

**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

**MOTION RECORD OF THE INFORMATION OFFICER
(Approval of Fees and Activities)
(Returnable October 16, 2020)**

October 9, 2020

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Barristers & Solicitors
5300 Commerce Court West
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Lawyers for the Information Officer

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2	Fourth Report of the Information Officer dated October 9, 2020
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TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
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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
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APPLICATION OF GNC HOLDINGS, INC., UNDER SECTION 46 OF *THE
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**NOTICE OF MOTION
(Approval of Activities and Fees)
(Returnable October 16, 2020)**

FTI CONSULTING CANADA INC. ("FTI"), in its capacity as the Court-appointed information officer (the "**Information Officer**") in the within proceedings will make a motion to the Court on October 16, 2020 at 10:00 a.m., or as soon after that time as the motion can be heard by videoconference via Zoom due to the COVID-19 crisis. The videoconference details can be found in Schedule "A" to this Notice of Motion. Please advise Sanja Sopic if you intend to join the hearing of this motion by emailing ssopic@stikeman.com.

THE MOTION WILL BE HEARD ORALLY.

THE MOTION IS FOR:

1. An Order substantially in the form of the draft Order attached at Tab 3 of the Motion Record:
 - (a) approving (i) the Pre-Filing Report of FTI in its capacity as the proposed Information Officer dated June 28, 2020, and (ii) 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**”) ¹, and 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;

- (b) approving the fees and disbursements of FTI in its capacity as the Information Officer for the period from June 30, 2020 to October 4, 2020, as set out in the affidavit of Nigel D. Meakin, sworn October 9, 2020 (the “**Meakin Affidavit**”);
- (c) approving the fees and disbursements of Stikeman Elliott LLP (“**Stikeman**”), legal counsel to the Information Officer for the period from May 12, 2020 to September 25, 2020, as set out in the affidavit of Ashley Taylor sworn October 9, 2020 (the “**Taylor Affidavit**”); and

2. Such further and other relief as counsel may request and this Court deems just.

THE GROUNDS FOR THE MOTION ARE:

1. On June 23, 2020, the Debtors commenced insolvency proceedings by filing voluntary petitions with the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) under Chapter 11 of Title 11 of the United States Bankruptcy Code (the “**Chapter 11 Proceedings**”);
2. On June 23, 2020, the US Court made various orders in the Chapter 11 Proceedings (the “**First Day Orders**”), including an order authorizing GNC Holdings, Inc. (“**GNC Holdings**”) to act as foreign representative of the Chapter 11 Proceedings;
3. On June 24, 2020, this Court granted the interim order (Foreign Main Proceeding) granting a stay of proceedings against the Debtors pending further order of the Court;
4. On June 29, 2020 this Court made the Initial Recognition Order, *inter alia*, declaring that GNC Holdings is the “foreign representative” as defined in section 45 of the CCAA, and a Supplemental Order, *inter alia*, appointing FTI as Information Officer, recognizing the First Day Orders, and granting the Administration Charge and the DIP Lenders’ Charge;
5. On June 29, 2020, this Court granted the Consulting Agreement Approval Order, recognizing the Interim Store Closing Order in the Chapter 11 Proceedings, approving the Consulting Agreement

¹ Capitalized terms not otherwise defined in this Notice of Motion are as defined in the Fourth Report.

and approving and authorizing the Debtors to conduct the going-out-of-business sale process in Canada, in accordance with the Interim Store Closing Order, the Canadian Store Closing Procedures, the Canadian Sale Guidelines and the Consulting Agreement;

6. On July 27, 2020, this Court granted the Second Day Recognition Order, recognizing certain Second Day Orders made in the Chapter 11 Proceedings, including the Final DIP Order, the Bar Date Order and the Bidding Procedures Order;
7. On August 25, 2020, this Court granted an order recognizing certain additional orders that had been entered by the US Court, including (a) the Disclosure Statement Order approving the Plan and Disclosure Statement, establishing procedures for the solicitation of votes with respect to the Plan, and granting certain related relief, and (b) the Stalking Horse and Bid Protections Approval Order;
8. On September 14, 2020, the Debtors filed a Notice of Auction Cancellation and Successful Bidder with the US Court, stating that the Debtors did not receive any Qualified Bids for the Debtors' assets, other than from the Stalking Horse Bidder and that, pursuant to the Bidding Procedures, the Debtors were cancelling the Auction and designating the Stalking Horse Bidder as the Successful Bidder;
9. On September 22, 2020 this Court granted (a) the Sale Recognition Order, recognizing the September 18, 2020 Sale Order made by the US Court approving the transaction contemplated by the Stalking Horse Agreement and approving the Debtors' assignment and transfer to the Stalking Horse Bidder of certain unexpired executory contracts and leases, and (b) the Thirteenth Lease Rejection Order made by the US Court, authorizing the rejection of certain unexpired leases;
10. On September 30, 2020, this Court granted an order recognizing certain additional orders that had been entered by the US Court, authorizing the assignment and assumption of additional unexpired leases;
11. The Foreign Representative has brought a motion returnable on October 16, 2020, seeking recognition of the Confirmation Order confirming the Plan, including the Debtors' Disclosure Statement;

12. FTI, in its capacity as Information Officer, has carried out its duties in a reasonable and prudent manner and has reported to this Court on its activities as Information Officer in three previous reports, and most recently in the Fourth Report;
13. In accordance with paragraph 17 of the Supplemental Order, the fees of the Information Officer and its counsel must be approved by this Court;
14. The Information Officer and its counsel, Stikeman, have maintained detailed records of their professional time and disbursements since the Information Officer's appointment;
15. The provisions of the CCAA, including Part IV thereof;
16. Rules 2.03, 3.02, 16, and 37 of the *Rules of Civil Procedure*, R.R.O. 1990. Reg. 194, as amended; and
17. Such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The Fourth Report;
2. The Meakin Affidavit and the Taylor Affidavit; and
3. Such further and other evidence as counsel may advise and this Court may permit.

October 9, 2020

STIKEMAN ELLIOTT LLP

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Lawyers for the Information Officer

Schedule "A"

Zoom Particulars

Join Zoom Meeting

<https://torys.zoom.us/j/98799385766?pwd=TFBzMWlZSVhoQ3puQytJcmF1TG9PQT09>

Meeting ID: 987 9938 5766

Passcode: 028280

One tap mobile

+16465588656,,98799385766#,,,,,0#,,028280# US (New York)

+16699009128,,98799385766#,,,,,0#,,028280# US (San Jose)

Dial by your location

+1 646 558 8656 US (New York)

+1 669 900 9128 US (San Jose)

+1 253 215 8782 US (Tacoma)

+1 301 715 8592 US (Germantown)

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 647 558 0588 Canada

+1 778 907 2071 Canada

+1 204 272 7920 Canada

+1 438 809 7799 Canada

+1 587 328 1099 Canada

+1 647 374 4685 Canada

Find your local number: <https://torys.zoom.us/u/au0Nv5CMx>

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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDINGS COMMENCED AT TORONTO

NOTICE OF MOTION
(APPROVAL OF ACTIVITIES AND FEES)

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Lawyers for the Information Officer

TAB 2

Court File No. CV-20-00642970-00CL

**GNC Holdings, Inc.,
General Nutrition Centres Company *et al***

FOURTH REPORT OF THE INFORMATION OFFICER

October 9, 2020

**ONTARIO
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IN THE MATTER OF THE
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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
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**FOURTH REPORT TO THE COURT
SUBMITTED BY FTI CONSULTING CANADA INC.
IN ITS CAPACITY AS INFORMATION OFFICER**

INTRODUCTION

1. GNC Holdings, Inc. ("**GNC Holdings**"), an entity registered in the state of Delaware, is the ultimate parent of General Nutrition Centres Company ("**GNC Canada**"). GNC Holdings is also the ultimate parent for those entities listed in **Appendix A** hereto (collectively, with GNC Holdings and GNC Canada, the "**Debtors**"). On June 23, 2020 (the "**Petition Date**"), the Debtors commenced cases under Chapter 11 of the United States Bankruptcy Code (the "**Chapter 11 Cases**") in the U.S. Bankruptcy Court in Delaware (the "**U.S. Court**").

2. On June 24, 2020, GNC Holdings in its capacity as the proposed foreign representative of the Debtors in respect of the Chapter 11 Cases filed an application (the “**Recognition Proceedings**”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) to the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) for:
 - (a) An interim order (Foreign Main Proceeding) granting a stay of proceedings against the Debtors (the “**Interim Stay Order**”);
 - (b) An initial recognition order (the “**Initial Recognition Order**”) recognizing the Chapter 11 Cases and granting, *inter alia*, a stay of proceedings against the Debtors;
 - (c) A supplemental recognition order (the “**Supplemental Order**”) seeking certain relief including the recognition of various orders issued in the Chapter 11 Cases and the appointment of FTI Consulting Canada Inc. (“**FTI Canada**”) as Information Officer (in such capacity, the “**Information Officer**”); and
 - (d) An order (the “**Consulting Agreement Approval Order**”) approving the consulting agreement (the “**Consulting Agreement**”) entered into between GNC Canada and a joint venture comprised of Tiger Asset Solutions Canada, ULC and GA Retail Canada ULC (collectively, the “**Canada Consultant**”).
3. The Interim Stay Order was granted on June 24, 2020. Pursuant to the Interim Stay Order, FTI Consulting Canada Inc. (“**FTI Canada**”), in its capacity as the proposed Information Officer (at that time), established a case website for the Recognition Proceedings at <http://cfcanada.fticonsulting.com/GNCC> (the “**Canada Case Website**”).

4. On June 25, 2020 and June 26, 2020, the U.S. Court granted the First Day Orders to permit the Debtors to continue to operate their business in the ordinary course and to advance their proposed reorganization. The First Day Orders included the Foreign Representative Order, the Interim DIP Order, the Interim Cash Management Order, the Interim Store Closing Order, and the Interim Wages Order, each as defined in the Pre-Filing Report of the Proposed Information Officer dated June 28, 2020 (the “**Pre-Filing Report**”). The U.S. Court also issued an order consolidating the administration of the Chapter 11 Cases for procedural purposes only under Case No. 20-11662.
5. All publicly available information filed in the Chapter 11 Cases is available at <https://cases.primeclerk.com/gnc> (the “**U.S. Case Website**”).
6. On June 29, 2020, the Honourable Madam Justice Conway of the Canadian Court granted:
 - (a) The Initial Recognition Order, *inter alia*, declaring that GNC Holdings is a “foreign representative” as defined in section 45 of the CCAA (the “**Foreign Representative**”), that the centre of main interests for each of the Debtors is the United States of America and recognizing the Chapter 11 Cases as a “foreign main proceeding”;
 - (b) The Supplemental Order, *inter alia*, recognizing several of the First Day Orders, appointing FTI Canada as information officer (the “**Information Officer**”), granting a stay of proceedings against the Debtors and granting a super-priority charge (the “**DIP Lenders’ Charges**”) on the Debtors’ property in Canada for the benefit of GLAS Trust Company LLC, as administrative collateral agent for and on behalf of itself and the other lenders party thereto (the “**DIP Term Lenders**”), and JP Morgan Chase N.A. as administrative agent and collateral agent for an on behalf of themselves and the other lenders party thereto (the “**DIP ABL FILO Lenders**”, and collectively with the DIP Term Lenders, the “**DIP Lenders**”); and

- (c) The Consulting Agreement Approval Order, *inter alia*, recognizing the Interim Store Closing Order in the Chapter 11 Cases, approving the Consulting Agreement and approving and authorizing the Debtors to conduct the going-out-of-business sale process in Canada (the “**GOB Sale**”) in accordance with the Interim Store Closing Order, the Canadian Store Closing Procedures, the Canadian Sale Guidelines (as defined in the Interim Store Closing Order) and the Consulting Agreement.
7. As described in the First Report of the Information Officer dated July 24, 2020 (the “**First Report**”), various orders were entered by the U.S. Court on July 20, July 21, and July 22, 2020 (the “**Second Day Orders**”).
8. On July 27, 2020, the Honourable Madam Justice Gilmore of the Canadian Court granted an Order (the “**Second Day Recognition Order**”) recognizing certain of the Second Day Orders, including the Final DIP Order, the Bar Date Order and the Bidding Procedures Order.
9. On August 25, 2020, the Honourable Madam Justice Conway of the Canadian Court granted an Order (the “**August 25 Recognition Order**”) recognizing certain additional Orders that had been entered by the U.S. Court, including the Disclosure Statement Order and the Stalking Horse and Bid Protections Approval Order.
10. On September 22, 2020, the Honourable Madam Justice Conway of the Canadian Court granted an Order (the “**September 22 Recognition Order**”) recognizing the following additional Orders that had been entered by the U.S. Court:
- (a) The U.S. Sale Order, *inter alia*:
- (i) Authorizing the sale of substantially all of the Debtors’ assets free and clear of all claims, liens, liabilities, rights, interests and encumbrances (the “**Sale Transaction**”); and

- (ii) Authorizing the assumption and assignment of certain of the Debtors' executory contracts and unexpired leases; and
 - (b) The Thirteenth Omnibus Lease Rejection Order *inter alia* authorizing rejection of certain unexpired leases effective as of August 31, 2020.
- 11. On September 30, 2020, the Honourable Madam Justice Conway of the Canadian Court granted an Order (the "**September 30 Recognition Order**") recognizing the 29th Lease Assumption Order, the 30th Lease Assumption Order, the 31st Lease Assumption Order, the 32nd Lease Assumption Order and the 33rd Lease Assumption Order.
- 12. The Sale Transaction was completed on October 7, 2020.
- 13. The purpose of this, the Fourth Report of the Information Officer (the "**Report**"), is to provide information to the Canadian Court with respect to the Information Officer's request for an Order (the "**First Fee Approval Order**") *inter alia* approving the fees and disbursements of the Information Officer and its legal counsel.

TERMS OF REFERENCE

- 14. In preparing this Report, the Information Officer has relied upon unaudited financial information of the Debtors, the Debtors' books and records, certain financial information prepared by the Debtors and discussions with various parties, including the Canada Consultant and other various legal, financial, and other advisors to the Debtors (collectively, the "**Information**").
- 15. Except as described in this Report:
 - (a) The Information Officer has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and

- (b) The Information Officer has not examined or reviewed financial forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.
- 16. The Information Officer has prepared this Report in connection with its motion for the granting of the First Fee Approval Order, which is scheduled to be heard on August 16, 2020, and this Report should not be relied on for any other purposes.
- 17. Future oriented financial information reported or relied on in preparing this Report is based on the assumptions of management of the Debtors (“**Management**”) regarding future events; actual results may vary from forecast and such variations may be material.
- 18. Unless otherwise stated, all monetary amounts contained herein are expressed in **United States Dollars**. Capitalized terms not otherwise defined herein have the meanings defined in the Initial Tolivar Affidavit, the U.S. First Day Declarations, the Pre-Filing Report or previous Reports of the Information Officer.

EXECUTIVE SUMMARY

- 19. The Information Officer respectfully submits that the Information Officer’s Fees and Disbursements and the Information Officer’s Counsel Fees and Disbursements (including the fees and disbursements of Local Agents) are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in the Recognition Proceedings.

THE FIRST FEE APPROVAL ORDER

- 20. The Information Officer now respectfully requests that the First Fee Approval Order approving:
 - (a) The Pre-filing Report of FTI Consulting Canada Inc. dated June 28, 2020, in its capacity as proposed Information Officer;

- (b) The actions, conduct and activities of the Information Officer as described in the Information Officer's First Report, Second Report, Third Report and Fourth Report; and
 - (c) The fees and disbursements of the Information Officer for the period to October 4, 2020, and of the fees and disbursements of its legal counsel for the period to September 25, 2020.
21. Pursuant to paragraph 17 of the Supplemental Recognition Order, the Information Officer and its counsel have been paid their fees and disbursements at their standard rates and charges by GNC Canada from time to time as part of the costs of the Recognition Proceedings.
22. Paragraph 18 of the Supplemental Recognition Order states:
- “THIS COURT ORDERS that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose, the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding.”
23. The Information Officer and Stikeman Elliott LLP (the “**Information Officer’s Counsel**”) have maintained records of their professional time and costs.
24. The total fees and disbursements of the Information Officer during the period from the commencement of the Recognition Proceedings to October 4, 2020, amount to \$454,935.38 (the “**Information Officer Fees and Disbursements**”), including \$385,849.00 for fees and \$69,086.38 for disbursements (all excluding applicable taxes). The time spent by the Information Officer’s personnel in the period is more particularly described in the affidavit of Nigel Meakin of the Information Officer, sworn October 9, 2020 in support of the Information Officer’s request for the First Fee Approval Order. A copy of the affidavit of Mr. Meakin is attached hereto as **Appendix B**.

25. The total fees and disbursements of the Information Officer's Counsel during the period to September 25, 2020, amount to US\$190,448.36 (the "**Information Officer's Counsel Fees and Disbursements**"), including invoiced fees of US\$190,304.64 and disbursements of US\$143.72 (all excluding applicable taxes). The time spent by the personnel of the Information Officer's Counsel in the period is more particularly described in the affidavit of Ashley Taylor of the Information Officer's Counsel, sworn October 9, 2020 in support of the Information Officer's request for the Fee & Activity Approval Order. A copy of the affidavit of Mr. Taylor is attached hereto as **Appendix C**.
26. In addition, invoices were rendered by local agents engaged in Prince Edward Island, Nova Scotia, New Brunswick, Newfoundland and Labrador, Manitoba and Saskatchewan by the Information Officer's Counsel (the "**Local Agents**") to assist it in its review of the various security held by creditors of GNC Canada and delivery of an opinion to the Information Officer as to the validity and enforceability of such security. Such additional invoices total \$20,483.92 exclusive of applicable taxes.
27. The Information Officer respectfully submits that the Information Officer's Fees and Disbursements and the Information Officer's Counsel Fees and Disbursements (including the fees and disbursements of Local Agents) are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in the Recognition Proceedings.
28. Accordingly, the Information Officer respectfully seeks the approval of the Information Officer Fees and Disbursements and the Information Officer's Counsel Fees and Disbursements.

The Information Officer respectfully submits to the Court this, its Fourth Report.

Dated this 9th day of October, 2020.

FTI CONSULTING CANADA INC.

Solely in its capacity as Information Officer 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, and not in its personal or corporate capacity.



Nigel D. Meakin
Senior Managing Director



Jim Robinson
Managing Director

Appendix A

Debtors

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 HOLDCO, LLC
GNC HEADQUARTERS LLC
GUSTINE SIXTH AVENUE ASSOCIATES, LTD.
GNC CANADA HOLDINGS, INC.
GNC GOVERNMENT SERVICES, LLC
GNC PUERTO RICO HOLDINGS, INC
GNC PUERTO RICO, LLC

Appendix B

Affidavit of Nigel Meakin Sworn October 9, 2020

Court File No. CV-20-00642970-00CL

**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
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GENERAL NUTRITION CENTERS, INC., GENERAL NUTRITION
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LUCKY OLDSCO CORPORATION, GNC FUNDING INC., GNC
INTERNATIONAL HOLDINGS INC., GNC CHINA HOLDSCO, LLC, GNC
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APPLICATION OF GNC HOLDINGS, INC., UNDER SECTION 46 OF
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R.S.C. 1985, c. C-36, AS AMENDED

**AFFIDAVIT OF NIGEL D. MEAKIN
(Sworn October 9, 2020)**

I, Nigel D. Meakin, of the City of Toronto, in the Province of Ontario, MAKE OATH AND
SAY that:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("FTI") and, as such, I have knowledge of the matters hereinafter deposed to except where stated to be on information and belief, and where so stated, I verily believe it to be true.

2. GNC Holdings, Inc. (“**GNC Holdings**”), an entity registered in the state of Delaware, is the ultimate parent of General Nutrition Centres Company (“**GNC Canada**”). GNC Holdings is also the ultimate parent for those entities listed in **Exhibit A** hereto (collectively, with GNC Holdings and GNC Canada, the “**Debtors**”). On June 23, 2020 (the “**Petition Date**”), the Debtors commenced cases under Chapter 11 of the United States Bankruptcy Code (the “**Chapter 11 Cases**”) in the U.S. Bankruptcy Court in Delaware (the “**U.S. Court**”).
3. On June 24, 2020, GNC Holdings in its capacity as the proposed foreign representative of the Debtors in respect of the Chapter 11 Cases filed an application (the “**Recognition Proceedings**”) under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) to the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) for, *inter alia*:
 - (a) An interim order (Foreign Main Proceeding) granting a stay of proceedings against the Debtors (the “**Interim Stay Order**”);
 - (b) An initial recognition order (the “**Initial Recognition Order**”) recognizing the Chapter 11 Cases and granting, *inter alia*, a stay of proceedings against the Debtors; and
 - (c) A supplemental recognition order (the “**Supplemental Order**”) seeking certain relief including the recognition of various orders issued in the Chapter 11 Cases and the appointment of FTI Consulting Canada Inc. (“**FTI Canada**”) as Information Officer (in such capacity, the “**Information Officer**”).
4. The Interim Stay Order was granted on June 24, 2020.
5. On June 29, 2020, the Honourable Madam Justice Conway of the Canadian Court granted, *inter alia*:

- (a) The Initial Recognition Order, *inter alia*, declaring that GNC Holdings is a “foreign representative” as defined in section 45 of the CCAA (the “**Foreign Representative**”), that the centre of main interests for each of the Debtors is the United States of America and recognizing the Chapter 11 Cases as a “foreign main proceeding”; and
 - (b) The Supplemental Order, *inter alia*, recognizing several of the First Day Orders, appointing FTI Canada as Information Officer and granting a stay of proceedings against the Debtors.
6. Pursuant to paragraph 17 of the Supplemental Recognition Order, the Information Officer and its counsel have been paid their fees and disbursements at their standard rates and charges by GNC Canada from time to time as part of the costs of the Recognition Proceedings.
7. Pursuant to paragraph 18 of the Supplemental Recognition Order, the Information Officer and its legal counsel are required to pass their accounts with the Court from time to time.
8. The total fees and disbursements of the Information Officer during the period from the commencement of the Recognition Proceedings to October 4, 2020, amount to \$454,935.38 (the “**Information Officer Fees and Disbursements**”), including \$385,849.00 for fees and \$69,086.38 for disbursements (all excluding applicable taxes). Attached hereto and marked as **Exhibit "B"** to this, my Affidavit, is a summary of the invoices rendered by the Information Officer during the Period (the “**Accounts**”). True copies of the Accounts are attached as **Exhibit "C"** to this my Affidavit.
9. The activities undertaken and services provided by the Information Officer in connection with the administration of the Recognition Proceedings are described the Information Officer’s Reports filed with the Court.

10. In the course of performing its duties, personnel of the Information Officer have expended a total of 476.4 hours during the Period. Attached as **Exhibit “D”** to this, my Affidavit, is a schedule setting out a summary of the individual staff involved in the administration of the Recognition Proceedings and the hours and applicable average rates per person claimed by the Information Officer. The average hourly rate billed by the Information Officer is \$809.93. A schedule of the descriptions of the services provided by the Information Officer’s staff is attached as **Exhibit “E”** to this my affidavit.
11. The Information Officer requests that this Honourable Court approve its Accounts in the total amount of \$454,935.38 (excluding applicable taxes).
12. Stikeman Elliott LLP, counsel to the Information Officer (the “**Information Officer’s Counsel**”), has rendered services throughout the Recognition Proceedings in a manner consistent with the instructions of the Information Officer.
13. The total fees for services and disbursements provided by Information Officer’s Counsel during the period from the commencement of the Recognition Proceedings to September 25, 2020, amount to US\$190,448.36 (the “**Information Officer’s Counsel Fees and Disbursements**”), including fees of US\$190,304.64 and disbursements of US\$143.72 (all excluding applicable taxes). The time spent by Information Officer’s Counsel’s personnel is more particularly described in the Affidavit of Ashley Taylor of the Information Officer’s Counsel, sworn October 9, 2020 in support of the Information Officer’s request for approval of the Information Officer’s Counsel Fees and Disbursements.
14. In addition to the invoices of the Information Officer’s Counsel, invoices were rendered by local agents engaged in New Brunswick, Manitoba and Saskatchewan by the Information Officer’s Counsel (the “**Local Agents**”) to assist it in its review of the various security held by creditors of GNC Canada and delivery of an opinion to the Information Officer as to the validity and enforceability of such security. Such additional invoices total \$20,483.92 exclusive of applicable taxes.

- 15. To the best of my knowledge, the rates charged by the Information Officer, the Information Officer’s Counsel and the Local Agents are comparable to the rates charged for the provision of similar services by other similar restructuring firms and law firms in their local markets.
- 16. I verily believe that the fees and disbursements incurred by the Information Officer, the Information Officer’s Counsel and the Local Agents are fair and reasonable in the circumstances.
- 17. This Affidavit is sworn in connection with a motion for an Order of this Honourable Court approving the fees and disbursements of the Information Officer, the Information Officer’s Counsel and the Local Agents all as described herein and for no improper purpose.

SWORN BEFORE ME at the)
 City of Toronto, this)
 day of October 9, 2020)
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DocuSigned by:
Sanja Sopic
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 A Commissioner for Taking Affidavits, etc.

 NIGEL D. MEAKIN

THIS IS EXHIBIT "A", referred to in the Affidavit of NIGEL MEAKIN, sworn on October 9, 2020.

DocuSigned by:
Sanja Sopic
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Commissioner for Taking Affidavits

Exhibit A

Debtors

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 HOLDCO, LLC
GNC HEADQUARTERS LLC
GUSTINE SIXTH AVENUE ASSOCIATES, LTD.
GNC CANADA HOLDINGS, INC.
GNC GOVERNMENT SERVICES, LLC
GNC PUERTO RICO HOLDINGS, INC
GNC PUERTO RICO, LLC

THIS IS EXHIBIT "B", referred to in the Affidavit of NIGEL MEAKIN, sworn on October 9, 2020.

DocuSigned by:
Sanja Sapic
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Commissioner for Taking Affidavits

Exhibit B

Summary of Invoices

GNC Holdings Inc. et al
Summary of FTI Invoices
June 30 2020 - October 4, 2020

Invoice #	Invoice Date	Period End Date	Fees	Expenses	Fees + Expenses	HST	Total
29004284	June 30, 2020	June 30, 2020	\$33,106.00	\$1,986.36	\$35,092.36	\$4,562.01	\$39,654.37
29004302	July 15, 2020	July 12, 2020	\$22,292.50	\$1,337.55	\$23,630.05	\$3,071.91	\$26,701.96
29004307	July 23, 2020	July 19, 2020	\$41,396.50	\$27,625.55	\$69,022.05	\$8,972.86	\$77,994.91
29004318	July 28, 2020	July 26, 2020	\$57,514.00	\$3,450.84	\$60,964.84	\$7,925.43	\$68,890.27
29004346	July 31, 2020	July 31, 2020	\$8,977.00	\$538.62	\$9,515.62	\$1,237.03	\$10,752.65
29004364	August 14, 2020	August 9, 2020	\$4,817.00	\$18,309.40	\$23,126.40	\$3,006.43	\$26,132.83
29004374	August 20, 2020	August 16, 2020	\$45,046.00	\$3,744.28	\$48,790.28	\$6,342.74	\$55,133.02
29004375	August 25, 2020	August 23, 2020	\$45,299.50	\$2,756.47	\$48,055.97	\$6,247.28	\$54,303.25
29004388	August 31, 2020	August 31, 2020	\$18,224.50	\$1,093.47	\$19,317.97	\$2,511.34	\$21,829.31
29004416	September 10, 2020	September 6, 2020	\$4,832.00	\$289.92	\$5,121.92	\$665.85	\$5,787.77
29004422	September 18, 2020	September 13, 2020	\$11,926.00	\$2,370.88	\$14,296.88	\$1,858.59	\$16,155.47
29004428	September 24, 2020	September 20, 2020	\$44,373.50	\$2,662.41	\$47,035.91	\$6,114.67	\$53,150.58
29004430	September 29, 2020	September 27, 2020	\$14,329.50	\$897.73	\$15,227.23	\$1,979.54	\$17,206.77
29004465	October 6, 2020	October 4, 2020	\$33,715.00	\$2,022.90	\$35,737.90	\$4,645.93	\$40,383.83
TOTAL			\$385,849.00	\$69,086.38	\$454,935.38	\$59,141.59	\$514,076.97

THIS IS EXHIBIT "C", referred to in the Affidavit of NIGEL MEAKIN, sworn on October 9, 2020.

DocuSigned by:

Sanja Sopic

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Commissioner for Taking Affidavits

Exhibit C

The Accounts



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

June 30, 2020
 FTI Invoice No. 29004284
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	7.5	\$7,650.00
Gregory Watson	Senior Managing Director	\$1,020.00	1.0	\$1,020.00
James Robinson	Managing Director	\$835.00	28.2	\$23,547.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	0.5	\$245.00
Kathleen Foster	Executive Assistant I	\$140.00	4.6	\$644.00
Total Hours and Fees			41.8	\$33,106.00
Allocated Expenses				\$1,986.36
Total Expenses				\$1,986.36
HST Registration No. 835718024RT0001				\$4,562.01
Invoice Total for Current Period				\$39,654.37



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

July 15, 2020
 FTI Invoice No. 29004302
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 12, 2020

Name	Title	Rate	Hours	Total
Dewey Imhoff	Senior Managing Director	\$1,535.00	1.5	\$2,302.50
Nigel Meakin	Senior Managing Director	\$1,020.00	1.3	\$1,326.00
James Robinson	Managing Director	\$835.00	19.2	\$16,032.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	5.0	\$2,450.00
Kathleen Foster	Executive Assistant I	\$140.00	1.3	\$182.00
Total Hours and Fees			28.3	\$22,292.50
Allocated Expenses				\$1,337.55
Total Expenses				\$1,337.55
HST Registration No. 835718024RT0001				\$3,071.91
Invoice Total for Current Period				\$26,701.96



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

July 23, 2020
 FTI Invoice No. 29004307
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 19, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	6.0	\$6,120.00
James Robinson	Managing Director	\$835.00	39.9	\$33,316.50
Tyler Rivas-Perri	Senior Consultant	\$490.00	4.0	\$1,960.00
Total Hours and Fees			49.9	\$41,396.50
Allocated Expenses				\$2,483.79
Other/Miscellaneous				\$25,141.76
Total Expenses				\$27,625.55
HST Registration No. 835718024RT0001				\$8,972.86
Invoice Total for Current Period				\$77,994.91



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

July 28, 2020
 FTI Invoice No. 29004318
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 26, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	14.8	\$15,096.00
Gregory Watson	Senior Managing Director	\$1,020.00	0.5	\$510.00
James Robinson	Managing Director	\$835.00	46.8	\$39,078.00
Evelyn Bubb	Director I	\$750.00	0.6	\$450.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	4.6	\$2,254.00
Kathleen Foster	Executive Assistant I	\$140.00	0.9	\$126.00
Total Hours and Fees			68.2	\$57,514.00
Allocated Expenses				\$3,450.84
Total Expenses				\$3,450.84
HST Registration No. 835718024RT0001				\$7,925.43
Invoice Total for Current Period				\$68,890.27



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

July 31, 2020
 FTI Invoice No. 29004346
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	3.3	\$3,366.00
James Robinson	Managing Director	\$835.00	4.8	\$4,008.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	3.1	\$1,519.00
Kathleen Foster	Executive Assistant I	\$140.00	0.6	\$84.00
Total Hours and Fees			11.8	\$8,977.00
Allocated Expenses				\$538.62
Total Expenses				\$538.62
HST Registration No. 835718024RT0001				\$1,237.03
Invoice Total for Current Period				\$10,752.65



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

August 14, 2020
 FTI Invoice No. 29004364
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 9, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	1.0	\$1,020.00
James Robinson	Managing Director	\$835.00	2.2	\$1,837.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	4.0	\$1,960.00
Total Hours and Fees			7.2	\$4,817.00
Allocated Expenses				\$289.02
Other/Miscellaneous				\$18,020.38
Total Expenses				\$18,309.40
HST Registration No. 835718024RT0001				\$3,006.43
Invoice Total for Current Period				\$26,132.83



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

August 20, 2020
 FTI Invoice No. 29004374
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 16, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	4.0	\$4,080.00
James Robinson	Managing Director	\$835.00	47.2	\$39,412.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	3.0	\$1,470.00
Kathleen Foster	Executive Assistant I	\$140.00	0.6	\$84.00
Total Hours and Fees			54.8	\$45,046.00
Allocated Expenses				\$2,702.76
Other/Miscellaneous				\$1,041.52
Total Expenses				\$3,744.28
HST Registration No. 835718024RT0001				\$6,342.74
Invoice Total for Current Period				\$55,133.02



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

August 25, 2020
 FTI Invoice No. 29004375
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 23, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	6.4	\$6,528.00
James Robinson	Managing Director	\$835.00	37.3	\$31,145.50
Evelyn Bubb	Director I	\$750.00	0.2	\$150.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	15.0	\$7,350.00
Kathleen Foster	Executive Assistant I	\$140.00	0.9	\$126.00
Total Hours and Fees			59.8	\$45,299.50
Business Meals				\$38.50
Allocated Expenses				\$2,717.97
Total Expenses				\$2,756.47
HST Registration No. 835718024RT0001				\$6,247.28
Invoice Total for Current Period				\$54,303.25



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

August 31, 2020
 FTI Invoice No. 29004388
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	2.2	\$2,244.00
James Robinson	Managing Director	\$835.00	14.1	\$11,773.50
Tyler Rivas-Perri	Senior Consultant	\$490.00	8.5	\$4,165.00
Kathleen Foster	Executive Assistant I	\$140.00	0.3	\$42.00
Total Hours and Fees			25.1	\$18,224.50
Allocated Expenses				\$1,093.47
Total Expenses				\$1,093.47
HST Registration No. 835718024RT0001				\$2,511.34
Invoice Total for Current Period				\$21,829.31



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

September 10, 2020
 FTI Invoice No. 29004416
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 6, 2020

Name	Title	Rate	Hours	Total
James Robinson	Managing Director	\$835.00	5.2	\$4,342.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	1.0	\$490.00
Total Hours and Fees			6.2	\$4,832.00
Allocated Expenses				\$289.92
Total Expenses				\$289.92
HST Registration No. 835718024RT0001				\$665.85
Invoice Total for Current Period				\$5,787.77



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

September 18, 2020
 FTI Invoice No. 29004422
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 13, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	3.8	\$3,876.00
James Robinson	Managing Director	\$835.00	7.0	\$5,845.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	4.5	\$2,205.00
Total Hours and Fees			15.3	\$11,926.00
Allocated Expenses				\$715.56
Other/Miscellaneous				\$1,655.32
Total Expenses				\$2,370.88
HST Registration No. 835718024RT0001				\$1,858.59
Invoice Total for Current Period				\$16,155.47



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

September 24, 2020
 FTI Invoice No. 29004428
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 20, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	12.6	\$12,852.00
James Robinson	Managing Director	\$835.00	37.7	\$31,479.50
Kathleen Foster	Executive Assistant I	\$140.00	0.3	\$42.00
Total Hours and Fees			50.6	\$44,373.50
Allocated Expenses				\$2,662.41
Total Expenses				\$2,662.41
HST Registration No. 835718024RT0001				\$6,114.67
Invoice Total for Current Period				\$53,150.58



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

September 29, 2020
 FTI Invoice No. 29004430
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 27, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	3.1	\$3,162.00
James Robinson	Managing Director	\$835.00	12.1	\$10,103.50
Tyler Rivas-Perri	Senior Consultant	\$490.00	2.0	\$980.00
Kathleen Foster	Executive Assistant I	\$140.00	0.6	\$84.00
Total Hours and Fees			17.8	\$14,329.50
Business Meals				\$37.96
Allocated Expenses				\$859.77
Total Expenses				\$897.73
HST Registration No. 835718024RT0001				\$1,979.54
Invoice Total for Current Period				\$17,206.77



Invoice Summary

Ms. Tricia Tolivar
 GNC Holdings Inc.
 300 Sixth Avenue
 Pittsburgh, PA 15222

October 6, 2020
 FTI Invoice No. 29004465
 FTI Job No. 012766.0008
 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 4, 2020

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$1,020.00	11.9	\$12,138.00
James Robinson	Managing Director	\$835.00	23.2	\$19,372.00
Tyler Rivas-Perri	Senior Consultant	\$490.00	4.5	\$2,205.00
Total Hours and Fees			39.6	\$33,715.00
Allocated Expenses				\$2,022.90
Total Expenses				\$2,022.90
HST Registration No. 835718024RT0001				\$4,645.93
Invoice Total for Current Period				\$40,383.83

THIS IS EXHIBIT "D", referred to in the Affidavit of NIGEL MEAKIN, sworn on October 9, 2020.

DocuSigned by:

Sanja Sopic

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Commissioner for Taking Affidavits

Exhibit D

Summary of Time Charges

GNC Holdings Inc. et al**Summary of Charges****June 30 2020 - October 4, 2020**

Professional	Title	Hours	Hourly Rate	Total
Dewey Imhoff	Senior Managing Director	1.50	1,535	\$2,302.50
Nigel Meakin	Senior Managing Director	77.90	1,020	\$79,458.00
Gregory Watson	Senior Managing Director	1.50	1,020	\$1,530.00
James Robinson	Managing Director	324.90	835	\$271,291.50
Evelyn Bubb	Director I	0.80	750	\$600.00
Tyler Rivas-Perri	Senior Consultant	59.70	490	\$29,253.00
Kathleen Foster	Executive Assistant I	10.10	140	\$1,414.00
TOTAL		476.40		\$385,849.00

Average Rate \$ 809.93

THIS IS EXHIBIT "E", referred to in the Affidavit of NIGEL MEAKIN, sworn on October 9, 2020.

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Sanja Sapic
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Commissioner for Taking Affidavits

Exhibit E

Description of Services

GNC Holdings Inc. et al
Schedule of Time Charges
June 30 2020 - October 4, 2020

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
06/30/20	29004284	Gregory Watson	1.00	1020.00	\$ 1,020.00	General update.
06/25/20	29004284	James Robinson	5.20	835.00	\$ 4,342.00	Review and comment on landlord notice; review and drafting of report sections, comments; calls and correspondence with GNC personnel cash flow assumptions and edits for the Canadian model; website updates and drafting of language; review of endorsement and posting; review of US orders and Prime Clerk materials in relation to recognition in Canada;
06/24/20	29004284	James Robinson	5.60	835.00	\$ 4,676.00	Website drafting of language, posting of documents, review of final filed US first day motions and related orders, review of report and provide comments; multiple calls and emails with FTI US personnel, NM, Torys/Stikeman and company personnel regarding same;
06/23/20	29004284	James Robinson	4.30	835.00	\$ 3,590.50	Update model based on revised information from company; correspond with management regarding assumptions and cash flow impact; call with company regarding termination and severance assumptions; communications matters and follow up; review updated US DIP model; drafting of report sections for the preliminary report;
06/26/20	29004284	James Robinson	3.50	835.00	\$ 2,922.50	Review draft of report in entirety, draft several report sections, multiple calls and emails regarding same;
06/26/20	29004284	James Robinson	3.30	835.00	\$ 2,755.50	Review updated draft report in its entirety, add sections on RSA, milestones, and other; review and cross-check against US materials and Canadian motion materials;
06/30/20	29004284	James Robinson	1.80	835.00	\$ 1,503.00	Attend cash flow and status call with FTI US and GNC treasury team and finance team; website matters; request for actual data from week of filing.; review Canada rent schedule
06/29/20	29004284	James Robinson	1.80	835.00	\$ 1,503.00	Prepare for and Attend recognition hearing via Zoom call; review of finals materials for court appearance
06/28/20	29004284	James Robinson	0.30	835.00	\$ 250.50	Research and respond to Torys regarding information requests of store closures.
06/28/20	29004284	James Robinson	2.40	835.00	\$ 2,004.00	Respond to information requests from NM regarding report; final review of report and provide finals comments to NM.
06/23/20	29004284	Kathleen Foster	0.50	140.00	\$ 70.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
06/25/20	29004284	Kathleen Foster	1.00	140.00	\$ 140.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
06/24/20	29004284	Kathleen Foster	1.00	140.00	\$ 140.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
06/26/20	29004284	Kathleen Foster	1.00	140.00	\$ 140.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
06/22/20	29004284	Kathleen Foster	0.50	140.00	\$ 70.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
06/29/20	29004284	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Jim Robinson.
06/30/20	29004284	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Jim Robinson.
06/25/20	29004284	Nigel Meakin	2.20	1020.00	\$ 2,244.00	Court report. Review of materials. Correspondence
06/26/20	29004284	Nigel Meakin	1.20	1020.00	\$ 1,224.00	Court report. Review of materials. Correspondence
06/27/20	29004284	Nigel Meakin	2.30	1020.00	\$ 2,346.00	Court report
06/28/20	29004284	Nigel Meakin	0.30	1020.00	\$ 306.00	Court report
06/29/20	29004284	Nigel Meakin	1.50	1020.00	\$ 1,530.00	Preparation for and attendance at court hearing
06/30/20	29004284	Tyler Rivas-Perri	0.50	490.00	\$ 245.00	Performing rent forecast vs actual rent paid analysis for July
06/29/20	29004302	Dewey Imhoff	0.50	1535.00	\$ 767.50	Worked on client material
07/01/20	29004302	Dewey Imhoff	1.00	1535.00	\$ 1,535.00	Worked on client material
07/02/20	29004302	James Robinson	3.50	835.00	\$ 2,922.50	Prepare information request for budget to actual analysis, and draft email regarding same to company (0.5); review of information received from FTI US regarding cure costs (0.4); website updates for status updates, documents, home page, and service list (0.8); review of notice and provide comments to Torys, and further review of final version (0.8); coordination of newspaper postings and translation, and multiple emails with newspapers (0.6); call with T. Stauffer at GNC regarding payroll data and information required (0.4);

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07/03/20	29004302	James Robinson	1.70	835.00	\$ 1,419.50	Coordination of newspaper ads for both Globe and La Presse, and review of proofs and comments regarding same, finalized notices 0.8; call with TR regarding cash flow and budget to actuals 0.5; review June 23 payroll data and comparison to budget 0.4
07/06/20	29004302	James Robinson	2.10	835.00	\$ 1,753.50	Review payroll data and store sales data received from GNC, and call with company regarding same 0.9; initial review of budget-to-actual analysis layout and contents, and correspondence/edits regarding same 1.2;
07/08/20	29004302	James Robinson	1.70	835.00	\$ 1,419.50	Prepare for and attend call with TR and FTI US regarding liquidation results to date and Tiger analysis, and variance analysis information sources 1.0 ; review of US DIP reporting package and correspondence regarding same 0.4; emails with company regarding possible treatments of pre-filing amounts outstanding 0.3
07/07/20	29004302	James Robinson	3.00	835.00	\$ 2,505.00	Attend weekly AP call with Company and FTI US 1.5; call with TR regarding budget to actual and review/provide comments to TR regarding same 0.5; complete vendor information form for GNC 0.2; review Tiger GOB sale summary 0.2; respond to questions from company regarding CF questions and estimates versus requested payments 0.4; review current store sales data 0.2
07/09/20	29004302	James Robinson	3.70	835.00	\$ 3,089.50	Review Tiger GOB report and review correspondence regarding same 0.4; review wire log from L. Dent at GNC 0.3; update Forms 1 and 2 for the OSB, and email and phone call with the OSB regarding same 1.1; respond to stakeholder inquiries and correspondence regarding contacts for interested parties 0.3; website updates and correspondence 0.2; service list updates and coordination 0.1; review of proposed tax payments and correspondence regarding same 0.5; review of bar date publication notice 0.4; review of source documents for budget to actual analysis 0.6;
07/10/20	29004302	James Robinson	3.50	835.00	\$ 2,922.50	Review draft week 1 and 2 budget to actual analysis from TR, and provide comments; review of known payments made and comparison to data received and follow up on differences noted with calls to relevant personnel; analysis of sales accrued versus cash receipts for reasonability; reformat layout of analysis and verification of source documents being used in support; review Tiger analysis; review rent payment requirements for Canada and draft email to Torys regarding same;
07/02/20	29004302	Kathleen Foster	1.00	140.00	\$ 140.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Jim Robinson.
07/09/20	29004302	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
07/08/20	29004302	Nigel Meakin	1.30	1020.00	\$ 1,326.00	Discussions re various matters
07/03/20	29004302	Tyler Rivas-Perri	3.00	490.00	\$ 1,470.00	Creating the budget to actual template to be used for the going forward. Completed B2A for the week ending June 27
07/10/20	29004302	Tyler Rivas-Perri	2.00	490.00	\$ 980.00	Completing the variance reporting template for week ending July 4th
07/14/20	29004307	James Robinson	1.80	835.00	\$ 1,503.00	Attend AP payment review call with company and FTI US 1.5; review payment request list for Canada 0.3
07/14/20	29004307	James Robinson	2.10	835.00	\$ 1,753.50	Review of KERP, motion materials, analysis and comparison to Canadian employee listing, and emails to advisors regarding same 0.9; review budget to actual, make edits and provide comments to TR, call with TR regarding same 1.2
07/15/20	29004307	James Robinson	6.20	835.00	\$ 5,177.00	Review of final CCN payment schedule relative to proposed payments from Tuesday status call; variance report review and edits, and correspondence regarding same; review SHA and transaction structure; preliminary review of draft orders to be recognized; further budget to actual preparation matters and review of information sources; confirmation of newspaper notice posting; drafting of First Report outline and report frame to be written; review updated variance report; multiple and on-going calls and correspondence with team, US team, and company personnel;

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07/13/20	29004307	James Robinson	4.20	835.00	\$ 3,507.00	Review variance report and provide comments to TR; review wire logs from company; review of draft plan, disclosure statement, and motion; stub period rent correspondence with Torys; review of KERP documents and motion;
07/17/20	29004307	James Robinson	6.10	835.00	\$ 5,093.50	Continue drafting First Report including activities of the IO; budget to actual and cash flow sections; exhibits and other sections; on-going review of US docket for relevant materials to be discussed and included in the First Report;
07/19/20	29004307	James Robinson	4.50	835.00	\$ 3,757.50	Review of filed plan and disclosure statement documents; drafting of sections for the First Report regarding same, and further revision of the report as a whole.
07/19/20	29004307	James Robinson	4.30	835.00	\$ 3,590.50	Further drafting of report sections for second day orders to be recognized, and review of same;
07/16/20	29004307	James Robinson	2.50	835.00	\$ 2,087.50	Call with company personnel regarding Canada cash flow assumptions; multiple calls and emails with team regarding same; review of information provided by company; review of Tiger sales figures;
07/16/20	29004307	James Robinson	8.20	835.00	\$ 6,847.00	Drafting of First Report from introduction, purpose to orders to be recognized, detailed review of materials filed to date in the US proceedings and development of related sections;
07/14/20	29004307	Nigel Meakin	2.20	1020.00	\$ 2,244.00	Call with counsel; call with Stikeman; review of materials
07/15/20	29004307	Nigel Meakin	2.20	1020.00	\$ 2,244.00	Review of apa; review of bidding procedures
07/16/20	29004307	Nigel Meakin	1.60	1020.00	\$ 1,632.00	Calls and discussions regarding various matters.
07/13/20	29004307	Tyler Rivas-Perri	4.00	490.00	\$ 1,960.00	Preparing the B2A for the week ending July 11
07/21/20	29004318	Evelyn Bubb	0.60	750.00	\$ 450.00	Assist with translation of Bar Date notice into French Canadian.
07/23/20	29004318	Gregory Watson	0.50	1020.00	\$ 510.00	General update.
07/22/20	29004318	James Robinson	8.70	835.00	\$ 7,264.50	Drafting of various cash flow sections; review of all fifteen US orders to be recognized in Canada, and comparison of changes made from proposed orders; review other significant events and documents in the US Proceeding; drafting of report for all updated final orders and changes, review of entire report, completion and resolution of all report NTD's; update model for revised assumptions and analysis;
07/24/20	29004318	James Robinson	2.20	835.00	\$ 1,837.00	On-going emails and correspondence with FTI Can and US teams; review of stub rent for Canada and correspond with FTI US regarding same; call with TR regarding workplan; review Canada payroll; review two versions of the French translations and correspond with Latham regarding same, and correspond with TransPerfect regarding edits to be made;
07/23/20	29004318	James Robinson	11.40	835.00	\$ 9,519.00	Call with NM regarding report; multiple calls with GNC personnel (including Kerrigan, Hennon, Coleman) regarding cash flow support and data required; review data received; update cash flow model on multiple occasions as updated information was received; call with Tiger regarding sales forecast and expenses; analysis of Tiger amounts; drafting of multiple report sections for First Report; review and provide additional analysis for B2A analysis requested by NM; detailed review of severance and termination calculations and payments schedule from A. Hennon and incorporation into model; coordination of French translation for Sale Notice; review of Bar Date notice and correspondence regarding same; on-going calls and emails with Torys and FTI US regarding relief requested and report; analysis of stub rent payment requirements and correspond regarding same; attend call with Latham, FTI US, Torys, and FTI Canada regarding same; provide requested information to NM for report including UCC notice, certain US orders and documentation; review requested company payments; further model revisions, and updates to relevant report sections;

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Date	Invoice #	Name	Hours	Rate	Amount	Narrative
07/21/20	29004318	James Robinson	12.50	835.00	\$ 10,437.50	Review variance report and send comments to TR; calls and email correspondence with company personnel regarding cash flow information required; call with Kerrigan and Keegan; review Tiger analysis received and review of same with follow up calls and emails for discrepancies noted; attend weekly AP call for all proposed payments; review supporting documentation regarding same; cash flow model development, analysis of assumptions versus recent results, and update model for information received and input from US for certain assumptions;
07/20/20	29004318	James Robinson	6.40	835.00	\$ 5,344.00	Review NM report comments; call with K. Kerrigan regarding Canada matters; review B2A for prior week; updated cash flow forecast for variances rolled forward; review no objection notices; review final DIP notice; review support schedules received from company for prior week variance analysis; review updated Tiger analysis; service list and website updates and correspondence; review weekly sales data from Amy Hennon;
07/22/20	29004318	James Robinson	5.60	835.00	\$ 4,676.00	Review of updated Canada model; review and edits of variance analysis and analysis of significant variances; multiple website document posting and coordination; review CCN payments from S. Gonzalez and correspond regarding same; review translated notice and finalize; report review and drafting for various sections; coordination of translation requests; review of US docket on Prime Clerk; stub rent calculations and correspondence regarding same; continue updating model and review of same for changing assumptions;
07/23/20	29004318	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
07/20/20	29004318	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
07/22/20	29004318	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
07/20/20	29004318	Nigel Meakin	4.50	1020.00	\$ 4,590.00	Review of various materials. Preparation of court report; call with landlord counsel
07/23/20	29004318	Nigel Meakin	4.90	1020.00	\$ 4,998.00	Court report. Calls with counsel. Discussions re various matters. Cashflow and variance issues. Call with us legal and professional advisors re rent payments.
07/24/20	29004318	Nigel Meakin	2.70	1020.00	\$ 2,754.00	Court report. All's and discussions re various issues.
07/21/20	29004318	Nigel Meakin	2.70	1020.00	\$ 2,754.00	Calls with counsel and others regarding various matters. Court report
07/22/20	29004318	Tyler Rivas-Perri	0.10	490.00	\$ 49.00	Various e-mails to Kate Foster with instructions on updating GNC website with various documents.
07/21/20	29004318	Tyler Rivas-Perri	0.50	490.00	\$ 245.00	Preparing stub rent analysis for Canadian rent locations.
07/20/20	29004318	Tyler Rivas-Perri	3.00	490.00	\$ 1,470.00	Updating the variance analysis for Week ending July 18th for the GNC and updating the cash flow forecast
07/21/20	29004318	Tyler Rivas-Perri	1.00	490.00	\$ 490.00	Call with Kyle Kerrigan and Jim Robinson re: Canadian cumulative cash flow variance
07/27/20	29004346	James Robinson	1.00	835.00	\$ 835.00	Prepare for and attend Canada court hearing; coordination of website documents; call with company regarding GOB sales
07/28/20	29004346	James Robinson	2.00	835.00	\$ 1,670.00	Prepare for and attend weekly AP call; review of proposed payments and correspondence regarding same;
07/30/20	29004346	James Robinson	1.80	835.00	\$ 1,503.00	Call with Kyle Kerrigan regarding inventory vendor status; respond to emails received; review information provided from company for B2A; August rent review
07/29/20	29004346	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
07/28/20	29004346	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
07/27/20	29004346	Nigel Meakin	0.70	1020.00	\$ 714.00	Preparation for and attendance at court
07/31/20	29004346	Nigel Meakin	1.20	1020.00	\$ 1,224.00	Review of materials
07/30/20	29004346	Nigel Meakin	1.40	1020.00	\$ 1,428.00	Review of correspondence and filings
07/27/20	29004346	Tyler Rivas-Perri	3.00	490.00	\$ 1,470.00	Completing the variance analysis for GNC Canada for the week ending July 27th 2020
07/28/20	29004346	Tyler Rivas-Perri	0.10	490.00	\$ 49.00	Posting documents to the GNC website
08/04/20	29004364	James Robinson	1.10	835.00	\$ 918.50	Review CCN payment listing; emails with company regarding follow up questions; attend AP call with company and FTIUS

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08/06/20	29004364	James Robinson	1.10	835.00	\$ 918.50	Research and respond to inquiry from Torys regarding intercompany balances as at petition date;
08/05/20	29004364	Nigel Meakin	1.00	1020.00	\$ 1,020.00	Review of various matters
08/04/20	29004364	Tyler Rivas-Perri	2.00	490.00	\$ 980.00	Updating budget to actual for the week ending august 1st
08/05/20	29004364	Tyler Rivas-Perri	1.00	490.00	\$ 490.00	Updating budget to actual for the week ending august 1st
08/06/20	29004364	Tyler Rivas-Perri	1.00	490.00	\$ 490.00	Updating budget to actual for the week ending august 1st
08/11/20	29004374	James Robinson	5.90	835.00	\$ 4,926.50	Prepare for and attend Call with NM regarding status and pending matters 0.7; prepare for and attend call with FTI US regarding stalking horse agreement, inventory status, employee matters and other 0.7; prepare for and attend call with Torys regarding planning for Aug 25 hearing and relief to be sought 0.8; attend call with company and FTI US regarding payments to be made 0.6; review prime clerk docket and relevant documents 2.6; review emails and support for proposed payments to be made, and correspond regarding same 0.5
08/10/20	29004374	James Robinson	2.20	835.00	\$ 1,837.00	Call with Kyle Kerrigan at GNC regarding Canada matters 0.6; review GOB sale results 0.4; preliminary review of staking horse notice and other related docket documents 0.8; review email correspondence received regarding Canada matters 0.4
08/16/20	29004374	James Robinson	6.50	835.00	\$ 5,427.50	Continue drafting of Second Report including plan/disclosure statement/other sections plus analysis of bid protections data; continued review of updated materials filed in US proceedings and updates to Report accordingly; review of credit facilities for BOC/Second/Aland facilities, and drafting of report sections regarding same;
08/14/20	29004374	James Robinson	9.10	835.00	\$ 7,598.50	Amended cash management orders discussions and correspondence with Torys/FTI US/Latham; correspond with company regarding letters received including Hydro Quebec; continue drafting of report including order recognition section and review of same and all dockets; continue review of US docket and drafting of related sections including sale process, and claims process; drafting and revisions of various other report sections; review of preliminary budget to actual analysis for two week period since last report; status call with NM on report;
08/13/20	29004374	James Robinson	8.40	835.00	\$ 7,014.00	Continue drafting report and reviewing US docket for relevant documents and updates; correspond with company on budget to actual variances and additional information required; attend GNC Update call with Stikemans and Torys regarding upcoming hearing; review updated budget to actual for August 8 week ending;
08/11/20	29004374	James Robinson	1.20	835.00	\$ 1,002.00	Review presentations received from FTI US regarding stalking horse bid and analysis;
08/15/20	29004374	James Robinson	5.40	835.00	\$ 4,509.00	Continue drafting of Second Report including stalking horse bid and updates/other sections plus analysis same; continued review of materials filed in US proceedings and updates to Report accordingly - review included dozens of documents including motions and other related notices and materials;
08/12/20	29004374	James Robinson	8.50	835.00	\$ 7,097.50	Review outline from NM; begin review of all US docket from date of last report which is comprised of 200+ documents; further develop report outline and drafting of various sections including intro/US proceedings update, recognition orders; source data required for analysis; correspond with company on payables; review break fee data available;
08/13/20	29004374	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
08/12/20	29004374	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
08/11/20	29004374	Nigel Meakin	0.80	1020.00	\$ 816.00	Discussions with JR re various matters
08/12/20	29004374	Nigel Meakin	2.60	1020.00	\$ 2,652.00	Court report. Correspondence.
08/14/20	29004374	Nigel Meakin	0.60	1020.00	\$ 612.00	Discussions regarding various issues.
08/10/20	29004374	Tyler Rivas-Perri	3.00	490.00	\$ 1,470.00	Completing the variance analysis for the week ending August 8th
08/21/20	29004375	Evelyn Bubb	0.20	750.00	\$ 150.00	Assist with translation of Confirmation Hearing Notice to French Canadian

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08/20/20	29004375	James Robinson	6.40	835.00	\$ 5,344.00	Further review of report, edit for NM comments and others received, and send to NM/Torys/Stikeman; call with company regarding B2A source data, and review of updated b2a and multiple discussions with Tyler regarding same; website updates; draft appendix for order summary; update report tables and exhibits; ongoing correspondence with FTIUS, Torys, Latham and company regarding pending matters; call regarding proposed order language
08/19/20	29004375	James Robinson	7.10	835.00	\$ 5,928.50	Prepare for and Attend call with Latham/Torys/Stikeman regarding amended final cash management order and treatment for Canada; review budget to actual for August 15 and multiple version including multiple calls with TR; draft budget to actual section and updated bid protections section for the Second report; follow up with company for additional support for report as required and reviewing incoming responses; review proposed payment listing for CCN
08/21/20	29004375	James Robinson	6.80	835.00	\$ 5,678.00	Revise report and finalize for all comments from Torys and Latham; website postings; translation coordination for notices; finalize b2a and send to company and FTIUS; order wording review and correspondence; ongoing correspondence with NM for documents; cash position review and planning for analysis to be completed
08/20/20	29004375	James Robinson	3.10	835.00	\$ 2,588.50	Midnight to 3:10am: Further drafting of the second report based on orders issued and changes to stalking horse, plan, disclosure statement, and full review of updated report.
08/19/20	29004375	James Robinson	5.00	835.00	\$ 4,175.00	Further drafting of the second report based on orders issued and changes to stalking horse, plan, disclosure statement. 7pm-midnight.
08/18/20	29004375	James Robinson	4.40	835.00	\$ 3,674.00	Correspondence regarding amended final cash management order language, and recognition matters; review CCN payment requests; attend weekly AP call; review motion materials filed; follow up on stakeholder inquiries and respond accordingly; follow up on support for variances noted including miscellaneous cash receipts; calls with company personnel regarding same; further review of AP data versus actuals and correspond with Tyler regarding same;
08/17/20	29004375	James Robinson	4.50	835.00	\$ 3,757.50	Review updated variance analysis and provide comments to TR; draft exhibit template and set up TR; correspondence regarding 20-days goods payment; address Hydro Quebec matter; review rent variances and notes from TR; follow up on UDA matter regarding Canada bank accounts; review US docket updates; further investigation into company payment data versus actuals;
08/21/20	29004375	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
08/20/20	29004375	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Jim Robinson.
08/19/20	29004375	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Tyler Rivas.
08/17/20	29004375	Nigel Meakin	1.90	1020.00	\$ 1,938.00	Court report
08/18/20	29004375	Nigel Meakin	2.60	1020.00	\$ 2,652.00	Court report. Review of orders. Discussions re cash management order.
08/19/20	29004375	Nigel Meakin	0.30	1020.00	\$ 306.00	Correspondence with counsel
08/21/20	29004375	Nigel Meakin	1.60	1020.00	\$ 1,632.00	Court report and related matters
08/20/20	29004375	Tyler Rivas-Perri	3.00	490.00	\$ 1,470.00	Updating and finalizing the variance analysis for GNC Canada from the period beginning July 20 and ending August 25th.
08/18/20	29004375	Tyler Rivas-Perri	1.00	490.00	\$ 490.00	Call with GNC and FTI US in regards to payments for the Week ending August 22.
08/18/20	29004375	Tyler Rivas-Perri	0.50	490.00	\$ 245.00	Performing an analysis of the payroll payments made on August 8th for GNC Canada payroll. Determining the allocation of the payments.
08/17/20	29004375	Tyler Rivas-Perri	3.00	490.00	\$ 1,470.00	Preparing the variance analysis for the prior week ending August 15, 2020.
08/19/20	29004375	Tyler Rivas-Perri	7.00	490.00	\$ 3,430.00	Updating and finalizing the variance analysis for GNC Canada from the period beginning July 20 and ending August 25th.
08/20/20	29004375	Tyler Rivas-Perri	0.50	490.00	\$ 245.00	Call with Stacey Gonzalez regarding August 15th variance and a batch of ACH payments that did not clear TD bank.

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08/25/20	29004388	James Robinson	2.30	835.00	\$ 1,920.50	Review CCN payment request and review related support 0.4; prepare for and attend weekly AP call with company and FTIUS 1.0; correspond regarding excess cash 0.4; Court attendance for recognition order 0.2; call with TR regarding variance analysis, OS cheque and FX impact analysis 0.3
08/26/20	29004388	James Robinson	3.10	835.00	\$ 2,588.50	Call with GNC team regarding variance analysis and updated assumptions for the Canada forecast; call with Tyler regarding cheque reconciliation and fx analysis, and review of analysis; review of rent reconciliation for September and follow up regarding same; review of proposed payments
08/24/20	29004388	James Robinson	1.80	835.00	\$ 1,503.00	Review of French translation and coordination with LW regarding same; respond to several stakeholder inquiries; review analysis provided by TR; review of Plan redline from Torsys; review disbursement details provided by the company;
08/27/20	29004388	James Robinson	1.60	835.00	\$ 1,336.00	Website postings; review of Prime Clerk docket including numerous document postings;
08/28/20	29004388	James Robinson	3.10	835.00	\$ 2,588.50	Review updated B2A; multiple calls with TR regarding calculation of FX gain/loss, and missing data from the company; review of multiple versions of spreadsheet and calculations; website updates; review of numerous US docket updates and documents in detail.
08/31/20	29004388	James Robinson	2.20	835.00	\$ 1,837.00	Review fx analysis and outstanding cheque analysis in relation to B2A updates from TR, and call with TR regarding same; review of Prime Clerk docket updates;
08/28/20	29004388	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Jim Robinson.
08/24/20	29004388	Nigel Meakin	0.30	1020.00	\$ 306.00	Call with counsel
08/25/20	29004388	Nigel Meakin	0.40	1020.00	\$ 408.00	Preparation for and attendance at court
08/26/20	29004388	Nigel Meakin	0.80	1020.00	\$ 816.00	Review of materials
08/27/20	29004388	Nigel Meakin	0.70	1020.00	\$ 714.00	Review of materials
08/24/20	29004388	Tyler Rivas-Perri	3.00	490.00	\$ 1,470.00	Performing the variance analysis for GNC for the week ended August 22
08/25/20	29004388	Tyler Rivas-Perri	1.00	490.00	\$ 490.00	GNC Call regarding payments for the week ending august 29th.
08/28/20	29004388	Tyler Rivas-Perri	2.50	490.00	\$ 1,225.00	Analyzing and performing the float reconciliation for GNC
08/31/20	29004388	Tyler Rivas-Perri	2.00	490.00	\$ 980.00	Performing the variance analysis for the week ending August 29
09/03/20	29004416	James Robinson	0.80	835.00	\$ 668.00	Respond to multiple stakeholder inquiries by phone 0.8
09/01/20	29004416	James Robinson	2.40	835.00	\$ 2,004.00	Review CCN proposed ACH and Wire listings and related support 0.5; status call with TR 0.4; prepare for and attend weekly payment call 0.8; review rent payment support and correspondence regarding same 0.5; review details on 503b9 claims and related correspondence 0.2
09/04/20	29004416	James Robinson	0.80	835.00	\$ 668.00	Review deferred rent estimate and locations; review email received from company and correspond with FTI US regarding same;
09/02/20	29004416	James Robinson	1.20	835.00	\$ 1,002.00	Review of CCN prelims from S Gonzalez and details; review wire log; variance analysis comparison;
09/01/20	29004416	Tyler Rivas-Perri	1.00	490.00	\$ 490.00	Replying to e-mail and phone calls to the GNC hotline
09/08/20	29004422	James Robinson	2.40	835.00	\$ 2,004.00	Review CCN payments and support; review CCN wires; Tiger invoice review and analysis, and call with TR regarding same; prepare for and attend weekly AP call
09/10/20	29004422	James Robinson	2.30	835.00	\$ 1,920.50	Review B2A and provide comments to TR; follow up call with TR and subsequent review of updated analysis
09/13/20	29004422	James Robinson	2.30	835.00	\$ 1,920.50	Professional fee analysis; emails with Canadian advisors regarding same; review updated version of B2A for Sept 5 and circulate to company and Riveron; review correspondence received and emails regarding same, including Tiger RE: GOB store timing and results
09/11/20	29004422	Nigel Meakin	2.40	1020.00	\$ 2,448.00	Review of materials. Court report
09/10/20	29004422	Nigel Meakin	1.40	1020.00	\$ 1,428.00	Review of docket filings.
09/11/20	29004422	Tyler Rivas-Perri	2.00	490.00	\$ 980.00	Updating the GNC variances analysis based off comments received from Jim R. for the week ending September 4th
09/08/20	29004422	Tyler Rivas-Perri	2.50	490.00	\$ 1,225.00	Updating the GNC variance analysis for the week ending September 4th 2020

GNC Holdings Inc. et al
Schedule of Time Charges
June 30 2020 - October 4, 2020

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
09/14/20	29004428	James Robinson	4.20	835.00	\$ 3,507.00	Call with NM regarding planning and next IO report; review draft outline of report received from NM; review materials received from Evercore on sale process; on-going review of prime clerk docket and relevant updates; call with FTI US regarding status;
09/17/20	29004428	James Robinson	5.30	835.00	\$ 4,425.50	Update report for comments from Torys; review numerous dockets items including revised proposed sale orders, various notices, assigned leases, and incorporate as required into the draft report; call with Torys and Stikeman regarding Canada lease assignment manner; further review of report; review professional fee actuals and estimates received, and analysis regarding same; review budget to actual information received from company;
09/19/20	29004428	James Robinson	1.80	835.00	\$ 1,503.00	Update report for Stikeman comments and recompile exhibits to updated report; final report review and filing; email correspondence regarding same.
09/15/20	29004428	James Robinson	9.60	835.00	\$ 8,016.00	Attend weekly AP call; review CCN payment listing and support, and follow up regarding same; email correspondence regarding report; drafting of third report 12-1; drafting of report 2-3:30; drafting of third report 7-12pm; review of docket updates for inclusion in report; call with Torys and Stikeman regarding recognition hearing materials and planning
09/18/20	29004428	James Robinson	7.50	835.00	\$ 6,262.50	Update report for documents filed late on Thursday night, and for comments received from Torys, and Stikeman; update order summary appendix; professional fee summary and correspond with FTI US regarding same; review of fourth amendment and final sale order, and update report accordingly; review final omnibus orders and update report accordingly; further edits and correspondence regarding same;
09/16/20	29004428	James Robinson	9.30	835.00	\$ 7,765.50	Continued drafting of third report; review of numerous docket updates and incorporate into report as appropriate; review of UCC settlement and documentation; analysis of sale versus restructuring, and liquidation analysis; review of assignment notices and exhibits, and treatment; correspondence regarding developments; finalization of budget to actual and develop tables for report; drafting of budget to actual commentary and variances
09/18/20	29004428	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Jim Robinson.
09/14/20	29004428	Nigel Meakin	4.20	1020.00	\$ 4,284.00	Review of docket materials. Correspondence. Court report
09/15/20	29004428	Nigel Meakin	1.30	1020.00	\$ 1,326.00	Call with counsel and Latham; review of draft order. Review of settlement materials; court report issues
09/16/20	29004428	Nigel Meakin	1.20	1020.00	\$ 1,224.00	Review of materials. Court report.
09/17/20	29004428	Nigel Meakin	3.70	1020.00	\$ 3,774.00	Court report; calls with counsel
09/18/20	29004428	Nigel Meakin	2.20	1020.00	\$ 2,244.00	Court report. Discussions re various issues
09/22/20	29004430	James Robinson	0.50	835.00	\$ 417.50	Prepare for and attend Canadian recognition hearing.
09/21/20	29004430	James Robinson	1.60	835.00	\$ 1,336.00	Review of updated R&D for the prior weeks; review updated docket and lease assignment/assumption materials;
09/22/20	29004430	James Robinson	3.20	835.00	\$ 2,672.00	Attend weekly AP call; review CCN details and support; budget to actual analysis; review GOB sale report; review updated docket including Canada assignment related documents
09/24/20	29004430	James Robinson	0.60	835.00	\$ 501.00	Multiple Emails regarding liabilities not to be assumed by purchaser
09/21/20	29004430	James Robinson	0.30	835.00	\$ 250.50	Website postings and coordination;
09/23/20	29004430	James Robinson	1.40	835.00	\$ 1,169.00	Attend call with FTI US regarding closing matters; review APA, schedules and documentation, regarding same.
09/25/20	29004430	James Robinson	4.50	835.00	\$ 3,757.50	Prepare for and attend GNC closing matters call with US legal and FA's; attend Canada closing matters call with Torys and Stikeman; review updated docket materials; review October rent and correspond with TR regarding same; review updated lease and contract schedules; review CRA reassessment notices and correspondence regarding same; update fee estimates and provide to FTI US;
09/22/20	29004430	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Jim Robinson.

GNC Holdings Inc. et al
Schedule of Time Charges
June 30 2020 - October 4, 2020

Date	Invoice #	Name	Hours	Rate	Amount	Narrative
09/21/20	29004430	Kathleen Foster	0.30	140.00	\$ 42.00	Website updates performed for FTI Case Sites for GNC Holdings Inc. Requested by Jim Robinson.
09/25/20	29004430	Nigel Meakin	0.70	1020.00	\$ 714.00	Call re closing matters
09/22/20	29004430	Nigel Meakin	2.40	1020.00	\$ 2,448.00	Preparation for and attendance at court. Calls and discussions re various matters
09/21/20	29004430	Tyler Rivas-Perri	2.00	490.00	\$ 980.00	Completing the B2A for the week ending September 19th
09/30/20	29004465	James Robinson	5.60	835.00	\$ 4,676.00	Call with Scott Bomhof at Torys regarding accrued taxes; attend recognition hearing; review forecast cash analysis and professional fee summary, and call with TR regarding same; call with NM regarding pending matters; review of payments and correspondence regarding same; Canada cash estimate and professional fee estimates; correspondence on pre-closing taxes outstanding; budget to actual analysis;
09/29/20	29004465	James Robinson	2.50	835.00	\$ 2,087.50	Review of invoice status and coordination and follow-up regarding payments to be processed; review of October rent payments and respond to company; website updates and review of served materials for the pending hearing; professional fee estimates for closing; review of cash and estimates for closing and correspond with TR regarding same;
09/28/20	29004465	James Robinson	3.60	835.00	\$ 3,006.00	Review October rent analysis from TR; draft email to company and follow ups regarding same; two calls with S. Bomhof at Torys regarding excluded liabilities, and review of APA regarding same; call with S. Bomhof regarding possible GOB sale expansion; call with FTI US regarding store closures and rent payments; emails and correspondence regarding excluded liabilities
09/29/20	29004465	James Robinson	4.60	835.00	\$ 3,841.00	Attend GNC advisor update call; attend multiple calls regarding possible extension of GNC GOB store sales and options, and separate calls with Torys and company regarding same; review of lease correspondence; multiple emails regarding same; attend weekly AP call;
10/01/20	29004465	James Robinson	3.40	835.00	\$ 2,839.00	Payment review and coordination with company, multiple emails regarding same; review of liquidation fees and expenses; follow up with company and Torys regarding closing matters, including payment of pre-closing amounts; budget to actual analysis update and review of revised forecast cash; calls and email correspondence with FTI US regarding payments and closing matters;
10/02/20	29004465	James Robinson	2.40	835.00	\$ 2,004.00	Attend closing status call with Canada and US advisors; emails and phone calls regarding payment of taxes and payroll amount per-closing; review draft report outline from NM; drafting of updates to GNC case website
10/02/20	29004465	James Robinson	1.10	835.00	\$ 918.50	Continued drafting of updates to GNC website for motion materials, status updates, and court orders sections.
09/28/20	29004465	Nigel Meakin	1.70	1020.00	\$ 1,734.00	Calls and discussions re sale issues; review of apa, correspondence
09/29/20	29004465	Nigel Meakin	1.70	1020.00	\$ 1,734.00	Call with company counsel re extension of operations; call with company re operations
09/30/20	29004465	Nigel Meakin	0.70	1020.00	\$ 714.00	Preparation for and attendance at court; call re tax issues; correspondence
10/01/20	29004465	Nigel Meakin	3.20	1020.00	\$ 3,264.00	Court report. Calls re sale issues
10/02/20	29004465	Nigel Meakin	4.60	1020.00	\$ 4,692.00	Calls and discussions re various matters. Court report
09/30/20	29004465	Tyler Rivas-Perri	2.50	490.00	\$ 1,225.00	Forecasting ending cash balance as of October 6th and completing the professional fees schedule for fees paid to date.
09/28/20	29004465	Tyler Rivas-Perri	2.00	490.00	\$ 980.00	Completing the variance analysis for the week ended September 26th 2019
			476.40		\$ 385,849.00	

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

**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDINGS COMMENCED AT TORONTO

AFFIDAVIT OF NIGEL MEAKIN

STIKEMAN ELLIOTT LLP

5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9
Tel: 416-869-5500
Fax: 416-947-0866

Ashley Taylor – LSO No. 39932E

Tel: 416-869-5236
Email: ataylor@stikeman.com

Maria Konyukhova LSO#: 52880V

Tel: (416) 869-5230
Email: mkonyukhova@stikeman.com

Lawyers for the Information Officer

Appendix C

Affidavit of Ashley Taylor Sworn October 9, 2020

**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

**AFFIDAVIT OF ASHLEY TAYLOR
(Sworn October 9, 2020)**

I, Ashley Taylor, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and a partner at Stikeman Elliott LLP ("**Stikeman**"). Stikeman is counsel to FTI Consulting Canada Inc. in its capacity as the Information Officer (the "**Information Officer**") in the above-noted proceedings. As such, I have knowledge of the matters to which I hereinafter depose.
2. I make this affidavit in support of a motion by the Information Officer seeking, *inter alia*, approval of the fees and disbursements of Stikeman, in its capacity as counsel to the Information Officer.
3. During the period from May 12, 2020 to September 25, 2020, Stikeman docketed 265.71 hours, resulting in legal fees of US\$190,304.64, and incurred disbursements and other charges (the "**Expenses**") in the amount of US\$143.72, harmonized sales tax ("**HST**") of US\$24,752.72 and British Columbia provincial sales tax ("**BCPST**") of US\$179.95.
4. Attached hereto and marked as **Exhibit "A"** are copies of the accounts rendered by Stikeman to the Information Officer for the period from May 12, 2020 to September 25, 2020.

5. Attached hereto and marked as **Exhibit “B”** is a schedule summarizing each invoice included in Exhibit “A”, including the fees, expenses, HST and BCPST charged in each invoice.

6. Attached hereto and marked as **Exhibit “C”** is a schedule summarizing the hours billed, the billing rates and the total amounts billed by each member of Stikeman who rendered services to the Information Officer.

7. To the best of my knowledge, the hourly billing rates outlined in Exhibit “C” were no more than Stikeman’s normal hourly rates, which were in effect from May 12, 2020 to September 25, 2020, and are comparable to the hourly rates charged by Stikeman for services rendered in relation to similar proceedings.

8. To the best of my knowledge, the hourly billing rates outlined in Exhibit “C” are comparable to the hourly rates charged by other firms in the Toronto market for the provision of similar services.

SWORN before me by video conference from Toronto in the Province of Ontario, to Toronto in the Province of Ontario this 9th day of October, 2020.

DocuSigned by:
Sanja Sopic
E820930A2731482...

Commissioner for Taking Affidavits

DocuSigned by:
Ashley Taylor
63F097517413440...

ASHLEY TAYLOR

This is
EXHIBIT "A"
referred to in the Affidavit of
ASHLEY TAYLOR
sworn on October 9, 2020.

DocuSigned by:

Sanja Sopic

E820930A2731482...

Commissioner for Taking Affidavits

EXHIBIT "A"

**Copies of Accounts of Stikeman Elliott LLP for Services Rendered
from May 12, 2020 to September 25, 2020**

Stikeman Elliott

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON Canada M5L 1B9

Main: 416 869 5500
Fax: 416 947 0866
www.stikeman.com

GST / HST No. 1214111360001
QST No. 1018978624

Account

June 11, 2020

File No. 1282601013
Invoice No. 5819640

FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P. O. Box 104
TD Waterhouse Tower
Toronto, ON M5K 1G8

Attention: Nigel D. Meakin

For Professional Services Rendered in connection with GNC Holdings Inc. for the period up to June 5, 2020.

Time Summary

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
May 12, 2020	M. Konyukhova	0.50	Call with FTI regarding possible recognition proceeding.	360.00
May 14, 2020	A.J. Taylor	0.33	Emails re conflicts check and status of filing; Telephone conversation with N. Meakin;	283.80
May 20, 2020	M. Garneau	0.25	Various email correspondence with Ashely Taylor and Andie Lipetz.	205.00
May 20, 2020	A.J. Taylor	0.75	Emails with N. Meakin; Emails re Security Review;	645.00
May 21, 2020	A.J. Taylor	0.25	Emails with N. Meakin	215.00
May 26, 2020	M. Garneau	0.25	Various email correspondence with Ashley Taylor and Maria Konyukhova regarding security review.	205.00
May 27, 2020	M. Garneau	0.50	Telephone conversation with Maria Konyukhova to discuss file; various email correspondence Lathams and Andie Lipetz regarding security review.	410.00
May 28, 2020	M. Garneau	0.33	Various email correspondence regarding CSRA registration and other matters.	270.60
May 29, 2020	M. Garneau	1.50	Telephone conversations with Andie	1,230.00

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			Lipetz and Maria Konyukhova to discuss file; conference call with Maria Konyukhova, Andie Lipetz and Lathams regarding security review; various email correspondence; review of background information.	
May 29, 2020	M. Konyukhova	0.75	Call with Lathams regarding security review; emails regarding same.	540.00
May 29, 2020	A. Lipetz	1.00	Call with M. Garneau; review correspondence; call with Lathams; internal call.	475.00
Jun 1, 2020	M. Garneau	0.75	Telephone conversation with Andie Lipetz to discuss security review; various email correspondence with local agents regarding security review.	615.00
Jun 1, 2020	A. Lipetz	1.00	Call with M. Garneau; emails with all local counsel.	475.00
Jun 2, 2020	M. Garneau	0.75	Various email correspondence regarding security review.	615.00
Jun 2, 2020	A. Lipetz	0.50	Emails with local counsel.	237.50
Jun 2, 2020	A.J. Taylor	0.42	Telephone conversation with C. Thompson re Tax Forms; email with N. Meakin; emails re Security review;	361.20
Jun 2, 2020	E. Yuen	0.17	Conduct PPSA searches.	49.30
Jun 3, 2020	M.A. Garcia	0.50	Conducting PPSA searches against General Nutrition Centres Company	152.50
Jun 3, 2020	M. Garneau	1.50	Various email correspondence regarding security review; telephone conversations with Michael Dyck and Andie Lipetz to discuss security review; various email correspondence.	1,230.00
Jun 3, 2020	A.J. Taylor	0.25	Emails with N. Meakin; emails re security review;	215.00
Jun 4, 2020	M. Garneau	1.50	Various email correspondence and telephone conversation with Andie Lipetz regarding security review including searches.	1,230.00
Jun 5, 2020	M. Garneau	1.50	Various matters relating to security review including various email correspondence with Andie Lipetz, Ashley Taylor and local agents.	1,230.00
Jun 5, 2020	A. Lipetz	1.33	Review security documentation; emails with F. Shaw; internal emails; call with M. Garneau.	631.75
Jun 5, 2020	A.J. Taylor	0.58	Telephone conversation with N. Meakin; all emails re Security Review;	498.80

Stikeman Elliott

Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
M.A. Garcia	0.50	\$305.00	\$152.50
M. Garneau	8.83	820.00	7,240.60
M. Konyukhova	1.25	720.00	900.00
A. Lipetz	3.83	475.00	1,819.25
A.J. Taylor	2.58	860.00	2,218.80
Paralegal Services**	0.17	\$290.00	\$49.30
Professional Services			US \$12,380.45
BCPST @ 7.0%			3.45
HST @ 13.0%			1,609.46
Total Professional Services and Taxes			US \$13,993.36

Disbursements Summary

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
PPSA Search N/T		11.46	11.46
PPSA Search	44.92		44.92
Total Disbursements	44.92	11.46	56.38
HST @ 13.0%			5.84
Total Disbursements and Taxes			US \$62.22

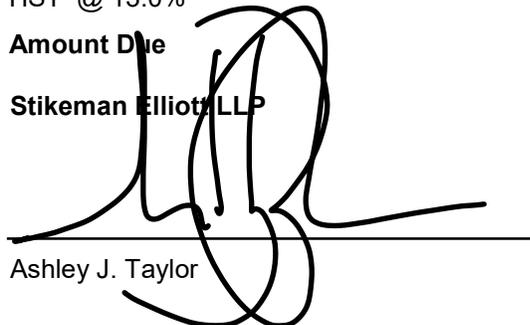
Stikeman Elliott

Account Summary

Invoice No. 5819640
File No. 1282601013
Re: GNC Holdings Inc.

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	12,380.45	0.00	\$12,380.45
BCPST @ 7.0%			3.45
HST @ 13.0%			1,609.46
Disbursements	44.92	11.46	56.38
HST @ 13.0%			5.84
Amount Due			<u>US \$14,055.58</u>

Stikeman Elliott LLP

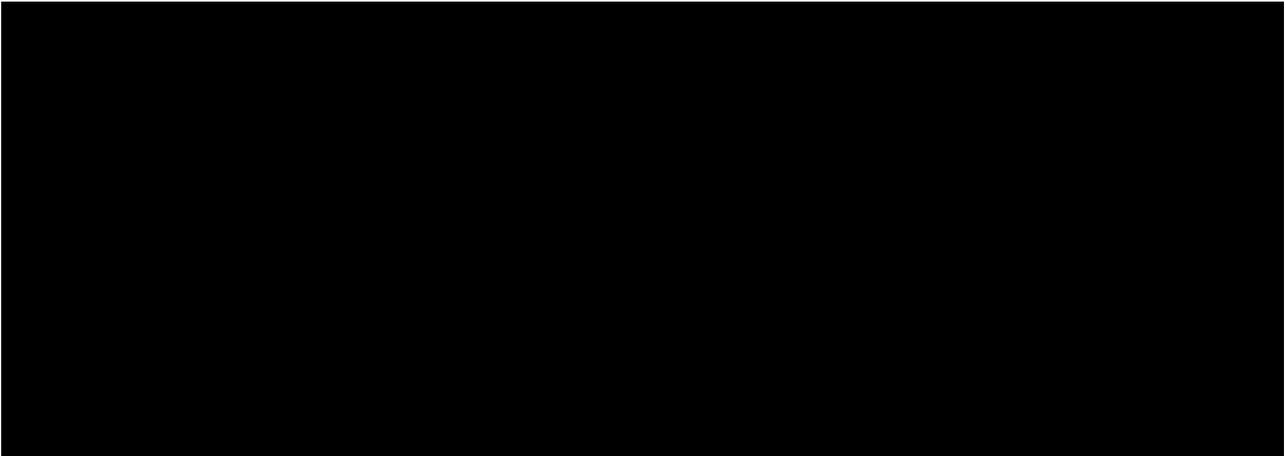


Ashley J. Taylor

Accounts are due when rendered. Please note that a prevailing quarterly pre-judgement interest rate will be charged for amounts unpaid 30 days or more.

Disbursements and charges may not have been posted at the date of this account.
Please quote our File number and/or Invoice number 128260.1013/5819640 when making payment.

Stikeman Elliott



Please include client number on transfer documents.

If you require further information, please contact our Client Accounts co-ordinators Michael Scott at 416-869-7728 or Cheryl Palmer at 416-869-7055, or by email at TORAccountsReceivable@stikeman.com.

Stikeman Elliott

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON Canada M5L 1B9

Main: 416 869 5500
Fax: 416 947 0866
www.stikeman.com

GST / HST No. 1214111360001
QST No. 1018978624

Account

June 18, 2020

File No. 1282601013
Invoice No. 5820411

FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P. O. Box 104
TD Waterhouse Tower
Toronto, ON M5K 1G8

Attention: Nigel D. Meakin

For Professional Services Rendered in connection with GNC Holdings Inc. for the period up to June 17, 2020.

Time Summary

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Jun 2, 2020	P.T. Oster	0.15	Conduct a Personal Property Registry search for General Nutrition Centres Company; forward results to A. Lipetz.	45.75
Jun 3, 2020	M.L. Dyck	0.17	Telephone attendance with M. Garneau regarding security review.	136.00
Jun 7, 2020	M. Garneau	0.50	Various email correspondence with Andie Lipetz and Ashley Taylor regarding security review.	410.00
Jun 7, 2020	A. Lipetz	1.67	Review documents and searches; send email to A. Taylor summarizing security review issues identified; emails with A. Taylor and M. Garneau.	793.25
Jun 8, 2020	M.A. Garcia	0.33	Conducting Bank Act searches against General Nutrition Centres Company	100.65
Jun 8, 2020	M. Garneau	1.50	Review of relevant provisions of Canadian guarantee and security agreement and consider guaranteed obligations issue; telephone conversation with Andie Lipetz and Ashely Taylor to discuss security review; various email	1,230.00

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			correspondence with Torys regarding issue in guarantee; Various email correspondence regarding security review, searches and other matters.	
Jun 8, 2020	M. Konyukhova	0.25	Emails regarding security review.	180.00
Jun 8, 2020	A. Lipetz	1.17	Emails with M. Garneau; call with M. Garneau; call with A. Taylor and M. Garneau; instructions to M. Garcia; emails with T. Watson and M. Dyck.	555.75
Jun 8, 2020	A.J. Taylor	1.83	Telephone conversation with M. Garneau and A. Lipetz re Security Review; telephone conversation with N. Meakin re Security Review; all emails re Opinions;	1,573.80
Jun 8, 2020	T. Watson	1.53	Security review re BC matters.	726.75
Jun 9, 2020	M.L. Dyck	2.00	Review of security and related documents for Alberta security review; various notes.	1,600.00
Jun 9, 2020	M. Garneau	2.00	Various email correspondence and conference call with Torys regarding issue in Canadian guarantee and security agreement; telephone conversations with Andie Lipetz and Ashely Taylor to discuss file; various email correspondence with Daphne MacKenzie , Michael Dyck and Tara Watson to discuss BC and Alberta PPSA excluded collateral issue.	1,640.00
Jun 9, 2020	A. Lipetz	1.00	Internal emails; call with Torys, A. Taylor and M. Garneau; emails with T. Watson and M. Dyck re: AB/BC PPSA matters; call with M. Garneau.	475.00
Jun 9, 2020	A.J. Taylor	1.33	Call with Torys re security; telephone conversation with M. Garneau and A. Lipetz; telephone conversation with N. Meakin; telephone conversation with S. Bomhoff; emails re Opinion; telephone conversation with M. Garneau re Opinion;	1,143.80
Jun 9, 2020	T. Watson	0.60	Security review re BC matters.	285.00
Jun 10, 2020	M.L. Dyck	0.50	Telephone attendance with D. MacKenzie regarding security review.	400.00
Jun 10, 2020	M. Garneau	1.50	Telephone conversations with Andie Lipetz, Daphne MacKenzie and Ashley Taylor to discuss BC and Alberta PPSA issue; review of draft amending agreement; various email correspondence.	1,230.00
Jun 10, 2020	A. Lipetz	1.25	Call with M. Garneau and D. Mackenzie; internal emails; review amending agreement; emails with Tory's.	593.75
Jun 10, 2020	A.J. Taylor	0.17	All emails	146.20
Jun 11, 2020	M. Garneau	0.75	Various email correspondence and	615.00

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			conference calls with Andie Lipetz, Ashley Taylor and local counsel regarding security review opinions and other matters.	
Jun 11, 2020	A. Lipetz	0.67	Internal emails; emails with local counsel; call with M. Garneau and A. Taylor.	318.25
Jun 11, 2020	A.J. Taylor	1.92	All emails re Sales Guidelines; review draft consulting agreement; telephone conversation with M. Garneau and A. Lipetz; emails re opinions;	1,651.20
Jun 12, 2020	M. Garneau	0.58	Various email correspondence regarding security review opinions.	475.60
Jun 12, 2020	A. Lipetz	2.25	Review local counsel opinions and provide comments; emails with local counsel; internal emails.	1,068.75
Jun 12, 2020	A.J. Taylor	1.92	Review Consulting Agreement and draft sale guidelines; all emails;	1,651.20
Jun 14, 2020	M. Garneau	0.17	Various email correspondence with Andie Lipetz regarding security review opinion.	139.40
Jun 14, 2020	A. Lipetz	2.50	Draft opinion.	1,187.50
Jun 15, 2020	M. Garneau	0.42	Various email correspondence with Andie Liptez and Ashley Taylor regarding security review opinion.	344.40
Jun 15, 2020	A. Lipetz	1.00	Review and revise opinion; emails with M. Garneau; emails with local counsel.	475.00
Jun 15, 2020	A.J. Taylor	2.08	All emails re Security Review; review draft application materials;	1,788.80
Jun 16, 2020	M. Garneau	2.00	Telephone conversation with Ashley Taylor and Andie Lipetz to discuss file; review of draft security review opinion; various email correspondence regarding amendment to security agreements, DIP credit agreement and security review opinion.	1,640.00
Jun 16, 2020	A. Lipetz	1.70	Revise opinion; emails with local counsel; call with M. Garneau; internal emails.	807.50
Jun 16, 2020	A.J. Taylor	3.33	Review Application Materials; all emails re Security Review; telephone conversation with N. Meakin; review DIP Agreement; all emails re DIP; all emails re Draft orders; telephone conversation with M. Garneau re DIP;	2,863.80
Jun 17, 2020	A. Lipetz	1.05	Review credit agreement amending provision; analysis re amendments required and impact on opinion; call with M. Garneau; internal emails; emails with Torys.	498.75
Jun 17, 2020	A.J. Taylor	5.58	All emails re Security Review and DIP; Review draft Consulting Agreement	4,798.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Jun 17, 2020	T. Watson	1.33	Approval order; All emails re U.S. Order; Review First Day Motions; Telephone conversation with N. Meakin; Telephone conversation with M. Garneau; Review of opinion; Correspondence.	631.75

Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
M.L. Dyck	2.67	\$800.00	\$2,136.00
M.A. Garcia	0.33	305.00	100.65
M. Garneau	9.42	820.00	7,724.40
M. Konyukhova	0.25	720.00	180.00
A. Lipetz	14.26	475.00	6,773.50
A.J. Taylor	18.16	860.00	15,617.60
T. Watson**	3.46	475.00	1,643.50
Paralegal Services	0.15	\$305.00	\$45.75
Professional Services			US \$34,221.40
BCPST @ 7.0%			115.05
HST @ 13.0%			4,448.79
Total Professional Services and Taxes			US \$38,785.24

Disbursements Summary

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
BC Online Search Charges	13.24		13.24
Corporate Search N/T		31.49	31.49
PPSA Search	2.15		2.15
Corporate Search	39.72		39.72
Total Disbursements	55.11	31.49	86.60
HST @ 13.0%			7.16
Total Disbursements and Taxes			US \$93.76

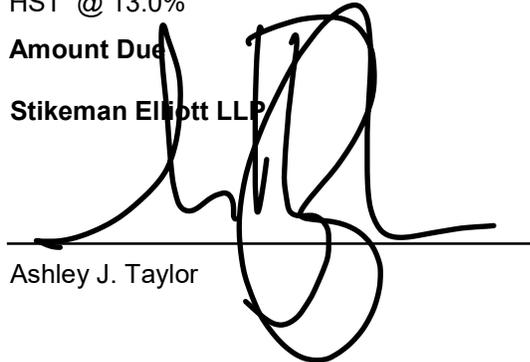
Stikeman Elliott

Account Summary

Invoice No. 5820411
File No. 1282601013
Re: GNC Holdings Inc.

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	34,221.40	0.00	\$34,221.40
BCPST @ 7.0%			115.05
HST @ 13.0%			4,448.79
Disbursements	55.11	31.49	86.60
HST @ 13.0%			7.16
Amount Due			<u>US \$38,879.00</u>

Stikeman Elliott LLP

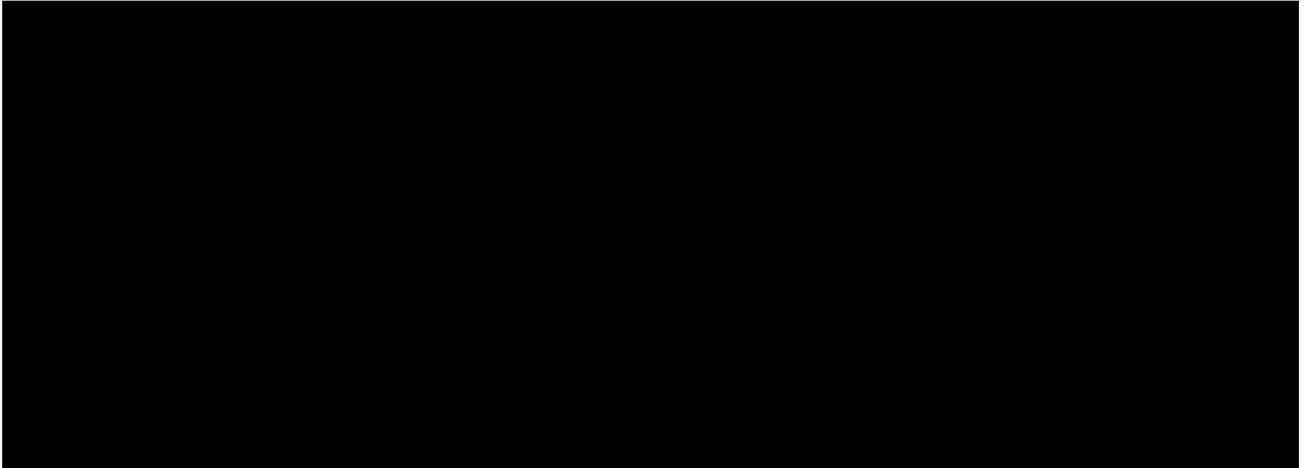


Ashley J. Taylor

Accounts are due when rendered. Please note that a prevailing quarterly pre-judgement interest rate will be charged for amounts unpaid 30 days or more.

Disbursements and charges may not have been posted at the date of this account.
Please quote our File number and/or Invoice number 128260.1013/5820411 when making payment.

Stikeman Elliott



Please include client number on transfer documents.

If you require further information, please contact our Client Accounts co-ordinators Michael Scott at 416-869-7728 or Cheryl Palmer at 416-869-7055, or by email at TORAccountsReceivable@stikeman.com.

Stikeman Elliott

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
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Fax: 416 947 0866
www.stikeman.com

GST / HST No. 1214111360001
QST No. 1018978624

Account

July 7, 2020

File No. 1282601013
Invoice No. 5824896

FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P. O. Box 104
TD Waterhouse Tower
Toronto, ON M5K 1G8

Attention: Nigel D. Meakin

For Professional Services Rendered in connection with GNC Holdings Inc. for the period up to July 4, 2020.

Time Summary

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Jun 9, 2020	D.J. MacKenzie	0.50	Security review issues ; correspondence with M. Garneau and A. Lipetz.	460.00
Jun 10, 2020	D.J. MacKenzie	1.00	Review credit agreement and Alta PPSA analysis.	920.00
Jun 17, 2020	M. Garneau	1.50	Telephone conversation with Andie Lipetz and Ashley Taylor regarding security review and DIP credit agreement.	1,230.00
Jun 17, 2020	M. Konyukhova	0.33	Review various emails regarding first day motions; call with J. Robinson regarding treatment of leases.	237.60
Jun 18, 2020	M. Garneau	1.00	Various email correspondence with Torys and others regarding amendment to security agreements and security review.	820.00
Jun 18, 2020	A. Lipetz	0.50	Internal emails; emails with A. Taylor.	237.50
Jun 18, 2020	A.J. Taylor	6.17	Review draft DIP Order; All emails re Security Opinion; Conference call with Torys, Lax, Latham and FTI and Young Conway; Review DIP;	5,306.20
Jun 19, 2020	M. Garneau	2.25	Various email correspondence regarding	1,845.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			amendment to security agreements, security review, DIP credit agreements and other matters; conference call with Torys and Cassels to discuss Alberta and BC PPSA issue and other matters.	
Jun 19, 2020	M. Konyukhova	1.75	Emails regarding first day motions; search for precedents regarding DIP roll up, sweeping and other issues; emails with A. Taylor regarding same; emails with M. Wahaj regarding report; consider issues regarding DIP and sweeping.	1,260.00
Jun 19, 2020	A. Lipetz	1.50	Internal call; call with Torys and Cassels; emails with local counsel; emails with Torys.	712.50
Jun 19, 2020	S. Sopic	0.72	Searching for precedent IO Reports; drafting consent to Act for IO; email correspondence with A. Taylor re same.	352.80
Jun 19, 2020	A.J. Taylor	8.67	Emails re D&O Charge; review revised affidavit; telephone conversation with M. Garneau and A. Lipetz re Security Review; telephone conversation with S. Bomhof re DIP; Conference call with Torys and Cassels re Security Opinion and Dip; Review revised affidavit; review revised orders; All emails re Report;	7,456.20
Jun 20, 2020	M. Garneau	1.00	Various email correspondence with Ashley Taylor, Andie Lipetz and Maria Koliopoulos regarding security review, information officer's report and other matters.	820.00
Jun 20, 2020	M. Konyukhova	2.75	Review various first day and recognition materials; review report sections; emails regarding security and DIP descriptions; work on report; various emails regarding orders being sought; review revised affidavit and orders; call with A. Taylor regarding status and next steps; call with M. Wahaj regarding report; review further revised materials and emails regarding same.	1,980.00
Jun 20, 2020	A. Lipetz	1.33	Internal emails; review credit agreements and draft sections of information officer's report re: same.	631.75
Jun 20, 2020	A.J. Taylor	1.50	Conference call with Torys, Cassels and FTI;	1,290.00
Jun 20, 2020	M. Wahaj	4.40	Reviewed Tory's materials and revised/supplemented information regarding First Day Orders in the IO Report.	1,232.00
Jun 21, 2020	M. Garneau	2.00	Various email correspondence with	1,640.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			Ashley Taylor, Maria Konyukhova and Andie Lipetz; review of draft affidavits and declarations; review of draft Term and ABL credit agreements.	
Jun 21, 2020	M. Konyukhova	3.25	Work on pre-filing report; emails with A. Lipetz, M. Garneau and M. Wahaj regarding issues for report; emails regarding various first day issues.	2,340.00
Jun 21, 2020	A. Lipetz	0.83	Internal emails; update report sections.	394.25
Jun 21, 2020	A.J. Taylor	3.50	Telephone conversation with J. Robinson; telephone conversation with M. Konyukhova; review revised affidavit; telephone conversation with S. Bomhof; telephone conversation with J. Robinson and S. Bomhof; all emails re Report; review revised orders;	3,010.00
Jun 21, 2020	M. Wahaj	5.20	Reviewed Consulting Order; Prepared descriptions of certain orders and updated IO report according.	1,456.00
Jun 22, 2020	M. Garneau	0.50	Conference call with Ashley Taylor and Norton Rose regarding BC and Alberta PPSA issues; telephone conversation with Ashley Taylor to discuss file; various email correspondence with Andie Lipetz regarding security review opinions.	410.00
Jun 22, 2020	M. Konyukhova	2.25	Emails regarding report; emails regarding cash management sweeps; revise pre-filing report; call with S. Bomhoff regarding cash management; emails and call with FTI regarding IO report.	1,620.00
Jun 22, 2020	A. Lipetz	0.25	Internal emails; emails with local counsel.	118.75
Jun 22, 2020	A.J. Taylor	4.58	All emails re Hearing; Call with E. Cobb re security opinion; telephone conversation with M. Garneau; Telephone conversation with S. Bomhof; Telephone conversation with J. Robinson; Telephone conversation with R. Jacobs; Review draft orders; telephone conversation with FTI and M. Konyukhova;	3,938.80
Jun 23, 2020	M. Garneau	0.75	Various matters relating to security review and related matters.	615.00
Jun 23, 2020	M. Konyukhova	1.58	Emails regarding cash sweep and pre-filing report; revise consent to act; review revised first day materials; work on pre-filing report.	1,137.60
Jun 23, 2020	A. Lipetz	0.33	Emails with F. Shaw; emails with P. Warsaba; internal emails.	156.75
Jun 23, 2020	A.J. Taylor	7.83	Review revised affidavit; emails re Sweep; emails re pre-filing report; review	6,733.80

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			revised orders; review and revised draft report; consent to act;	
Jun 23, 2020	M. Wahaj	0.82	Revised IO Report with updated information from Torys' materials.	229.60
Jun 23, 2020	M. Wahaj	1.00	Reviewed updated Tory's materials and noted up changes.	280.00
Jun 24, 2020	M. Garneau	0.25	Various email correspondence with Ashley Taylor regarding update.	205.00
Jun 24, 2020	M. Konyukhova	0.25	Emails regarding hearing; emails to M. Vonk regarding service list; emails regarding report.	180.00
Jun 24, 2020	A.J. Taylor	4.33	All emails re filing materials; revise draft report; preparation for and attendance at stay motion; all emails re service list;	3,723.80
Jun 25, 2020	M. Garneau	0.17	Various email correspondence with Andie Lipetz and Ashley Taylor.	139.40
Jun 25, 2020	M. Konyukhova	0.25	Review emails regarding report and US orders.	180.00
Jun 25, 2020	A.J. Taylor	7.08	Revise draft Report; review FTI comments; emails re Endorsement; Review draft Notice of Disclaimer; Review Orders	6,088.80
Jun 25, 2020	M. Vonk	1.50	Drafted service list; and drafted email to MK and AT.	577.50
Jun 25, 2020	M. Wahaj	1.93	Incorporated FTI comments into draft IO report; prepared descriptions of orders.	540.40
Jun 26, 2020	M. Garneau	0.17	Various email correspondence with Ashley Taylor regarding report.	139.40
Jun 26, 2020	M. Konyukhova	1.83	Emails regarding report and first day motions; work on various riders for report; emails regarding same.	1,317.60
Jun 26, 2020	A.J. Taylor	6.50	Draft and revise report; all emails re Report; telephone conversation with J. Robinson; telephone conversation with N. Meakin; telephone conversation with S. Bomhof;	5,590.00
Jun 26, 2020	M. Wahaj	1.00	Prepared and edited rider on RSA and stalking horse transaction.	280.00
Jun 27, 2020	M. Garneau	0.25	Various email correspondence regarding security review opinion.	205.00
Jun 27, 2020	M. Konyukhova	0.25	Review comments on report.	180.00
Jun 27, 2020	A.J. Taylor	0.75	Prepare for call with Torys re Landlords; all emails re Landlord issues;	645.00
Jun 28, 2020	A.J. Taylor	3.75	Review all comments on draft report; Revise Report; Telephone conversation with N. Meakin; Prepare for Recognition Hearing;	3,225.00
Jun 29, 2020	M. Garneau	0.50	Various email correspondence with Ashley Taylor and Andie Lipetz regarding	410.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Jun 29, 2020	A. Lipetz	1.17	security review opinions. Update and finalize opinion; emails with A. Taylor and M. Garneau.	555.75
Jun 29, 2020	A.J. Taylor	2.83	All emails re Landlord issues; Preparation for and attendance at Recognition Hearing;	2,433.80
Jul 2, 2020	A.J. Taylor	0.33	Review and comment on draft notice; Emails with M. Konyukhova;	283.80

Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
M. Garneau	10.34	\$820.00	\$8,478.80
M. Konyukhova	14.49	720.00	10,432.80
A. Lipetz	5.91	475.00	2,807.25
D.J. MacKenzie	1.50	920.00	1,380.00
S. Sopic	0.72	490.00	352.80
A.J. Taylor	57.82	860.00	49,725.20
M. Vonk**	1.50	385.00	577.50
M. Wahaj	14.35	280.00	4,018.00
Professional Services			US \$77,772.35
BCPST @ 7.0%			40.43
HST @ 13.0%			10,110.41
Total Professional Services and Taxes			US \$87,923.19

Stikeman Elliott

Account Summary

Invoice No. 5824896
File No. 1282601013
Re: GNC Holdings Inc.

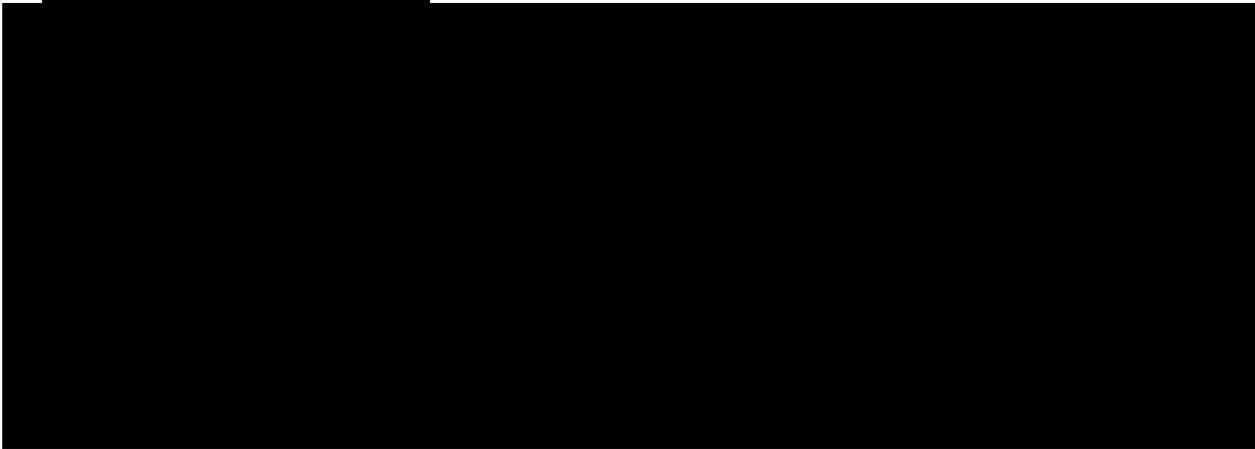
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	77,772.35	0.00	\$77,772.35
BCPST @ 7.0%			40.43
HST @ 13.0%			10,110.41
Amount Due			<u>US \$87,923.19</u>

Stikeman Elliott LLP

Ashley J. Taylor

Accounts are due when rendered. Please note that a prevailing quarterly pre-judgement interest rate will be charged for amounts unpaid 30 days or more.

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number 128260.1013/5824896 when making payment.



Please include client number on transfer documents.

If you require further information, please contact our Client Accounts co-ordinators Michael Scott at 416-869-7728 or Cheryl Palmer at 416-869-7055, or by email at TORAccountsReivable@stikeman.com.

Stikeman Elliott

Stikeman Elliott LLP
Barristers & Solicitors
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GST / HST No. 1214111360001
QST No. 1018978624

Account

July 30, 2020

File No. 1282601013
Invoice No. 5828956

FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P. O. Box 104
TD Waterhouse Tower
Toronto, ON M5K 1G8

Attention: Nigel D. Meakin

For Professional Services Rendered in connection with GNC Holdings Inc. for the period up to July 30, 2020.

Time Summary

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Jul 6, 2020	M. Vonk	0.25	Updated service list.	96.25
Jul 7, 2020	A.J. Taylor	0.33	Emails re Invoices	283.80
Jul 9, 2020	A.J. Taylor	0.25	All emails re retainers; emails re Final Order; Recognition Motion;	215.00
Jul 14, 2020	M. Konyukhova	0.92	Emails regarding various recognition orders; emails regarding KERP; call with A. Taylor regarding plan and IO report.	662.40
Jul 14, 2020	A.J. Taylor	2.50	Telephone conversation with N. Meakin; emails re KERP motion; telephone conversation with M. Konyukhova;	2,150.00
Jul 15, 2020	M. Konyukhova	2.67	Various calls and emails regarding upcoming recognition motions; review materials; emails regarding research and summaries of declaration; calls with Tories and A. Taylor.	1,922.40
Jul 15, 2020	T. Morsky	4.47	Emails with M. Konyukhova regarding GNC bankruptcy file instructions; Research information regarding GNC bankruptcy file; Pull appropriate portions of affidavits and declarations.	1,162.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Jul 15, 2020	A.J. Taylor	2.92	Review draft APA; telephone conversation with M. Konyukhova; conference call with Torys;	2,511.20
Jul 16, 2020	M. Konyukhova	0.33	Emails regarding recognition motion, APA and Plan.	237.60
Jul 16, 2020	T. Morsky	1.32	Review documents to be consolidated for GNC bankruptcy file; Organize with admin services to create tabbed binder for GNC bankruptcy file.	343.20
Jul 16, 2020	T. Morsky	0.43	Review documents from admin services; Email final document and notes to M. Konyukhova.	111.80
Jul 16, 2020	A.J. Taylor	4.58	Review and markup draft Stalking horse Agreement; Review Motion Materials; conference call with Torys and FTI; review Bidding Procedures;	3,938.80
Jul 17, 2020	M. Konyukhova	0.33	Review draft recognition materials; email to A. Taylor regarding recognition motion.	237.60
Jul 20, 2020	M. Konyukhova	0.75	Review notice of motion; review draft report.	540.00
Jul 21, 2020	M. Konyukhova	2.42	Work of First report; various emails regarding same; review entered orders.	1,742.40
Jul 21, 2020	T. Morsky	1.53	Research documents on the docket to find relevant language for lease rejection.	397.80
Jul 22, 2020	M. Konyukhova	0.33	Review revised report; review orders; emails regarding service list.	237.60
Jul 23, 2020	M. Konyukhova	0.33	Review revised bidding procedures order; emails regarding timing of motion.	237.60
Jul 24, 2020	M. Konyukhova	0.58	Emails regarding motion for recognition; attend to service and filing of report.	417.60
Jul 27, 2020	M. Konyukhova	1.17	Prepare for and attend hearing for recognition of foreign order.	842.40

Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
M. Konyukhova	9.83	\$720.00	\$7,077.60
T. Morsky	7.75	260.00	2,015.00
A.J. Taylor	10.58	860.00	9,098.80
M. Vonk**	0.25	385.00	96.25
Professional Services			US \$18,287.65
BCPST @ 7.0%			6.74
HST @ 13.0%			2,377.39
Total Professional Services and Taxes			US \$20,671.78

Stikeman Elliott

Disbursements Summary

<u>Description</u>	<u>Total</u>
Cash Received	-200,000.00
Miscellaneous N/T	200,000.00
Total Disbursements and Taxes	US US\$0.00

Stikeman Elliott

Account Summary

Invoice No. 5828956
File No. 1282601013
Re: GNC Holdings Inc.

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	18,287.65	0.00	\$18,287.65
BCPST @ 7.0%			6.74
HST @ 13.0%			2,377.39
Amount Due			<u>US \$20,671.78</u>

Stikeman Elliott LLP



Ashley J. Taylor/Maria Konyukhova

Accounts are due when rendered. Please note that a prevailing quarterly pre-judgement interest rate will be charged for amounts unpaid 30 days or more.

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number 128260.1013/5828956 when making payment.

Please include client number on transfer documents.

If you require further information, please contact our Client Accounts co-ordinators Michael Scott at 416-869-7728 or Cheryl Palmer at 416-869-7055, or by email at TORAccountsReivable@stikeman.com.

Stikeman Elliott

Stikeman Elliott LLP
 Barristers & Solicitors
 5300 Commerce Court West
 199 Bay Street
 Toronto, ON Canada M5L 1B9

Main: 416 869 5500
 Fax: 416 947 0866
 www.stikeman.com

GST / HST No. 1214111360001
 QST No. 1018978624

Account

September 14, 2020

File No. 1282601013
 Invoice No. 5841649

FTI Consulting Canada Inc.
 79 Wellington Street West
 Suite 2010, P. O. Box 104
 TD Waterhouse Tower
 Toronto, ON M5K 1G8

Attention: Nigel D. Meakin

For Professional Services Rendered in connection with GNC Holdings Inc. for the period up to September 11, 2020.

Time Summary

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Jul 29, 2020	M. Konyukhova	0.50	Emails re upcoming recognition motion; review status of outstanding issues;	360.00
Jul 30, 2020	N. Avis	3.42	Researching the consolidation of estates for the purposes of CCAA plans; pulling precedent for a forthcoming Information Officer's report.	1,368.00
Jul 30, 2020	M. Konyukhova	0.33	Emails re invoices;	237.60
Aug 2, 2020	M. Vonk	0.27	Updated service list; and drafted email to Jim Robinson.	103.95
Aug 12, 2020	M. Konyukhova	0.25	Various emails regarding upcoming motion and service list.	180.00
Aug 12, 2020	A.J. Taylor	4.08	All emails re Second Day motion; Review revised Stalking Horse APA; email with M. Decicco;	3,508.80
Aug 12, 2020	M. Vonk	0.13	Updated service list; and emailed same to Tyler Rivas.	50.05
Aug 13, 2020	M. Decicco	5.75	Review and comment on stalking horse purchase agreement. Review court materials relating to proceeding.	3,076.25
Aug 13, 2020	M. Konyukhova	0.42	Call with Torys regarding upcoming	302.40

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			motion; emails regarding same.	
Aug 13, 2020	A.J. Taylor	0.58	Call with FTI and Torys;	498.80
Aug 14, 2020	M. Decicco	3.75	Review and comment on stalking horse purchase agreement. Review court materials relating to proceeding.	2,006.25
Aug 14, 2020	A.J. Taylor	0.33	Emails re Break Fee; emails re APA	283.80
Aug 15, 2020	M. Decicco	1.95	Review and comment on stalking horse purchase agreement. Review court materials relating to proceeding.	1,043.25
Aug 19, 2020	A.J. Taylor	6.83	Review Cash Management Order; all emails re CM Order; review Motion Record; review and comment on draft report; conference call with Torys, Latham and FTI;	5,873.80
Aug 20, 2020	N. Avis	0.80	Corresponding with A. Taylor; reviewing materials filed with the GNC docket in the US.	320.00
Aug 20, 2020	A.J. Taylor	0.75	Draft revisions to Order; all emails re Report;	645.00
Aug 20, 2020	M. Vonk	0.13	Updated service list and sent same to Tyler Rivas.	50.05
Aug 21, 2020	N. Avis	0.10	Call with A. Taylor to discuss serving and filing the Information Officer's report.	40.00
Aug 21, 2020	A.J. Taylor	2.50	Emails re Recognition Order; Review comments on draft report; All emails re Report; Review comments on draft report; Serve IO Report;	2,150.00
Aug 24, 2020	N. Avis	0.63	Corresponding with C. Thompson re: filing court materials; commissioning an affidavit of service; filing materials with the Court.	252.00
Aug 24, 2020	A.J. Taylor	0.92	Telephone conversation with N. Meakin; emails re Joint Hearing; review amended Plan; telephone conversation with N. Avis;	791.20
Aug 25, 2020	A.J. Taylor	3.25	Prepare for Motion; Recognition Hearing; Email M. Konyukhova;	2,795.00
Aug 27, 2020	A.J. Taylor	0.58	Telephone conversations with S. Irving re Claims Process; Review Claims Bar Package; Emails Torys;	498.80
Aug 31, 2020	N. Avis	0.25	Reviewing the GNC docket to provide an update to M. Konyukhova and A. Taylor	100.00
Sep 2, 2020	A.J. Taylor	0.75	Review Summary of Habin purchase agreement; All emails;	645.00
Sep 3, 2020	A.J. Taylor	0.33	All emails	283.80
Sep 9, 2020	N. Avis	0.15	Reviewing the status of the Chapter 11 proceeding.	60.00
Sep 9, 2020	A.J. Taylor	1.33	Telephone conversation with S. Bomhoff re Sept 22 Motion; Review objections;	1,143.80

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Sep 11, 2020	N. Avis	0.05	email FTI; Reviewing the Chapter 11 case docket; corresponding with M. Konyukhova and A. Taylor.	20.00

Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
N. Avis	5.40	\$400.00	\$2,160.00
M. Decicco	11.45	535.00	6,125.75
M. Konyukhova	1.50	720.00	1,080.00
A.J. Taylor	22.23	860.00	19,117.80
M. Vonk**	0.53	385.00	204.05
Professional Services			US \$28,687.60
BCPST @ 7.0%			14.28
HST @ 13.0%			3,729.39
Total Professional Services and Taxes			US \$32,431.27

Disbursements Summary

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Telephone	0.74		0.74
Total Disbursements	0.74	0.00	0.74
HST @ 13.0%			0.10
Total Disbursements and Taxes			US \$0.84

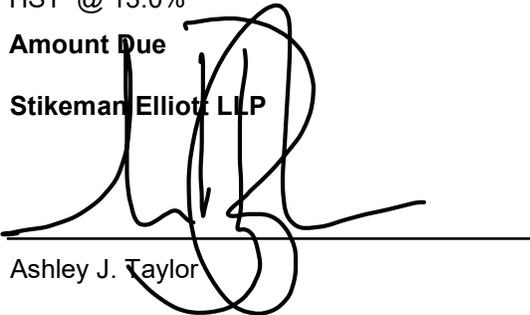
Stikeman Elliott

Account Summary

Invoice No. 5841649
File No. 1282601013
Re: GNC Holdings Inc.

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	28,687.60	0.00	\$28,687.60
BCPST @ 7.0%			14.28
HST @ 13.0%			3,729.39
Disbursements	0.74	0.00	0.74
HST @ 13.0%			0.10
Amount Due			<u>US \$32,432.11</u>

Stikeman Elliott LLP

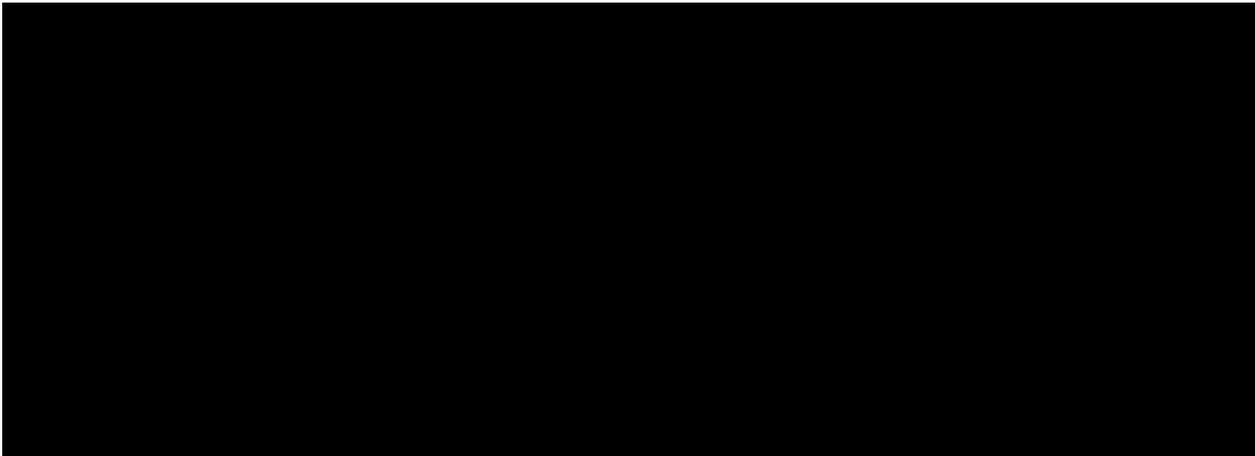


Ashley J. Taylor

Accounts are due when rendered. Please note that a prevailing quarterly pre-judgement interest rate will be charged for amounts unpaid 30 days or more.

Disbursements and charges may not have been posted at the date of this account.
Please quote our File number and/or Invoice number 128260.1013/5838615 when making payment.

Stikeman Elliott



Please include client number on transfer documents.

If you require further information, please contact our Client Accounts co-ordinators Michael Scott at 416-869-7728 or Cheryl Palmer at 416-869-7055, or by email at TORAccountsReceivable@stikeman.com.

Stikeman Elliott

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON Canada M5L 1B9

Main: 416 869 5500
Fax: 416 947 0866
www.stikeman.com

GST / HST No. 1214111360001
QST No. 1018978624

Account

September 29, 2020

File No. 1282601013
Invoice No. 5838615

FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P. O. Box 104
TD Waterhouse Tower
Toronto, ON M5K 1G8

Attention: Nigel D. Meakin

For Professional Services Rendered in connection with GNC Holdings Inc. for the period up to September 25, 2020.

Time Summary

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Sep 14, 2020	M. Konyukhova	0.58	Emails regarding fee estimates and 3rd report.	417.60
Sep 14, 2020	A.J. Taylor	3.50	Emails re Fee Estimates; Review US. Notices; Review U.S. Motions; Review and comment on draft report;	3,010.00
Sep 15, 2020	M. Konyukhova	0.50	Update call with Torys and others.	360.00
Sep 15, 2020	A.J. Taylor	2.83	Conference call with Lathams and Torys; Emails re Lease Assignment; Review draft order; Comment on draft report;	2,433.80
Sep 16, 2020	A.J. Taylor	2.83	Review package of U.S. Materials; draft report;	2,433.80
Sep 17, 2020	A.J. Taylor	4.75	Review Motion Materials; review comments on draft report; review revised report; conference call with Torys and FTI;	4,085.00
Sep 18, 2020	N. Avis	0.55	Reviewing the Chapter 11 docket for new orders.	220.00
Sep 18, 2020	A.J. Taylor	2.25	Emails re Report and Recognition Hearing; Emails with N. Meakin re Report; Review and finalize Report;	1,935.00

Stikeman Elliott

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
Sep 21, 2020	A.J. Taylor	2.33	Review factum re Sale Approval; prepare for Recognition Motion; telephone conversation with N. Meakin;	2,003.80
Sep 22, 2020	A.J. Taylor	1.25	All emails re Assigned Leases; Recognition Motion re Sale Approval; Review Endorsements;	1,075.00
Sep 25, 2020	M. Konyukhova	0.67	Emails and call regarding closing mechanics.	482.40
Sep 25, 2020	A.J. Taylor	0.58	Conference call re Closing Mechanics	498.80

Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
N. Avis	0.55	\$400.00	\$220.00
M. Konyukhova	1.75	720.00	1,260.00
A.J. Taylor	20.32	860.00	17,475.20
Professional Services			US \$18,955.20
HST @ 13.0%			2,464.18
Total Professional Services and Taxes			US \$21,419.38

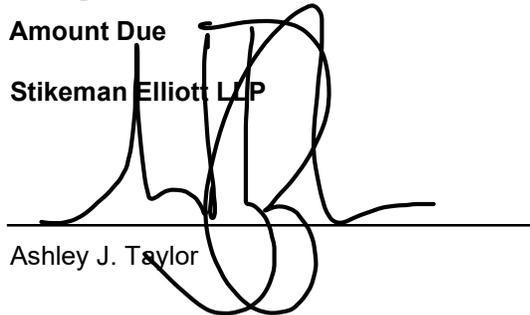
Stikeman Elliott

Account Summary

Invoice No. 5838615
File No. 1282601013
Re: GNC Holdings Inc.

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	18,955.20	0.00	\$18,955.20
HST @ 13.0%			2,464.18
Amount Due			<u>US \$21,419.38</u>

Stikeman Elliott LLP



Ashley J. Taylor

Accounts are due when rendered. Please note that a prevailing quarterly pre-judgement interest rate will be charged for amounts unpaid 30 days or more.

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number 128260.1013/5838615 when making payment.

Please include client number on transfer documents.

If you require further information, please contact our Client Accounts co-ordinators Michael Scott at 416-869-7728 or Cheryl Palmer at 416-869-7055, or by email at TORAccountsReceivable@stikeman.com.

This is
EXHIBIT "B"
referred to in the Affidavit of
ASHLEY TAYLOR
sworn on October 9, 2020.

DocuSigned by:

Sanja Sapic

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Commissioner for Taking Affidavits

EXHIBIT "B"**Summary of Stikeman Elliott LLP's Invoices for
Services Rendered from May 12, 2020 to September 25, 2020**

Invoice No.	Date	Fee	Expenses	HST	BCT	Total
5819640	June 11, 2020	12,380.45	56.38	1,615.30	3.45	14,055.58
5820411	June 18, 2020	34,221.40	78.75	4,455.95	115.05	38,879.00
5824896	July 7, 2020	77,772.35	86.60	10,110.41	40.43	87,923.19
5828956	July 30, 2020	18,287.65		2,377.39	6.74	20,671.78
5841649	September 14, 2020	28,687.60	.74	3,729.49	14.28	32,432.11
5838615	September 29, 2020	18,955.20		2,464.18		21,419.38
TOTAL		\$190,304.64	\$143.72	\$24,752.72	\$179.95	\$215,381.04

This is
EXHIBIT "C"
referred to in the Affidavit of
ASHLEY TAYLOR
sworn on October 9, 2020.

DocuSigned by:

Sanja Sopic

E820930A2731482...

Commissioner for Taking Affidavits

EXHIBIT "C"**Summary of Stikeman Elliott LLP's Invoices for
Services Rendered from May 12, 2020 to September 25, 2020**

Name	Position	Hourly Rate	Hours	Total
M. Dyck	Partner	US \$800.00	2.67	2,136.00
M. Garneau	Partner	US \$820.00	28.59	23,443.80
M. Konyukhova	Partner	US \$720.00	31.74	23,066.40
D. MacKenzie	Partner	US \$920.00	1.50	1,380.00
A. Taylor	Partner	US \$860.00	131.59	113,253.40
N. Avis	Associate	US \$400.00	5.95	2,380.00
M. Decicco	Associate	US \$535.00	11.45	6,125.75
A. Lipetz	Associate	US \$475.00	23.01	11,400.00
S. Sopic	Associate	US \$590.00	0.72	352.80
M. Vonk	Associate	US \$385.00	2.28	877.80
T. Watson	Associate	US \$475.00	3.46	1,634.50
M. Wahaj	Associate	US \$280.00	14.35	4,018.00
T. Morsky	Student	US \$260.00	7.75	2,015.00
M. Garcia	Clerk	US \$305.00	.33	100.65
P. Oster	Clerk	US \$305.00	0.15	45.75
E. Yuen	Clerk	US \$360.00	0.17	61.20

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 OLDFO 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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
PROCEEDINGS COMMENCED AT TORONTO

AFFIDAVIT OF ASHLEY TAYLOR

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Maria Konyukhova LSO#: 52880V
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Email: mkonyukhova@stikeman.com

Lawyers for the Information Officer

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 OLDKO 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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDINGS COMMENCED AT TORONTO

FOURTH REPORT OF THE INFORMATION OFFICER

STIKEMAN ELLIOTT LLP

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Maria Konyukhova LSO#: 52880V

Tel: (416) 869-5230
Email: mkonyukhova@stikeman.com

Lawyers for the Information Officer

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM) FRIDAY, THE
)
)
JUSTICE CONWAY) 16TH 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 and counsel to the Information Officer, 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, including the fees and disbursements of the Information Officer up to the date of its discharge, 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, including the fees and disbursements of Stikeman in connection with services provided to the Information Officer up to the date of its discharge, 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.

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
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDINGS COMMENCED AT TORONTO

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

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5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9
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Lawyers for the Information Officer

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 OLDKO 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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDINGS COMMENCED AT TORONTO

MOTION RECORD OF THE INFORMATION OFFICER
(APPROVAL OF FEES AND ACTIVITIES)

STIKEMAN ELLIOTT LLP

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Toronto, ON M5L 1B9
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