

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

THE HONOURABLE	)	MONDAY, THE 29th
	)	
JUSTICE CONWAY	)	DAY OF JUNE, 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 (the "**Debtors**")

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

**INITIAL RECOGNITION ORDER**  
**(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made by GNC Holdings, Inc. in its capacity as the foreign representative (the "**Foreign Representative**") of the Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record, was heard by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 crisis.

ON READING the Notice of Application, the affidavit of Tricia Tolivar sworn June 24, 2020 (the “**GNC Affidavit**”) and the affidavit of Suzan Mitchell-Scott affirmed June 26, 2020, all filed, and upon being provided with copies of the documents required by s. 46 of the CCAA,

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) is being sought,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for FTI Consulting Canada Inc. in its capacity as the proposed information officer (the “**Proposed Information Officer**”); counsel for the DIP Lenders and the Ad Hoc Group of Crossover Lenders (each as defined in the GNC Affidavit); counsel for the Canada Consultant (as defined in the GNC Affidavit); counsel for JPMorgan Chase Bank, N.A., in its capacity as ABL Facility Agent; counsel for Cushman & Wakefield Asset Services ULC, Ivanhoe Cambridge Inc., Morguard Investments Limited, RioCan Real Estate Investment Trust, SmartCentres Real Estate Investment Trust, Blackwood Partners Management Corporation, Brookfield Office Properties and Cominar REIT; and counsel for Oxford Properties and Crombie REIT; no one else appearing although duly served as appears from the affidavits of service of Cathy Pellegrini and Tina Woo sworn June 24, 2020, and the affidavits of service of Cathy Pellegrini, Tina Woo and Kunalan Shelvarajah and affirmed June 26, 2020;

## **SERVICE**

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

## **FOREIGN REPRESENTATIVE**

2. THIS COURT ORDERS AND DECLARES that the Foreign Representative is the “foreign representative” as defined in section 45 of the CCAA of the Debtors in respect of the cases commenced in the United States Bankruptcy Court for the District of Delaware by the Debtors pursuant to Chapter 11 of the *United States Bankruptcy Code* (the “**Foreign Proceeding**”).

## **CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING**

3. THIS COURT DECLARES that the centre of its main interests for each of the Debtors is the United States of America, and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA.

## **STAY OF PROCEEDINGS**

4. THIS COURT ORDERS that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any Debtor under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;
- (b) further proceedings in any action, suit, or proceeding against any Debtor are restrained; and
- (c) the commencement of any action, suit, or proceeding against any Debtor is prohibited.

## **NO SALE OF PROPERTY**

5. THIS COURT ORDERS that, except with leave of this Court, each of the Debtors is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

**GENERAL**

6. THIS COURT ORDERS that within 2 business days from the date of this Order, or as soon as practicable thereafter, the Foreign Representative shall cause to be published a notice substantially in the form attached to this Order as Schedule A, once a week for two consecutive weeks, in the Globe and Mail and La Presse.

7. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

8. THIS COURT ORDERS AND DECLARES that the Interim Order made on June 24, 2020 shall be of no further force and effect once this Order becomes effective, and that this Order shall be effective as of 12:01 a.m. Eastern Time on the date of this Order, provided that nothing herein shall invalidate any action taken in compliance with such Interim Order prior to the effective time of this Order.

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

  
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**Schedule “A”**

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

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IN THE MATTER OF THE *COMPANIES’ CREDITORS ARRANGEMENT ACT*,  
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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 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 (the “**Debtors**”)

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

**NOTICE OF INITIAL RECOGNITION ORDER**

**PLEASE BE ADVISED** that this Notice is being published pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), granted on June 29, 2020 (the “**Initial Recognition Order**”).

**PLEASE TAKE NOTICE** that on June 24, 2020, the Debtors each filed voluntary petitions under chapter 11 of title 11 of the United States Code (collectively, the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”). In connection with the Chapter 11 Proceedings, the U.S. Court has appointed GNC Holdings, Inc. (“**GNC Holdings**”) as the foreign representative of the Debtors (the “**Foreign Representative**”). The Foreign Representative’s address is 300 Sixth Ave., Pittsburgh, PA 15222. The Debtors carry on business in Canada through General Nutrition Centres Company.

**PLEASE TAKE FURTHER NOTICE** that the Initial Recognition Order and a supplemental order (together, the “**Recognition Orders**”) have been issued by the Canadian Court under Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the “**CCA Recognition Proceedings**”), and, among other things: (i) recognized the Chapter 11 Proceedings as a foreign main proceeding; (ii) recognized GNC Holdings as the Foreign Representative of the Debtors; (iii) recognized certain orders granted by the U.S. Court in the Chapter 11 Proceedings including the granting of an interim DIP financing order; (iv) granted a stay of proceedings against the Debtors, their property and their directors

and officers in Canada; (v) prohibited the commencement of proceedings against the Debtors in Canada absent further order of the Canadian Court; and (vi) appointed FTI Consulting Canada Inc. as the Information Officer with respect to the CCAA Recognition Proceedings.

**PLEASE TAKE FURTHER NOTICE** that the motions, orders and notices filed: i) with the U.S. Court in the Chapter 11 Proceedings are available at <https://cases.primeclerk.com/gnc>; and, ii) with the Canadian Court in the CCAA Recognition Proceedings are available at <http://cfcanada.fticonsulting.com/GNCC>.

**PLEASE TAKE FURTHER NOTICE** that counsel for the Foreign Representative is:

**Torys LLP**

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

Attn: Scott A. Bomhof  
Tel: 416.865.7370  
Email: sbomhof@torys.com

**PLEASE TAKE FURTHER NOTICE** that persons who wish to receive a copy of the Recognition Orders or obtain any further information in respect thereof or in respect of the matters set forth in this Notice should contact the Information Officer at the address below:

**FTI Consulting Canada Inc.**

TD South Tower, 79 Wellington Street West  
Toronto-Dominion Centre, Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8  
Fax: 416.649.8101

Attn: Jim Robinson  
Tel: 416.649.8070  
Email: jim.robinson@fticonsulting.com

DATED AT TORONTO, ONTARIO this \_\_\_\_ day of July, 2020.

**FTI Consulting Canada Inc.**

(solely in its capacity as Information Officer of the Debtors and not in its personal or corporate capacity)

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

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

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
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Proceeding commenced at TORONTO

**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

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