

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM) FRIDAY, THE 16TH
)
JUSTICE CONWAY) DAY OF OCTOBER, 2020

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
GNC HOLDINGS, INC., GENERAL NUTRITION CENTRES COMPANY, GNC PARENT
LLC, GNC CORPORATION, GENERAL NUTRITION CENTERS, INC., GENERAL
NUTRITION CORPORATION, GENERAL NUTRITION INVESTMENT COMPANY,
LUCKY OLDSCO CORPORATION, GNC FUNDING INC., GNC INTERNATIONAL
HOLDINGS INC., GNC CHINA HOLDSCO, LLC, GNC HEADQUARTERS LLC,
GUSTINE SIXTH AVENUE ASSOCIATES, LTD., GNC CANADA HOLDINGS, INC.,
GNC GOVERNMENT SERVICES, LLC, GNC PUERTO RICO HOLDINGS, INC. and
GNC PUERTO RICO, LLC

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

RECOGNITION ORDER
(RECOGNITION OF CONFIRMATION ORDER AND ADDITIONAL U.S. ORDERS
AND GRANTING RELATED RELIEF IN FOREIGN MAIN PROCEEDING)

THIS MOTION, made by Vitamin OldCo Holdings, Inc. (formerly known as “GNC Holdings, Inc.”) (“**Vitamin Holdings**”) in its capacity as the foreign representative (the “**Foreign Representative**”) of itself as well as Vitamin OldCo Centres Company, Vitamin OldCo Parent LLC, Vitamin OldCo Corporation, Vitamin OldCo Centers, Inc., Vitamin OldCo, Inc., Vitamin OldCo Investment Company, Vitamin OldCo Lucky Corporation, Vitamin OldCo Funding, Inc., Vitamin OldCo International Holdings, Inc., Vitamin OldCo Headquarters LLC, Vitamin Holdco Associates, Ltd., Vitamin OldCo Canada Holdings, Inc.,

Vitamin OldCo Government Services, LLC, Vitamin OldCo Puerto Rico Holdings, Inc., and Vitamin OldCo Puerto Rico, LLC (collectively, the “**Debtors**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an order substantially in the form enclosed in the Motion Record was heard by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 pandemic.

ON READING the Notice of Motion, the affidavit of Michael Noel affirmed October 9, 2020 (the “**Noel Affidavit**”), the affidavit of Michael Noel affirmed October 13, 2020 (the “**Second Noel Affidavit**”), the affidavit of Michael Noel affirmed October 15, 2020 (the “**Third Noel Affidavit**”) the Fifth Report of the Information Officer and the factum of the Foreign Representative, and upon hearing submissions of counsel for the Foreign Representative, the Information Officer, and those other parties present, no one appearing for any other person on the Service List, although properly served as appears from the Affidavits of Service of Elizabeth Nigro sworn October 9, 2020, the Affidavit of Service of Elizabeth Nigro sworn October 13, 2020 and the Affidavit of Service of Elizabeth Nigro sworn October 15, 2020, and upon being advised that no other persons were served with the aforementioned materials;

SERVICE AND DEFINITIONS

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that capitalized terms used herein and not otherwise defined have the meaning given to them in the Confirmed Plan or the Noel Affidavit affirmed October 13, 2020, as applicable.

RECOGNITION OF CONFIRMATION ORDER

3. THIS COURT ORDERS AND DECLARES that the Findings of Fact, Conclusions of Law and Order Confirming the Joint Chapter 11 Plan of Vitamin Holdings and its Debtor Affiliates dated October 14, 2020 (the “**Confirmation Order**”) of the U.S. Bankruptcy court confirming the Joint Chapter 11 Plan of Vitamin Holdings and its Debtor Affiliates dated

October 7, 2020 (the “**Plan**”) and the Plan Supplement dated September 28, 2020 (as amended, supplemented and otherwise modified, the “**Plan Supplement**”, and together with the Plan, the “**Confirmed Plan**”) and as attached as Schedule “A” hereto, is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49(1) of the CCAA, and shall be implemented and become effective in all provinces and territories of Canada upon the issuance of this Order in accordance with its terms.

4. THIS COURT ORDERS AND DECLARES that the Confirmed Plan be and it is hereby recognized and given full force and effect in all provinces and territories of Canada and that it shall be implemented in Canada in accordance with its terms, pursuant to Section 49 of the CCAA.

IMPLEMENTATION OF THE CONFIRMED PLAN

5. THIS COURT ORDERS that the Foreign Representative is authorized and directed to take all steps and actions, and to do all things, necessary or appropriate to enter into or implement the Confirmed Plan in accordance with its terms, and enter into, implement and consummate all of the steps, transfers, transactions and agreements contemplated pursuant to the Confirmed Plan.

6. THIS COURT ORDERS that the directors of Vitamin OldCo Centres Company (formerly known as “General Nutrition Centres Company”) are authorized to take all necessary or appropriate steps and actions to implement the Confirmed Plan in accordance with its terms.

7. THIS COURT ORDERS that as of the Effective Date, the Confirmed Plan, including all compromises, arrangements, transfers, transactions, releases, discharges and injunctions provided for therein, as applicable, shall inure to the benefit of and be binding and effective upon Canadian creditors, and all other persons affected thereby, and on their respective heirs, administrators, executors, legal personal representatives, successors and assigns.

RELEASES AND INJUNCTIONS

8. THIS COURT ORDERS AND DECLARES that the compromises, arrangements, releases, discharges and injunctions contained and referenced in the Confirmation Order and the Confirmed Plan, are valid and that, effective on the Effective Date, all such releases, discharges and injunctions are hereby sanctioned, approved, recognized and given full force and effect in all provinces and territories of Canada, subject only to the rights of any Canadian creditors to receive distributions, if any, in respect of their claims in accordance with the Confirmation Order and the Confirmed Plan. For greater certainty, nothing herein, in the Confirmation Order or the Confirmed Plan shall release or affect any rights or obligations under the Confirmed Plan.

9. THIS COURT ORDERS AND DECLARES that on the Effective Date all charges, security interests or claims evidenced by the registrations listed in Schedule “B” attached hereto shall be expunged and discharged as against the debtor described thereon. Upon receipt of a certified copy of this Order and a copy of the Notice of (a) Entry of Order Confirming and (b) Effective Date of the Plan, substantially in the form attached as Schedule “B” to the Confirmation Order, all registrars of personal property registries and land title offices are hereby directed and requested to give effect to the discharges contemplated by this paragraph.

RECOGNITION OF ADDITIONAL U.S. ORDERS

10. THIS COURT ORDERS that the following orders of the U.S. Court made in the Chapter 11 Cases are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- (a) Thirty-Fourth (34th) Omnibus Order Authorizing the Debtors to Assume and Assign Certain Executory Contracts (“**34th Assignment Order**”);
- (b) Thirty-Fifth (35th) Omnibus Order Authorizing the Debtors to Assume and Assign Certain Executory Contracts (“**35th Assignment Order**”);

- (c) Thirty-Sixth (36th) Omnibus Order (a) Authorizing Rejection of Certain Unexpired Leases Effective as of September 29, 2020 and (b) Granting Related Relief (“**36th Lease Rejection Order**”);
- (d) Thirty-Seventh (37th) Omnibus Order (a) Authorizing Rejection of Certain Unexpired Leases Effective as of September 29, 2020 and (b) Granting Related Relief (“**37th Lease Rejection Order**”);
- (e) Thirty-Eighth (38th) Omnibus Order (a) Authorizing Rejection of Certain Unexpired Leases Effective as of September 29, 2020 and (b) Granting Related Relief (“**38th Lease Rejection Order**”); and
- (f) Order (a) Dismissing Case of GNC China Holdco, LLC and (b) Amending Debtors’ Case Caption (“**Case Caption Amendment Order**”)
- (g) Corrected Thirty First (31st) Omnibus Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases (“**Corrected 31st Assignment Order**”);
- (h) Order Sustaining Debtors’ First Omnibus Objection to Proofs of Claim Solely for Purposes of Voting on the Third Amended Joint Plan of Reorganization for GNC Holdings, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code (“**First Omnibus Claims Rejection Order**”);
- (i) Order, Pursuant to Section 365(d)(4) of the Bankruptcy Code, Extending the Deadline by Which the Debtors Must Assume or Reject Remaining Unexpired Leases of Nonresidential Real Property (“**Section 365(d)(4) Order**”);
- (j) Order Approving (a) Global Settlement, (b) Stalking Horse Agreement Amendment, and (c) Plan Support Agreement (“**Global Settlement Order**”); and
- (k) Order (i) Extending the Deadline by Which the Debtors May Remove Certain Actions and (ii) Granting Related Relief (“**Litigation Removal Extension Order**”),

attached as Schedules “D” to “N” to this Order.

CHANGE OF NAME AND STYLE OF CAUSE

11. THIS COURT ORDERS that the style of cause in the within proceedings be and is hereby amended to the following:

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF VITAMIN OLD
HOLDINGS, INC., VITAMIN OLD
CENTRES
COMPANY, VITAMIN OLD
PARENT LLC,
VITAMIN OLD
CORPORATION, VITAMIN OLD
CENTERS, INC., VITAMIN OLD
CO, INC., VITAMIN
OLD
INVESTMENT COMPANY, VITAMIN OLD
LUCKY CORPORATION, VITAMIN OLD
FUNDING,
INC., VITAMIN OLD
INTERNATIONAL HOLDINGS,
INC., VITAMIN OLD
HEADQUARTERS LLC,
VITAMIN OLD
ASSOCIATES, LTD., VITAMIN
OLD
CANADA HOLDINGS, INC., VITAMIN OLD
GOVERNMENT SERVICES, LLC, VITAMIN OLD
PUERTO RICO HOLDINGS, INC., AND VITAMIN
OLD
PUERTO RICO, LLC**

RELEASE OF DIP CHARGE

12. THIS COURT ORDERS that effective as of the Effective Date, the DIP Lenders’ Charges (as such term is defined in the Order of the Honourable Justice Conway dated June 29, 2020) is hereby forever released and discharged in all respects.

GENERAL

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

Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Debtors, the Foreign Representative, and the Information Officer, and their respective counsel and agents in carrying out the terms of this Order.

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

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

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

Schedule "A"
Confirmation Order

**Schedule “B”
Personal Property Security Registrations**

Province of Registration	Secured Party	Debtor	Registration No	Collateral Description
British Columbia	HOOPP Realty Inc 2020 – 505 Burrard Street Vancouver, BC V7X 1M6	General Nutrition Centres, Company	Base Reg. No.: 895236I Control No.: D3378506	All present and after-acquired personal property of the debtor.
British Columbia	Shape Properties (Lougheed) Corp 2020 Burrard Street, Ste 505 Vancouver, BC V7X 1M6	General Nutrition Centres, Company	Base Reg No.: 134833J Control No.: D3622991	All present and after-acquired personal property of the debtor.

Schedule "C"
Information Officer's Certificate

**Schedule “D”
34th Assignment Order**

Schedule "E"
35th Assignment Order

Schedule "F"
36th Lease Rejection Order

Schedule "G"
37th Lease Rejection Order

Schedule "H"
38th Lease Rejection Order

Schedule "I"
Case Caption Amendment Order

Schedule "J"
Corrected 31st Assignment Order

Schedule "K"
First Omnibus Claims Rejection Order

Schedule "L"
Section 365(d)(4) Order

**Schedule “M”
Global Settlement Order**

Schedule "N"
Litigation Removal Extension Order

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

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

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at TORONTO

RECOGNITION ORDER
(RECOGNITION OF CONFIRMATION ORDER
AND ADDITIONAL U.S. ORDERS AND
GRANTING RELATED RELIEF IN FOREIGN
MAIN PROCEEDING)

Torys LLP

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

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

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

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

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

Lawyers for the Applicant