47715
88) 006695	SPARKS GALLERIA 151 DISC DRIVE SPARKS, NV	SPARKS GALLERIA REH, LLC	DANIEL BLUM PO BOX 25086 SANTA ANA , CA 92799
89) 003244	GULFPORT PLAZA 9354-D HIGHWAY 49 GULFPORT, MS	SPEED COMMERCIAL REAL ESTATE	JEFF SPEED P.O. BOX 366006 SAN JUAN , PR 009366006
90) 000821	SPRING HILL MALL 1502 SPRING HILL MALL WEST DUNDEE, IL	SPRING HILL MALL L.L.C.	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
91) 001432	CROSSROADS CTR 4201 W. DIVISION ST. SAINT CLOUD, MN	ST. CLOUD MALL L.L.C.	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
92) 009351	GATEWAY MACHESNEY PARK 1552 W. LANE ROAD MACHESNEY, IL	STERLING PROPERTIES	ELAINE FULLERTON C/O STIRLING PROPERTIES LLC 109 NORTH PARK BLVD SUITE 300 COVINGTON , LA 70433
93) 006290	EVANGELINE COURT MARKETPL 200 HECTOR CONNOLY RD CARENCRO, LA	STIRLING PROPERTIES	JOE GARDNER C/O STIRLING PROPERTIES LLC 109 NORTH PARK BLVD SUITE 300 COVINGTON , LA 70433
94) 007545	STONEBRIAR CENTRE 2601 PRESTON ROAD FRISCO, TX	STONEBRIAR MALL LIMITED PARTNERSHIP	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
95) 007550	PALOMAR TROLLEY CENTER 664 PALOMAR ST CHULA VISTA, CA	SUNBELT INVESTMENT HOLDINGS INC.	MELISSA TADAYON C/O SUNBELT INV HOLDINGS CO 8095 OTHELLO AVENUE SAN DIEGO , CA 92111
96) 001607	SMITH'S SHOPPING CENTER 9360 WEST FLAMINGO ROAD LAS VEGAS, NV	SUP I SMITH'S SHOPPING CENTER, LLC	JORDAN FRIED C/O STIRLING PROPERTIES LLC SUP   SMITH'S SHOPPING CENTER, LLC C/O STERLING ORGANIZATION 302 DATURA STREET SUITE 100 WEST PALM BEACH, FL 33401
97) 003502	SYLVA SHOPS 86 WALMART PLAZA SYLVA, NC	SYLVA SHOPS, LLLP	PETER HOGAN 270 W NEW ENGLAND AVE WINTER PARK , FL 32789
98) 009362	TANGER FACTORY OUTLET 4015 I-35 SOUTH SAN MARCOS, TX	TANGER OUTLETS	MELISSA PROSKY PO BOX 414225 BOSTON , MA 022414225
99) 000281	RED BANKS COMMONS 222 S RED BANK ROAD EVANSVILLE, IN	TCP RED BANK LLC	MAUREEN KAUFFMAN TCP RED BANK LLC 9102 N MERIDIAN STREET SUITE 230 INDIANAPOLIS , IN 46260
100) 002483	EL PASEO DE SARATOGA 1026 EL PASEO DE SARATOGA SAN JOSE, CA	TERRAMAR RETAIL CENTERS, LLC	SUNEET JAIN TRC ENCINITAS VILLAGE LLC C/O TERRAMAR RETAIL CENTERS LLC PO BOX 843002 LOS ANGELES , CA 900843002

THIS IS **EXHIBIT “E”** REFERRED TO IN THE  
AFFIDAVIT OF MICHAEL NOEL,  
AFFIRMED REMOTELY BY MICHAEL NOEL  
BEFORE ME *BY VIDEO CONFERENCE*, THIS 21  
DAY OF SEPTEMBER, 2020.



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Scott A. Bomhof

Commissioner for Taking Affidavits

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)	
In re:	)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 20-11662 (KBO)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	<b>Proposed Hearing Date:</b>
	)	September 29, 2020 at 1:00 p.m. (ET)
	)	<b>Proposed Objection Deadline:</b>
	)	September 28, 2020 at 4:00 p.m. (ET)

**DEBTORS’ THIRTY-THIRD (33<sup>rd</sup>) OMNIBUS  
MOTION FOR ENTRY OF AN ORDER AUTHORIZING  
THE DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED LEASES**

**PARTIES RECEIVING THIS MOTION SHOULD LOCATE THEIR NAMES AND THEIR LEASE LISTED ON SCHEDULE 1 TO THE PROPOSED ORDER ATTACHED HERETO AS EXHIBIT A.**

The debtors and debtors in possession in the above-captioned cases (collectively, the “*Debtors*”) hereby move (this “*Motion*”) and respectfully state as follows:

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “*Proposed Order*”), authorizing the Debtors to (i) assume certain unexpired lease agreements (the “*Additional Leases*”) identified on **Schedule 1** attached to the

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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: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

Proposed Order, pursuant to which a Debtor is a lessee, and (ii) assign such Additional Leases to GNC Holdings, LLC (the “*Assignee*”), in each case effective as of the Closing (defined below).

### **JURISDICTION**

2. This Court has jurisdiction to consider this Motion under 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. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and, under Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 105(a) and 365(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “*Bankruptcy Code*”), and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

### **BACKGROUND**

3. On June 23, 2020 (the “*Petition Date*”), the Debtors filed voluntary petitions in this Court commencing cases (the “*Chapter 11 Cases*”) for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

4. On June 24, 2020, the Debtors commenced an ancillary proceeding under Part IV of the Companies’ Creditors Arrangement Act (Canada) in Toronto, Ontario, Canada before the Ontario Superior Court of Justice (Commercial List).

5. On July 7, 2020, the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”) appointed an official committee of unsecured creditors (the “*Creditors’ Committee*”).

6. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the *Declaration of Tricia Tolivar, Chief Financial Officer of GNC Holdings, Inc. in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 21] (the “*First Day Declaration*”).<sup>2</sup>

## I. THE DEBTORS’ LEASES AND THE SALE TRANSACTION

7. As of the Petition Date, the Debtors were parties to approximately 3,616 real property leases in the United States, Canada and Puerto Rico, 772 of which were subleased to 330 franchisees. In connection with the sale transaction described below, the Debtors seek to assume and assign certain of these unexpired leases to the Assignee.

8. On September 10, 2020, the Debtors filed that certain *Notice of Filing of Designation Notice* [Docket No. 1113], as corrected on September 17, 2020 by that certain *Notice of Filing of Amended Designation Notice* [Docket No. 1183], which attached thereto a list of agreements and real property leases designated by Buyer (defined below) for assumption and assignment to Buyer pursuant to the Sale Order (defined below) (the “*Designated Agreements*”).

9. On September 18, 2020, the Court entered that certain *Order (I) Authorizing and Approving (A) The Sale of Substantially All of the Debtors’ Assets Free and Clear of all Liens, Claims, and Encumbrances and (B) The Assumption and Assignment of Certain Executory*

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<sup>2</sup> The First Day Declaration and other relevant case information is available from (a) the Court’s website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov), and (b) the website maintained by the Debtors’ claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/GNC>.

*Contracts and Unexpired Leases in Connection Therewith, and (II) Granting Related Relief* [Docket No. 1202] (the “**Sale Order**”). Pursuant to the Sale Order, the Court approved, among other things, the sale of substantially all of the Debtors’ assets to the Buyer<sup>3</sup> (the “**Sale**”), including the assumption by Buyer of the Designated Agreements. The Buyer has designated its subsidiary, ZT Biopharmaceutical LLC, as its designee (the “**Designee**”) and the Sale will be effectuated by the Assets being transferred from the Debtors to the Assignee and the membership interests of the Assignee being transferred to the Designee, such that upon consummation of the Sale (the “**Closing**”), the Assignee will own all of the Assets and take assignment of all of the Selected Assigned Contracts. Payment of Cure Costs associated with the Additional Leases shall be treated pursuant to the terms of the Sale Order.

10. The Debtors now seek authority to assume and assign the Additional Leases to the Assignee, as the Additional Leases were inadvertently not included with the Designated Agreements. In addition, allowing the Debtors to assume and assign the Additional Leases will provide the applicable landlord counterparties to the Additional Leases (the “**Landlords**”) with notice of the status of their leases moving forward. Accordingly, the Debtors seek the relief requested in this Motion for each Additional Lease, effective upon the Closing of the Sale.

#### **BASIS FOR RELIEF**

##### **I. THE DEBTORS’ ASSUMPTION AND ASSIGNMENT OF THE ADDITIONAL LEASES TO THE ASSIGNEE REPRESENTS A SOUND EXERCISE OF THE DEBTORS’ BUSINESS JUDGMENT.**

11. Section 365(a) of the Bankruptcy Code permits a debtor-in-possession, “subject to the court’s approval, [to] assume or reject any executory contract or unexpired lease of the debtor.”

11 U.S.C. § 365(a). By enacting section 365(a) of the Bankruptcy Code, Congress intended to

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<sup>3</sup> Capitalized terms used in this paragraph but not otherwise defined in this Motion shall have the meanings ascribed to them in the Sale Order (as defined herein).

allow a debtor to assume those contracts that benefit the estate. *See, e.g., In re Whitcomb & Keller Mortgage Co.*, 715 F.2d 375, 379 (7th Cir. 1983); *In re Sandman Assocs., L.L.C.*, 251 B.R. 473, 480 (W.D. Va. 2000) (“The authority granted by section 365 allows the trustee or debtor in possession to pick and choose among contracts, assuming those that are favorable and rejecting those that are not.”).

12. It is well established in the Third Circuit, as well as in other jurisdictions, that decisions to assume or reject executory contracts or unexpired leases are matters within the “business judgment” of the debtor. *Sharon Steel Corp. v. Nat’l Fuel Gas Dist. Corp.*, 872 F.2d 36, 40 (3d Cir. 1989); *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 523 (1984); *In re Federal Mogul Global, Inc.*, 293 B.R. 124, 126 (D. Del. 2003) (“The business judgment test dictates that a court should approve a debtor’s decision to reject a contract unless that decision is the product of bad faith or gross abuse of discretion.”); *In re Orion Pictures Corp.*, 4 F.3d 1095, 1099 (2d Cir. 1993), *cert. dismissed*, 511 U.S. 1026 (1994). Accordingly, courts approve the assumption of an unexpired lease unless evidence is presented that the debtor’s decision to assume “was so manifestly unreasonable that it could not be based on sound business judgment, but only on bad faith, or whim or caprice.” *In re Richmond Metal Finishers, Inc.*, 756 F.2d 1043, 1047 (4th Cir. 1985), *cert. denied*, 475 U.S. 1057 (1986). Indeed, to impose more exacting scrutiny would slow a debtor’s reorganization, thereby increasing its cost and undermining the “Bankruptcy Code’s provisions for private control” of the estate’s administration. *Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1311 (5th Cir. 1986).

13. The Debtors’ decision to assume and assign the Additional Leases is supported by their sound business judgment. The proposed relief will enable the Debtors to assume and assign to the Assignee additional unexpired leases that were contemplated to be assumed and assigned in



connection with the Sale. Furthermore, by assuming the Additional Leases, the aggregate amount of rejection damages claims will be reduced, which benefits the Debtors' estates and creditors. As such, the Debtors submit that the assumption and assignment of the Additional Leases should be approved as an exercise of their business judgment.

### **RESERVATION OF RIGHTS**

14. Nothing in this Motion shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (f) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

### **NOTICE**

15. Notice of this Motion will be given, via overnight delivery, to: (a) the United States Trustee for the District of Delaware; (b) counsel to the Creditors' Committee; (c) counsel to the agent for the Debtors' DIP Term Facility; (d) counsel to the agent for the Debtors' DIP ABL FILO Facility; (e) counsel to the Ad Hoc Group of Crossover Lenders; (f) counsel to the Ad Hoc FILO Term Lender Group; (g) counsel to the agent under the Debtors' secured term and asset-based financing facilities; (h) the indenture trustee for the Debtors' prepetition convertible notes; (i) the United States Attorney's Office for the District of Delaware; (j) the attorneys general for all 50 states and the District of Columbia; (k) the United States Department of Justice; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; (n) the United States Drug Enforcement Agency; (o) the United States Food and Drug Administration; (p) the Landlords; and

(q) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

**WHEREFORE**, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested in this Motion and such other relief as may be just and proper.

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner  
Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
Andrew L. Magaziner (No. 5426)  
Joseph M. Mulvihill (No. 6061)  
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Wilmington, Delaware 19801  
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*Counsel for Debtors and Debtors in Possession*



**PLEASE TAKE FURTHER NOTICE** that, contemporaneously with the filing of the Motion, the Debtors have filed a motion (the “*Motion to Shorten*”) requesting that any objections to the relief requested in the Motion be filed on or before **September 28, 2020 at 4:00 p.m. (ET)** (the “*Objection Deadline*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE MOTION TO SHORTEN, THE DEBTORS HAVE REQUESTED THAT A HEARING TO CONSIDER THE MOTION BE HELD ON SEPTEMBER 29, 2020 AT 1:00 P.M. (ET) BEFORE THE HONORABLE KAREN B. OWENS, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.**

*[Signature Page Follows]*

Dated: September 21, 2020  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew L. Magaziner

Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
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jeffrey.mispagel@lw.com

*Counsel for Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**



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. The Debtors are authorized to assume and assign the Additional Leases, identified on **Schedule 1** attached hereto, to the Assignee, effective upon the Closing of the Sale of the Debtors' assets to the Buyer.
3. Except as specifically set forth herein, nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
5. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.



Schedule 1

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
1)	001498	THE SHOPPES OF SOUTHBAY 10655 BIG BEND ROAD RIVERVIEW, FL	TERRE INVESTMENTS, LLC	PETER WENZEL COLLIERS INTERNATIONAL 1140 BAY STREET SUITE 4000 TORONTO, ONTARIO M5S 2B4
2)	004012	FAIRVIEW MALL 1800 SHEPPARD AVE EAST NORTH YORK, ON CANADA	THE CADILLAC FAIRVIW CORPORATION LIMITED	OREN RUBIN CF FAIRVIEW MALL 1800 SHEPPARD AVE E SUITE #330 PO BOX #53 TORONTO , ON M2J 5A7
3)	004056	RICHMOND CENTRE 6551 NO. 3 ROAD RICHMOND, BC CANADA	THE CADILLAC FAIRVIW CORPORATION LIMITED	OREN RUBIN C/O CADILLAC FAIRVIEW CORP MARKVILLE SH CEN - ADMIN OFFC 5000 HGWY #7 EAST PO BOX 1005 MARKHAM , ON L3R 4M9
4)	004050	MARKVILLE TOWN CENTRE 5000 HWY 7 EAST MARKHAM, ON CANADA	THE CADILLAC FAIRVIW CORPORATION LIMITED	5000 HGWY #7 EAST PO BOX 1005 RICHMOND, ON L3R 4M9
5)	004065	MARKET MALL 3625 SHAGANAPPI TRAIL CALGARY, AB CANADA	THE CADILLAC FAIRVIW CORPORATION LIMITED	#214, 3625 SHAGANAPPI TRAIL N W CALGARY, AB T3A 0E2
6)	003134	PALM BAY CORNERS 855 PALM BAY RD WEST MELBOURNE, FL	THE KAHILT CORPORATION	KATIE ROSS C/O KATIE ROSS 3035 WEBER RD MALABAR , FL 32950
7)	000052	COLUMBIA MALL 10300 LITTLE PATUXENT PKY COLUMBIA, MD	THE MALL IN COLUMBIA BUSINESS TRUST	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
8)	004513	OUTLET COLLECTION AT NIAG 300 TAYLOR RD NIAGARA ON THE LAKE, ON CANADA	THE OUTLET COLLECTION (NIAGARA) LIMITED	ASHTAR ZUBAIR ISTAR FINANCIAL INC 26488 NETWORK PLACE LOCKBOX 26488 CHICAGO , IL 606731264
9)	000540	MARION SHOPPING CENTER 2406 WILLIAMSON CNTY PKWY MARION, IL	THE RETAIL CONNECTION	THE RETAIL CONNECTION 10101 REUNION PLACE SUITE 160 SAN ANTONIO, TX 78216
10)	002672	TOWN BROOKHAVEN 305 BROOKHAVEN AVE ATLANTA, GA	THE SEMBLER COMPANY	HANK THOMAS BROOKHAVEN LP PO BOX 101324 ATLANTA , GA 303921324
11)	006580	PIKEVILLE COMMONS 111 JUSTICE WAY PIKEVILLE, KY	THE SHOPPING CENTER GROUP	KEVIN MAYHUGH KWOK & SHAO REALTY INC 8 RAMONA WAY BRANFORD , CT 06405
12)	007491	ALAFAYA COMMONS 11925 E COLONIAL DRIVE ORLANDO, FL	THE SHOPPING CENTER GROUP LLC	TILMAN RAYON LBX ALAFAYA LLC C/O THE SHOPPING CENTER GR LLC 300 GALLERIA PARKWAY 12TH FLOOR ATLANTA , GA 30339

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
13)	007777	KENDIG SQUARE 2600 WILLOW STREET PIKE WILLOW STREET, PA	THE STAENBERG GROUP	SAM ADLER C/O THF KENDIG DEVELOPMENT LP 2127 INNERBELT BUSINESS CENTER DR SUITE 310 ST LOUIS , MO 63114
14)	008512	WOODLAND MALL 1201 WOODLANDS DRIVE THE WOODLANDS, TX	THE WOODLANDS MALL ASSOCIATES, LLC	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
15)	006106	PRAIRIE CENTER 2237 PRAIRIE PARKWAY BRIGHTON, CO	THF PRAIRIE CTR PERM ONE LLC	KELLY SEBASTIAN C/O WESTERN SKIES MANAGEMENT INC 17107 CHESTERFIELD AIRPORT RD SUITE 120 CHESTERFIELD , MO 63005
16)	005514	THOMPSON MARKETPLACE 5370 E THOMPSON RD INDIANAPOLIS, IN	THREE HARBOR REALTY LLC	SOUTHPOINT SIXTY-FIVE REALTY LLC C/O SANDOR DEVELOPMENT 10689 N PENNSYLVANIA ST SUITE 100 INDIANAPOLIS , IN 46280
17)	001492	ST. JOHNS PLAZA 3269 GARDEN STREET TITUSVILLE, FL	TITUSVILLE STATION LLC / PHILLIPS EDISON AND COMPANY	LAURA RITTER 33340 COLLECTION CENTER DRIVE CHICAGO , IL 606930333
18)	009401	ACADEMY PLACE 5158 N ACADEMY BLVD COLORADO SPRINGS, CO	TKG ACADEMY PLACE DEVELOPMENT	KELLY SEBASTIAN 211 NORTH STADIUM BLVD SUITE 201 COLUMBIA , MO 65203
19)	009234	LOGAN TOWN CENTER 188 FALON LANE ALTOONA, PA	TKG LOGAN TOWN CENTRE LP	KELLY SEBASTIAN 211 NORTH STADIUM BLVD SUITE 201 COLUMBIA , MO 65203
20)	008806	POWDER BASIN CENTER 2610 SOUTH DOUGLAS HGWY GILLETTE, WY	TKG POWDER BASIN, LLC	KELLY SEBASTIAN 211 NORTH STADIUM BLVD SUITE 201 COLUMBIA , MO 65203
21)	006391	SMOKE TREE VILLAGE 1775 E PALM CANYON DR PALM SPRINGS, CA	TKG SMOKE TREE VILLAGE LLC	KELLY SEBASTIAN 211 N STADIUM BLVD STE 201 COLUMBIA , MO 65203
22)	005011	SUGARLAND VILLAGE 1875 COFFEEN AVENUE SHERIDAN, WY	TKG SUGARLAND VILLAGE, L.L.C.	KELLY SEBASTIAN C/O TKG MANAGEMENT 211 N STADIUM BLVD SUITE 201 COLUMBIA , MO 65203
23)	008094	TOWN & COUNTRY CENTER 16779 CLOVER DRIVE NOBLESVILLE, IN	TOWN & COUNTY ASSOCIATES LP / PHILLIPS EDISON AND COMPANY	JESSICA HALL 11501 NORTHLAKE DRIVE CINCINNATI , OH 45249
24)	000425	TOWN EAST 1110 TOWN EAST MALL MESQUITE, TX	TOWN EAST MALL, LLC	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
25)	008169	CANYON PLAZA 8331 LAUREL CANYON BLVD SUN VALLEY, CA	TRC CANYON PLAZA, LLC	JOE JANESIN LA COSTA TOWN CENTER LLC PO BOX 848430 LOS ANGELES , CA 900848430
26)	000150	CROSSROADS MALL 6834 WESLEY ST GREENVILLE, TX	TRIYAR/CROSSROADS GREENVILLE PROPERTIES	VICKIE MITCHELL CROSSROADS GREENVILLE PROPERTIES LTD 12300 NORTH FREEWAY #208 HOUSTON , TX 77060
27)	005818	TROLLEY SQUARE 1525 OLD TROLLEY ROAD SUMMERVILLE, SC	TROLLEY SQUARE, LLC	TROLLEY SQUARE, LLC ATTN: CFO BEATTY MGMT CO. 6824 ELM STREET SUITE 200 MCLEAN , VA 22101

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
28) 002801	MALL @ BARNES CROSSING 1001 BARNES CROSSING TUPELO, MS	TUP 130, LLC	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
29) 000409	GALLERIA AT TYLER 2012 GALLERIA AT TYLER RIVERSIDE, CA	TYLER MALL LIMITED PARTNERSHIP	ATTN: JULIA MINNICK 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
30) 005980	SCOTTSDALE TOWNE CENTER 15560 NORTH FRANK LLOYD SCOTTSDALE, AZ	UBS REALTY INVESTORS LLC	ANGIE KORY 2425 EAST CAMELBACK ROAD SUITE 750 PHOENIX , AZ 85016
31) 008200	LAS TIENDAS VILLAGE 2925 S. ALMA SCHOOL RD CHANDLER, AZ	UBS REALTY INVESTORS LLC	ANGELA MANCA 2425 EAST CAMELBACK ROAD SUITE 750 PHOENIX , AZ 85016
32) 006776	TRANSIT FRENCH PLAZA 4779 TRANSIT ROAD DEPEW, NY	UMBRELLA PROPERTY MANAGEMENT LLC	JAY INGRASSIA BEECH GROVE ASSOCIATES LLC 1111 BENFIELD BLVD SUITE 100 MILLERSVILLE , MD 21108
33) 001819	UNIVERSITY VILLAGE 4630 25TH AVE NE SEATTLE, WA	UNIVERSITY VILLAGE LIMITED PARTNERS	SUSIE PLUMMER UNIVERSITY VILLAGE LP PO BOX 24702 SEATTLE , WA 981240702
34) 003922	UNIVERSITY SQUARE 200 S. 23RD. RD & MAIN ST BOZEMAN, MT	UNIVERSITY SQUARE BOZEMAN SC	KELLY SEBASTIAN 211 N STADIUM BLVD SUITE 201 COLUMBIA , MO 65203
35) 006306	432 86TH ST BROOKLYN, NY	VALLAS REAL ESTATE	SANDY VALLAS JT JG FOOTHILL VILLAGE C/O JOHANSEN THACKERAY COMMERCIAL 1165 E WILMINGTON AVE SUITE 275 SALT LAKE CITY , UT 84106
36) 000624	VALLEY HILLS MALL 1960 HIGHWAY 70 SE HICKORY, NC	VALLEY HILLS MALL L.L.C.	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
37) 003897	THREE RIVERS PLAZA 805 W. SHAWNEE BYPASS MUSKOGEE, OK	VECTOR COMPANIES	JAMES DILL THREE RP LIMITED PARTHERSHIP 5314 SO YALE SUITE 1010 TULSA , OK 74135
38) 008182	LAKE PLEASANT TOWNE CENTE 25546 N LAKE PLEASANT PKW PEORIA, AZ	VESTAR LPTC, LLC	ANGIE KORY 2425 EAST CAMELBACK ROAD SUITE 750 PHOENIX , AZ 85016
39) 008477	UNIVERSITY PLAZA 1401 SOUTH PLAZA WAY FLAGSTAFF, AZ	VESTAR UNIVERSITY PLAZA, LLC	ANGIE KORY 2425 EAST CAMELBACK ROAD SUITE 750 PHOENIX , AZ 85016
40) 001566	VILLAGE WEST 4101 13TH AVENUE S.W. FARGO, ND	VILLAGE WEST SHOPPING CENTER LLP	KELLY ZANDER VILLAGE WEST SHOPPING CENTER LLP PO BOX 10541 FARGO , ND 581060541
41) 002533	CENTURY CENTER 2401 E. ORANGEBURG AVE MODESTO, CA	VINTAGE PROPERTIES LP	BRIAN DOLE PO BOX 31001-2586 PASADENA , CA 911102586
42) 009109	LONG ISLAND RAILROAD ONE PENN PLAZA NEW YORK, NY	VORNADO REALTY TRUST	JASON MORRISON C/O VORNADO OFFICE MGMT LLC PO BOX 371486 PITTSBURGH , PA 152507486
43) 008608	DACULA MARKET 2515 FENCE RD DACULA, GA	WEINGARTEN REALTY INVESTORS	BRETT FULLER 300 GALLERIA PARKWAY 12TH FLOOR ATLANTA , GA 30339

	Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
44)	008785	WEST BLUFF SHOPPING CENTE 5211 OURAY ROAD ALBUQUERQUE, NM	WEST BLUFF CENTER LLC	DAVID SILVERMAN PO BOX 7459 ALBUQUERQUE , NM 87194
45)	008505	WEST CALDWELL SHOPPING CENTER 794 BLOOMFIELD AVE WEST CALDWELL, NJ	WEST CALDWELL PLAZA, LLC	FRED KRUVANT PASSCO EASTWIND OWNER LLC PO BOX 31001-1957 PASADENA , CA 911101957
46)	004099	WEST EDMONTON MALL 8770 170 STREET EDMONTON, AB CANADA	WEST EDMONTON MALL PROMOTIONS LTD WEST EDMONTON MALL PROP INC	DEAN SHABEN PO BOX 1417 STATION M CALGARY , AB T2P 2L6
47)	001363	MOON PLAZA 5990 UNIVERSITY BLVD CORAOPOLIS, PA	WEST MOON TOWNSHIP ASSOC	KATHLEEN NUZZO WEST MOON TOWNSHIP ASSOCIATES C/O THE FIRST CITY COMPANY 5700 CORPORATE DRIVE SUITE 520 PITTSBURGH , PA 15237
48)	000126	WESTROADS MALL 10000 CALIFORNIA ST. OMAHA, NE	WESTROADS MALL, L.L.C.	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
49)	001688	ONE & OLNEY SC 101 E. OLNEY AVENUE PHILADELPHIA, PA	WHARTON REALTY GROUP	MARK MASSRY RIVERTOWNE CENTER ACQUISTION LLC C/O WHARTON REALTY GROUP 8 INDUSTRIAL WAY EAST 2ND FLOOR EATONTOWN , NJ 07724
50)	003440	WHITE MOUNTAIN MALL 2441 FOOTHILLS BLVD. ROCK SPRINGS, WY	WHITE MARSH MALL ASSOCIATES	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
51)	008670	SULPHUR PLAZA 1423 BEGLIS PARKWAY SULPHUR, LA	WJ SULPHUR, LLC.	PO BOX 2214 TACOMA , WA 98401
52)	000049	WOODBIDGE CENTER MALL 133 WOODBRIDGE MALL WOODBIDGE, NJ	WOODBIDGE CENTER PROPERTY, LLC	JOSH DECKELBAUM 350 N ORLEANS ST SUITE 300 CHICAGO , IL 60654
53)	002775	* PERRY CREEK PLAZA 1758 HAMILTON BLVD. SIOUX CITY, IA	WOODSONIA REAL ESTATE, INC.	DREW SNYDER MFP MID-AMERICA SHOPPING CENTERS LLC FOR THE STOCKYARD PLAZA HOLDINGS PERKINS PROPERTIES 608 N 114TH ST OMAHA , NE 68154
54)	005112	PROMENADE @ CASA GRANDE 1005 N PROMENADE PKWY CASA GRANDE, AZ	WP CASA GRANDE RETAIL LLC	CHRIS CAMPBELL PROMENADE CG RETAIL, LLC C/O LAMAR COMPANIES 695 ROUTE 46 SUITE 210 FAIRFIELD , NJ 07004
55)	005022	KENNEWICK PLAZA 2819 W. KENNEWICK KENNEWICK, WA	WP KENNEWICK PLAZA LLC	ROBIN HANSEN WALKER MALLOY & CO 157 COLUMBUS AVENUE SUITE 2E NEW YORK , NY 10023
56)	003014	SHOPPES AT WESTGATE 1114 NEW POINTE BLVD LELAND, NC	WRS INC COMPANY	HEATHER POULNOT PO BOX 535659 ATLANTA , GA 303535642
57)	001679	SHOPPES AT RICHLAND SC 3555 RICHLAND AVE WEST AIKEN, SC	WRS REALTY	HEATHER POULNOT PO BOX 535659 ATLANTA , GA 303535642

Store KK #	Premises	Landlord Counterparty to Lease to be Assumed and Assigned	Landlord Address
58) 004068	FLEETWOOD CENTRE 9014-152ND STREET SURREY, BC CANADA	YENIK REALTY LTD	STUART EMERY 8448 N MERCER WAY MERCER ISLAND , WA 98040
59) 005453	YORKTOWNE CENTRE 2501 WEST 12TH STREET ERIE, PA	YORKTOWN STATION LLC / PHILLIPS EDISON AND COMPANY	LAURA RITTER PO BOX 645414 PITTSBURGH , PA 152645414
60) 005485	BUNKER HILL SHOPPING CTR 1430 N. MAIN STREET ALTUS, OK	ZAREMBA SHOPPING CENTERS, LLC	CARRIE OFFTERMATT ZAREMBA METROPOLITAN MIDLOTHIAN LLC CALSTRS PROPERTY 621710 PO BOX 310300 DES MOINES , IA 503310300

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

**AFFIDAVIT OF MICHAEL NOEL  
(affirmed September 21, 2020)**

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