

**Superior Court of Justice**  
Commercial List

**FILE/DIRECTION/ORDER**

**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 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**

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

**Applicants**

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Case Management  Yes  No by Judge: Koehnen J.

Counsel	Telephone No:	Email/Facsimile No:
See counsel list attached		

Order     Direction for Registrar (**No formal order need be taken out**)  
 Above action transferred to the Commercial List at Toronto (**No formal order need be taken out**)

Adjourned to: June 29, 2020

Time Table approved (as follows):

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**Date Heard:** June 24, 2020

1. The applicants seek an interim stay of proceedings under the Companies' Creditors Arrangement Act, RSC 1985, C. C-36, as amended (the "CCAA") until Monday June 24, 2020.
2. The stay is required for a short period while the applicants seek Chapter 11 relief in the United States. They filed Chapter 11 proceedings at approximately 3:45 AM this morning. Once they obtain a first day order in the United States, the applicants intend to apply to this court for recognition of the American proceeding as a foreign main proceeding as well as for ancillary relief.
3. Although the U.S. Court has not yet issued a formal order, the stay of proceedings in the U.S. arises as soon as the Chapter 11 relief is filed for. As a result, it often takes a day or two to obtain a court hearing in the United States to obtain the formal order. That delay could prejudice the Canadian applicants in respect of whom no stay would otherwise arise. In the absence of interim relief the Canadian applicants could be seriously prejudiced.
4. The only other way for the Canadian applicants to obtain a stay would be to commence a formal proceeding giving rise to a stay. That would be unnecessarily costly and complex in circumstances where the Canadian proceeding would appear to be secondary to the American proceeding.

5. Interim relief under the CCAA pending completion of applications has been authorized by this court before: endorsement of Morawetz J dated May 15, 2012 in Court File CV-19-615560-00CL; endorsement of Hainey J dated March 18, 2019 in Court File CV-19-615560-00CL.
  
6. In the circumstances I am satisfied that it is appropriate to grant the interim stay until American courts can address the Chapter 11 relief and the applicants can apply to this court to recognize that relief. The applicants expect the American court will deal with the issue within a day or two and seek a stay until June 29, 2020. The stay is granted as requested and the application is adjourned to June 29, 2020 at 11 AM.



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Koehnen J.

June 24, 2020

## **COUNSEL SLIP**

Scott Bomhof (Torys LLP), Counsel for the Applicant

Jeremy Opolsky (Torys LLP), Counsel for the Applicant

Leora Jackson (Torys LLP), Counsel for the Applicant

Andrew Winton (Lax O'Sullivan Lisus Gottlieb), Alternate Counsel for the Applicant, GNC Holdings, Inc., and the Debtors

Ryann Atkins (Lax O'Sullivan Lisus Gottlieb), Alternate Counsel for the Applicant, GNC Holdings, Inc., and the Debtors

Caroline Reckler (Latham & Watkins LLP), U.S. Counsel for Debtors and Debtors in Possession

Jeffrey Mispagel (Latham & Watkins LLP), U.S. Counsel for Debtors and Debtors in Possession

Ryan Jacobs (Cassels Brock & Blackwell LLP), Counsel for the DIP Lenders and the Ad Hoc Group of Crossover Lenders

Shayne Kukulowicz (Cassels Brock & Blackwell LLP), Counsel for the DIP Lenders and the Ad Hoc Group of Crossover Lenders

Michael Wunder (Cassels Brock & Blackwell LLP), Counsel for the DIP Lenders and the Ad Hoc Group of Crossover Lenders

Nigel Meakin (FTI Consulting Canada Inc.), Proposed Information Officer

Stuart Brotman (Fasken Martineau DuMoulin LLP), Counsel for Tiger Asset Solutions Canada, ULC

Ashley Taylor (Stikeman Elliott LLP), Counsel for the proposed Information Officer

Evan Cobb (Norton Rose Fulbright Canada LLP), Counsel for JPMorgan Chase Bank, N.A., in its capacity as ABL Facility Agent