

**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 Confirmation Order and Additional U.S. Orders  
and Granting Related Relief, returnable October 16, 2020)**

The Applicant, Vitamin OldCo Holdings, Inc. (formerly known as “GNC Holdings, Inc.”), in its capacity as a foreign representative of itself as well as Vitamin OldCo Centres Company, Vitamin OldCo Parent LLC, Vitamin OldCo Corporation, Vitamin OldCo Centers, Inc., Vitamin OldCo, Inc., Vitamin OldCo Investment Company, Vitamin OldCo Lucky Corporation, Vitamin OldCo Funding, Inc., Vitamin OldCo International Holdings, Inc., Vitamin OldCo Headquarters LLC, Vitamin Holdco Associates, Ltd., Vitamin OldCo Canada Holdings, Inc., Vitamin OldCo Government Services, LLC, Vitamin OldCo Puerto Rico Holdings, Inc.,

and Vitamin OldCo Puerto Rico, LLC<sup>1</sup> (collectively, the “**Debtors**” or “**GNC**”), will make a motion to a Judge presiding over the Commercial List on October 16, 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 the Confirmation Order and the Additional U.S. Orders (each defined below) entered and to be 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 granting related relief;
- (c) An Order amending the style of cause of these proceedings to:

**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 VITAMIN OLDSCO HOLDINGS, INC.,**

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<sup>1</sup> These entities were formerly known as, respectively: 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.

VITAMIN OLDSCO CENTRES COMPANY, VITAMIN OLDSCO PARENT LLC, VITAMIN OLDSCO CORPORATION, VITAMIN OLDSCO CENTERS, INC., VITAMIN OLDSCO, INC., VITAMIN OLDSCO INVESTMENT COMPANY, VITAMIN OLDSCO LUCKY CORPORATION, VITAMIN OLDSCO FUNDING, INC., VITAMIN OLDSCO INTERNATIONAL HOLDINGS, INC., VITAMIN OLDSCO HEADQUARTERS LLC, VITAMIN HOLDSCO ASSOCIATES, LTD., VITAMIN OLDSCO CANADA HOLDINGS, INC., VITAMIN OLDSCO GOVERNMENT SERVICES, LLC, VITAMIN OLDSCO PUERTO RICO HOLDINGS, INC., AND VITAMIN OLDSCO PUERTO RICO, LLC

and

- (d) Such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION AREGNC 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.

- (f) 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.
- (g) GNC's Canadian operations are fully integrated with, and entirely dependent on, GNC's U.S. operations.
- (h) 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.

- (i) On June 29, 2020, the Debtors were granted an initial recognition order declaring (i) GNC Holdings, Inc. (now “Vitamin OldCo 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.
- (j) 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.
- (k) Two further additional recognition orders were granted by this Court on July 27, 2020 and August 25, 2020, respectively, in relation to additional and amended orders entered by the U.S. Court, including an Order approving the disclosure statement, (b) establishing the voting record date, voting deadline, and other dates, (c) approving procedures for soliciting, receiving, and tabulating votes on the plan and for filing objections to the plan, (d) approving the manner and forms of notice and other related documents, and (e) granting related relief (the “**Voting and Disclosure Statement Order**”).
- (l) The Debtors were also granted a recognition order by this Court on September 22, 2020, giving full force and effect to an Order of the U.S. Court approving (a) the sale of substantially all of the Debtors’ assets free and clear of all claims, liens,

liabilities, rights, interests and encumbrances, (b) the Debtors' assumption and assignment of certain executory contracts and unexpired leases and (c) related relief (the "**U.S. Sale Order**").

- (m) An additional further recognition order was granted by this Court on September 30, 2020 in relation to additional orders entered by the U.S. Court.
- (n) The purchase and sale transaction (the "**Sale Transaction**") which is the subject of the U.S. Sale Order closed on October 7, 2020.
- (o) The Debtors have filed a Declaration of Alex Orchowski of Prime Clerk LLC regarding the solicitation of votes and tabulation of ballots cast on the Debtors' Joint Chapter 11 Plan of Reorganization (the "**Plan**") which indicates that all classes entitled to vote on the Plan have voted to accept the Plan.

#### **Recognition of the Confirmation Order and Additional U.S. Orders**

- (p) The Debtors have now filed an additional motion with the U.S. Court, by which they will seek the entry of the Findings of Fact, Conclusions of Law and Order Confirming the Joint Chapter 11 Plan of Vitamin OldCo Holdings, Inc. and its Debtor Affiliates (the "**Confirmation Order**") of the U.S. Bankruptcy court confirming the Plan and the Plan Supplement of Vitamin OldCo Holdings, Inc. and its Debtor Affiliates.
- (q) In accordance with section 1123(b)(2) of the *United States Bankruptcy Code*, Article V of the Plan provides that, as of and subject to the occurrence of the Effective Date any Executory Contract or Unexpired Lease shall be deemed rejected if such Executory Contract or Unexpired Lease (a) is not assumed and

assigned pursuant to the Sale Transaction Documents (as defined in the Confirmation Order); (b) has not previously been rejected by order of the U.S. Court; (c) is not identified in the Plan Supplement as a contract or lease to be assumed; (d) is not expressly assumed pursuant to the terms of the Plan; (e) has not expired or terminated by its own terms on or prior to the Effective Date; or (f) has not been assumed or is not the subject of a motion to assume on the Confirmation Date.

- (r) The Debtors have also now filed certain additional motions with the U.S. Court, by which they will seek the entry of certain orders of the U.S. Court (the “**Additional U.S. Orders**”). The Debtors are only seeking recognition of the following Additional U.S. Orders at the present time:
- (i) Thirty-Fourth (34<sup>th</sup>) Omnibus Order Authorizing the Debtors to Assume and Assign Certain Executory Contracts;
  - (ii) Thirty-Fifth (35<sup>th</sup>) Omnibus Order Authorizing the Debtors to Assume and Assign Certain Executory Contracts;
  - (iii) Thirty-Sixth (36<sup>th</sup>) Omnibus Order (a) Authorizing Rejection of Certain Unexpired Leases Effective as of September 29, 2020 and (b) Granting Related Relief;
  - (iv) Thirty-Seventh (37<sup>th</sup>) Omnibus Order (a) Authorizing Rejection of Certain Unexpired Leases Effective as of September 29, 2020 and (b) Granting Related Relief;

- (v) Thirty-Eighth (38<sup>th</sup>) Omnibus Order (a) Authorizing Rejection of Certain Unexpired Leases Effective as of September 29, 2020 and (b) Granting Related Relief;
  - (vi) Order (a) Dismissing Case of GNC China Holdco, LLC and (b) Amending Debtors' Case Caption;
  - (vii) Corrected Thirty First (31<sup>st</sup>) Omnibus Order Authorizing the Debtors to Assume and Assign Certain Unexpired Leases;
  - (viii) Order Sustaining Debtors' First Omnibus Objection to Proofs of Claim Solely for Purposes of Voting on the Third Amended Joint Plan of Reorganization for GNC Holdings, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code;
  - (ix) Order, Pursuant to Section 365(d)(4) of the Bankruptcy Code, Extending the Deadline by Which the Debtors Must Assume or Reject Remaining Unexpired Leases of Nonresidential Real Property;
  - (x) Order Approving (a) Global Settlement, (b) Stalking Horse Agreement Amendment, and (c) Plan Support Agreement; and
  - (xi) Order (i) Extending the Deadline by Which the Debtors May Remove Certain Actions and (ii) Granting Related Relief.
- (s) The recognition of the Confirmation Order and the Additional U.S. Orders is necessary for the protection of the Debtors' property and the interests of the Debtors' creditors.

- (t) For the purposes of carrying out the terms of the Confirmation Order, the Applicant also requests certain additional relief, including, but not limited to, the discharge and release of certain charges, security interests or claims, in relation to Vitamin OldCo Centres Company.
- (u) For the purposes of ensuring that all interested parties cooperate in the efforts of the Debtors, the Applicant requests that the terms of the Confirmation Order and the Additional U.S. Orders be recognized by this Court pursuant to section 49 of the CCAA.

**Change of Style of Cause**

- (v) Following the closing of the Sale Transaction, the Debtors were required to change their names to the following to remove all references to “GNC”:

<b>Old Name</b>	<b>New Name</b>
GNC Holdings, Inc.	Vitamin OldCo Holdings, Inc.
GNC Parent LLC	Vitamin OldCo Parent LLC
GNC Corporation	Vitamin OldCo Corporation
General Nutrition Centers, Inc.	Vitamin OldCo Centers, Inc.
General Nutrition Corporation	Vitamin OldCo, Inc.
General Nutrition Investment Company	Vitamin OldCo Investment Company
Lucky Oldco Corporation	Vitamin OldCo Lucky Corporation
GNC Funding, Inc.	Vitamin OldCo Funding, Inc.
GNC International Holdings, Inc.	Vitamin OldCo International Holdings, Inc.
GNC China Holdco, LLC	GNC China Holdco, LLC (no change)
GNC Headquarters LLC	Vitamin OldCo Headquarters LLC
Gustine Sixth Avenue Associates, Ltd.	Vitamin OldCo Associates, Ltd.
GNC Canada Holdings, Inc.	Vitamin OldCo Canada Holdings, Inc.
General Nutrition Centres Company	Vitamin OldCo Centres Company
GNC Government Services, LLC	Vitamin OldCo Government Services, LLC
GNC Puerto Rico Holdings, Inc.	Vitamin OldCo Puerto Rico Holdings, Inc.
GNC Puerto Rico, LLC	Vitamin OldCo Puerto Rico, LLC

- (w) The Debtors new legal names are set out in the following style of cause:

**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 VITAMIN OLDKO HOLDINGS, INC.,  
VITAMIN OLDKO CENTRES COMPANY, VITAMIN  
OLDKO PARENT LLC, VITAMIN OLDKO  
CORPORATION, VITAMIN OLDKO CENTERS, INC.,  
VITAMIN OLDKO, INC., VITAMIN OLDKO INVESTMENT  
COMPANY, VITAMIN OLDKO LUCKY CORPORATION,  
VITAMIN OLDKO FUNDING, INC., VITAMIN OLDKO  
INTERNATIONAL HOLDINGS, INC., VITAMIN OLDKO  
HEADQUARTERS LLC, VITAMIN HOLDKO  
ASSOCIATES, LTD., VITAMIN OLDKO CANADA  
HOLDINGS, INC., VITAMIN OLDKO GOVERNMENT  
SERVICES, LLC, VITAMIN OLDKO PUERTO RICO  
HOLDINGS, INC., AND VITAMIN OLDKO PUERTO RICO,  
LLC**

**General**

- (x) The CCAA, including Part IV thereof;
- (y) Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*; and
- (z) 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) The Affidavit of Michael Noel with exhibits, filed;
- (b) The Fourth Report of the Information Officer, filed;
- (c) Such further and other evidence as the lawyers may advise and this Court may permit.

October 9, 2020

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**TO: SERVICE LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED Court File No.  
CV-20-00642970-00CL

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**  
**COMMERCIAL LIST**  
Proceeding commenced at TORONTO

**NOTICE OF MOTION**  
**(Motion for Recognition of Confirmation Order**  
**and Additional U.S. Orders and Granting**  
**Related Relief, ret. October 16, 2020)**

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