

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM) FRIDAY, THE 30TH
)
JUSTICE CONWAY) 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
VITAMIN OLDSCO HOLDINGS, INC., 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

APPLICATION OF VITAMIN OLDSCO HOLDINGS, INC.,
UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT

TERMINATION ORDER
(FOREIGN MAIN PROCEEDING)

THIS MOTION, made by Vitamin OldCo Holdings, Inc. (formerly known as "GNC Holdings, Inc.") ("**Vitamin Holdings**") in its capacity as the foreign representative (the "**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 (collectively, 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 Motion Record was heard by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 pandemic.

ON READING the Notice of Motion, the affidavit of Michael Noel affirmed October 27, 2020 (the “**Noel Affidavit**”), the affidavit of Michael Noel affirmed October 29, 2020 (the “**Second Noel Affidavit**”), the affidavit of Michael Noel affirmed October 29, 2020 (the “**Third Noel Affidavit**”), the Sixth Report of the Information Officer and the factum of the Foreign Representative, and upon hearing submissions of counsel for the Foreign Representative, the Information Officer, and those other parties present, no one appearing for any other person on the Service List, although properly served as appears from the Affidavit of Service of Elizabeth Nigro sworn October 27, 2020, the Affidavit of Service of Elizabeth Nigro sworn October 29, 2020 and the Affidavit of Service of Michael Noel sworn October 29, 2020, and upon being advised that no other persons were served with the aforementioned materials;

SERVICE AND DEFINITIONS

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that capitalized terms used herein and not otherwise defined have the meaning given to them in the Noel Affidavit affirmed October 27, 2020, as applicable.

TERMINATION OF RECOGNITION PROCEEDINGS

3. THIS COURT ORDERS that, except as expressly set out in this Order, the within CCAA recognition proceedings with respect to the Applicant shall be terminated upon the filing of a certificate of the Information Officer, substantially in the form attached as Schedule

“A” to this Order (the “**Certificate**”), confirming the occurrence of the Effective Date (as such term is defined in the Plan).

4. THIS COURT ORDERS that the Information Officer, upon the filing of the Certificate, shall be discharged as Information Officer, provided, however, that notwithstanding its discharge herein, the Information Officer shall continue to have the benefit of the Order of the Honourable Justice Conway dated June 29, 2020 (the “**Supplemental Order**”), including all approvals, protections and stays of proceedings in favour of the Information Officer in its capacity as Information Officer.

5. THIS COURT ORDERS that, effective upon the filing of the Certificate, the Information Officer shall be released and discharged from any and all liability that the Information Officer now has or may hereafter have by reason of, or in any way arising out of, the CCAA, the Supplemental Order, and any other Order of this Court, or the acts or omissions of the Information Officer while acting in its capacity as Information Officer in these proceedings, save and except for liability arising from its gross negligence or wilful misconduct. Without limiting the generality of the foregoing, the Information Officer shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, within these proceedings.

6. THIS COURT ORDERS that no proceeding shall be commenced against the Information Officer in respect of any matter arising from or related to its capacity or conduct as Information Officer except with prior leave of this Honourable Court on written notice to the Information Officer and upon securing, as security for costs, the full indemnity costs of the Information Officer in connection with the proposed action or proceeding.

RELEASE OF ADMINISTRATION CHARGE

7. THIS COURT ORDERS that upon the filing of the Certificate, the Administration Charge (as such term is defined in the Supplemental Order) is hereby forever released and discharged in all respects.

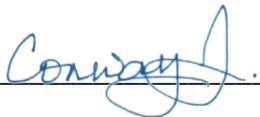
GENERAL

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

9. THIS COURT ORDERS that each of the Debtors, the Foreign Representative, and the Information Officer shall be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

10. 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, the Foreign Representative, the Information Officer and its respective counsel, 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.

11. THIS COURT ORDERS that this Order shall be effective as of 12:01 a.m. Eastern on the date of this Order.



Schedule "A"
Information Officer's Certificate

**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
VITAMIN OLDSCO HOLDINGS, INC., 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**

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

INFORMATION OFFICER'S CERTIFICATE

- A. Pursuant to an Order of the Honourable Justice Conway of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated June 29, 2020 (the "**Supplemental Order**"), FTI Consulting Canada Inc. was appointed as information officer (in such capacity, the "**Information Officer**").
- B. On October 30, 2020, the Court made an Order (the "**Termination Order**") that, among other things, authorized the termination of the within proceedings upon the filing by the Information Officer of a certificate in the form appended to the Termination Order.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Termination Order.

THE INFORMATION OFFICER CERTIFIES that:

1. The Foreign Representative, on behalf of the Debtors, has delivered written notice to the Information Officer confirming that the Effective Date has occurred.

This Certificate was delivered by the Information Officer at _____ [TIME] on _____ [DATE].

**FTI CONSULTING CANADA INC., in its
capacity as Information Officer, and not in its
personal capacity**

Per: _____

Name:

Title:

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 VITAMIN OLDSCO HOLDINGS,
INC. et al.

APPLICATION OF VITAMIN OLDSCO 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

**TERMINATION ORDER
(FOREIGN MAIN PROCEEDING)**

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