

**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

Applicant

**NOTICE OF MOTION
(Motion for Recognition of Certain Second Day Orders,
returnable July 27, 2020)**

The Applicant, GNC Holdings, Inc., in its capacity as a foreign representative of itself as well as 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 (collectively, the “**Debtors**” or “**GNC**”), will make a motion to a Judge

presiding over the Commercial List on Monday, July 27, 2020, at 10:00 a.m., via Zoom at Toronto, Ontario due to the COVID-19 pandemic.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR

- (a) An Order abridging the time for service and filing of this Notice of Motion and the Motion Record and dispensing with service thereof on any interested party other than those served with these proceedings;
- (b) An Order recognizing, and giving full force and effect in Canada to, certain of the Second Day Orders (as defined below) entered by the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”) pursuant to section 49 of the *Companies’ Creditors Arrangement Act*, RSC 1985, c. C-36, as amended (the “**CCAA**”); and
- (c) Such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE GNC is a global health and wellness brand with a diversified, omni-channel business. In its stores and online, GNC sells an assortment of performance and nutritional supplements, vitamins, herbs and greens, health and beauty, food and drink, and other general merchandise featuring innovative private-label products as well as nationally recognized third-party brands, many of which are exclusive to GNC.

- (e) The Applicant is the ultimate parent company of the other Debtors. The other Debtors all operate on an integrated basis and are either direct or indirect wholly-owned subsidiaries of the Applicant.

- (f) GNC's Canadian operations are fully integrated with, and entirely dependent on, GNC's U.S. operations.
- (g) The Debtors have commenced cases before the U.S. Court under Chapter 11 of Title 11 of the *United States Bankruptcy Code* (the "**Chapter 11 Cases**") to effect both balance sheet and operational restructurings, with a view to facilitating their continued going concern viability.
- (h) On June 29, 2020, the Debtors were granted an initial recognition order declaring
 - (i) GNC Holdings, Inc. as the foreign representative of the Debtors in respect of the Chapter 11 Cases, (ii) the United States of America as the centre of main interest for each of the Debtors, and (iii) recognition of the foreign proceeding as a "foreign main proceeding" as defined in section 45 of Part IV of the CCAA.
- (i) The Debtors were also granted at the same time further orders, including a supplemental recognition order recognizing, and giving full force and effect to, certain foreign orders, including an interim DIP order.

Recognition of the Second Day Orders

- (j) A hearing is scheduled on July 22, 2020 before the U.S. Court (the "**Second Day Hearing**") in respect of the approval of additional orders in the Chapter 11 Cases (the "**Second Day Orders**"). The Debtors are seeking recognition of proposed Second Day Orders that fall into two categories: (i) final orders in respect of interim orders previously recognized by this Court and (ii) orders to be granted in respect of new motions brought in the Chapter 11 Cases on July 22.

(k) The following are the proposed Second Day Orders that will be final orders in respect of interim orders previously recognized by this Court:

- (i) Final Cash Management Order;
- (ii) Final Critical Vendors Order;
- (iii) Final Customer Programs Order;
- (iv) Final DIP Order;
- (v) Final Equity Trading NOL Order;
- (vi) Final Insurance Order;
- (vii) Final Lien and Import Claims Order;
- (viii) Final Store Closing Order;
- (ix) Final Tax Order;
- (x) Final Utilities Order; and
- (xi) Final Wages Order.

(l) The Debtors have also filed certain additional motions (the “**Second Day Motions**”) with the U.S. Court, by which they will seek the entry of certain orders of the U.S. Court. The Debtors are only seeking recognition of the following other Second Day Orders at the present time:

- (i) Bar Date Order;
- (ii) Bidding Procedures Order;
- (iii) First Omnibus Order to Reject Certain Unexpired Leases; and

- (iv) Third Omnibus Order to Reject Certain Unexpired Leases.
- (m) The recognition of the foregoing Second Day Orders is necessary for the protection of the Debtors' property and the interests of the Debtors' creditors.
- (n) For the purposes of ensuring that all interested parties cooperate in the efforts of the Debtors, the Applicant requests that the terms of the above Second Day Orders be recognized by this Court pursuant to section 49 of the CCAA.

General

- (o) The CCAA, including Part IV thereof;
- (p) Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*; and
- (q) Such further and other grounds as the lawyers may advise and this Court may permit.

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

- (a) Application Record, filed June 26, 2020;
- (b) The Affidavit of Andrea Das-Wieczorek, with exhibits, to be affirmed and filed;
- (c) Pre-filing report of the Information Officer, filed June 28, 2020;
- (d) First report of the Information Officer, to be filed; and
- (e) Such further and other evidence as the lawyers may advise and this Court may permit.

July 20, 2020

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TO: SERVICE LIST

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CV-20-00642970-00CL

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

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Proceeding commenced at TORONTO

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