

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MADAM ) FRIDAY, THE  
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JUSTICE CONWAY ) 16<sup>TH</sup> 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*,  
R.S.C. 1985, c. C-36, AS AMENDED

**ORDER  
(RE: APPROVAL OF INFORMATION OFFICER'S ACTIVITIES AND FEES)**

**THIS MOTION**, made by FTI Consulting Canada Inc. ("**FTI**"), in its capacity as the Court-appointed Information Officer (the "**Information Officer**") in respect of these proceedings, 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 seeking, among other things, approval of (a) the reports and activities of the Information Officer, and (b) approval of the fees of the Information Officer and its counsel Stikeman Elliott LLP, was heard this day by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 Emergency.

**ON READING** the Fourth Report of the Information Officer dated October 9, 2020, and on hearing submissions of counsel to the Debtors, counsel to the Information Officer, and counsel to those

parties shown on the counsel slip, no one else appearing although served, as evidenced by the Affidavit of Service of Sanja Sopic, filed,

### **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated such that this Motion is properly returnable today, and further service of the Notice of Motion and the Motion Record is hereby dispensed with.

### **CAPITALIZED TERMS**

2. **THIS COURT ORDERS** that capitalized terms not defined herein shall have the meanings ascribed thereto in the Fourth Report of the Information Officer dated October 9, 2020.

### **APPROVAL OF THE INFORMATION OFFICER'S REPORTS**

3. **THIS COURT ORDERS** that (a) the Pre-Filing Report of FTI in its capacity as the proposed Information Officer dated June 28, 2020 (the "**Pre-Filing Report**"); (b) the reports of FTI in its capacity as Information Officer dated July 24, 2020 (the "**First Report**"), August 21, 2020 (the "**Second Report**"), September 19, 2020 (the "**Third Report**") and October 9, 2020 (the "**Fourth Report**"); and (c) the activities of FTI in its capacity as the Information Officer, as described in the First Report, the Second Report, the Third Report and the Fourth Report, be and are hereby approved; provided, however, that only the Information Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

### **APPROVAL OF FEES OF THE INFORMATION OFFICER AND ITS COUNSEL**

4. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer, as described in the Fourth Report and set out in the affidavit of Nigel D. Meakin sworn October 9, 2020, are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer's legal counsel, Stikeman Elliott LLP ("**Stikeman**"), as described in the Fourth Report and set out in the affidavit of Ashley Taylor sworn October 9, 2020, are hereby approved.

**AID AND RECOGNITION**

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

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

**AND IN THE MATTER 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 OLD CO CORPORATION, GNC FUNDING INC., GNC INTERNATIONAL HOLDINGS INC., GNC CHINA HOLD CO, 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**

**ONTARIO  
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(COMMERCIAL LIST)**

PROCEEDINGS COMMENCED AT TORONTO

**ORDER  
(APPROVAL OF INFORMATION OFFICER'S  
ACTIVITIES AND FEES)**

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