

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
GNC HOLDINGS, INC., <i>et al.</i> ,)	Case No. 20-11662 (KBO)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	Hearing Date: August 19, 2020 at 1:00 p.m. (ET)
)	Obj. Deadline: August 13, 2020 at 4:00 p.m. (ET)

NOTICE OF DISCLOSURE STATEMENT HEARING

TO: ALL HOLDERS OF CLAIMS AGAINST GNC HOLDINGS, INC. AND ITS AFFILIATE DEBTORS AND DEBTORS IN POSSESSION AND ALL OTHER PARTIES IN INTEREST IN THE ABOVE-CAPTIONED CHAPTER 11 CASES

PLEASE TAKE NOTICE THAT on July 15, 2020, GNC Holdings, Inc. and its affiliate debtors and debtors in possession in the above-captioned chapter 11 cases (together, the “**Debtors**”), filed their (i) *Joint Chapter 11 Plan of Reorganization of GNC Holdings, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 382] (as may be amended from time to time, the “**Plan**”), (ii) *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of GNC Holdings, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 383] (as may be amended from time to time, the “**Disclosure Statement**”), and (iii) *Motion of Debtors For Order (A) 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* [Docket No. 384] (the “**Disclosure Statement Motion**”).²

PLEASE TAKE FURTHER NOTICE THAT a hearing will be held before the Honorable Judge Karen B. Owens, United States Bankruptcy Judge, on **August 19 at 1:00 p.m. prevailing Eastern Time**, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801 (the “**Disclosure Statement Hearing**”), to consider approval of the Disclosure Statement and the other relief to be requested in the Disclosure Statement Motion. Please be advised that the Disclosure Statement Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s United States federal tax identification number, if applicable, or other applicable identification number, are: GNC Holdings, Inc. (6244); GNC Parent LLC (7572); GNC Corporation (5170); General Nutrition Centers, Inc. (5168); General Nutrition Corporation (4574); General Nutrition Investment Company (3878); Lucky Oldco Corporation (7141); GNC Funding, Inc. (7837); GNC International Holdings, Inc. (9873); GNC China Holdco, LLC (0004); GNC Headquarters LLC (7550); Gustine Sixth Avenue Associates, Ltd. (0731); GNC Canada Holdings, Inc. (3879); General Nutrition Centres Company (0939); GNC Government Services, LLC (2226); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The Debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan.

or by a notice of adjournment filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court may order.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, or related documents, you should contact Prime Clerk LLC, the voting and claims agent retained by the Debtors in these chapter 11 cases, by: (i) calling the Debtors' restructuring hotline at +1-844-974-2132 (or +1-347-505-7137 for international calls); (ii) visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/GNC>; and/or (iii) sending an email to GNCInfo@primeclerk.com. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov> or free of charge at <https://cases.primeclerk.com/GNC>.

PLEASE TAKE FURTHER NOTICE THAT objections, if any, to the adequacy of the Disclosure Statement or the relief sought in connection therewith **must**: (i) be made in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; (iii) state with particularity the legal and factual basis for the objection; and (iv) be filed with the Bankruptcy Court (contemporaneously with a proof of service), and be served upon the following parties (the "**Notice Parties**") on or before **4:00 p.m. prevailing Eastern Time on August 13, 2020** (the "**Objection Deadline**"):

- a. Counsel to the Debtors: (i) Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611, Attn: Caroline Reckler, Asif Attarwala, and Brett Newman (email: caroline.reckler@lw.com; asif.attarwala@lw.com; brett.newman@lw.com), and 885 Third Avenue, New York, New York 10022, Attn: Andrew Ambruoso and Jeffrey T. Mispagel (email: andrew.ambruoso@lw.com and jeffrey.mispagel@lw.com); and (ii) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Kara Hammond Coyle, and Joseph M. Mulvihill (mnestor@ycst.com; kcoyle@ycst.com; and jmulvihill@ycst.com);
- b. The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane Leamy (email: jane.m.leafy@usdoj.gov);
- c. Counsel to the administrative agent under the DIP ABL FILO Facility: Simpson Thacher & Bartlett LLP, 425 Lexington Ave. New York, New York 10017, Attn: Sandy Qusba, Daniel L. Biller, and Jamie Fell (email: squsba@stblaw.com, daniel.biller@stblaw.com, and jamie.fell@stblaw.com);
- d. Counsel to the administrative agent under the DIP Term Facility: Dorsey & Whitney LLP, 51 West 52nd Street, New York, New York 10019, Attn: Erin E. Trigg and Samuel S. Kohn (email: trigg.erin@dorsey.com and kohn.samuel@dorsey.com);
- e. Counsel to the Ad Hoc Group of Crossover Lenders: (i) Milbank LLP, 2029 Century Park East, Los Angeles, California 90067, Attn: Mark Shinderman, Daniel B. Denny, and Jordan A. Weber (email: mshinderman@milbank.com; ddenny@milbank.com, and jweber@milbank.com); and (ii) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attn: Robert J. Dehney (rdehney@mnat.com);

- f. Counsel to Ad Hoc FILO Term Lender Group: (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Andrew N. Rosenberg, Jacob Adlerstein, and Douglas R. Keeton (email: arosenberg@paulweiss.com, jadlerstein@paulweiss.com, and dkeeton@paulweiss.com); and (ii) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Richard S. Cobb (cobb@lrclaw.com); and

- g. Proposed Counsel to the Official Committee of Unsecured Creditors: (i) Lowenstein Sandler LLP, 1251 Avenue of the Americas New York, New York 10020, Attn: Jeffrey Cohen (email: jcohen@lowenstein.com); and (ii) Bayard, P.A., 600 North King Street, Suite 400, Wilmington, Delaware 19801, Attn: Scott D. Cousins (email: scousins@bayardlaw.com).

PLEASE TAKE FURTHER NOTICE THAT only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court during the Disclosure Statement Hearing. If no objections to the Disclosure Statement Motion are timely and properly filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Disclosure Statement Motion without further notice.

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Dated: July 16, 2020
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Kara Hammond Coyle

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Proposed Counsel for Debtors and Debtors in Possession