

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

In re:)	
Vitamin OldCo Holdings, Inc., (f/k/a GNC Holdings, Inc.), <i>et al.</i> ,)	Chapter 11
Liquidating Debtors. ¹)	Case No. 20-11662 (KBO)
)	(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR TELEPHONIC² HEARING ON DECEMBER 10, 2020 AT 10:00 A.M. (ET)**

**AS THERE ARE NO MATTERS GOING FORWARD, THIS HEARING
HAS BEEN CANCELLED WITH PERMISSION BY THE COURT.**

I. ADJOURNED MATTERS

1. Debtors’ Motion for Entry of an Order Approving (I)(A) the Debtors’ Entry into Stalking Horse Purchase Agreement and Related Bid Protections; (B) the Bidding Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (C) the Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (D) the Form and Manner of Notice of the Sale Hearing, Assumption Procedures, and Auction Results, and (E) Dates for an Auction and Sale Hearing, (II)(A) the Sale of Substantially All of the Debtors’ Assets Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances, and (B)

¹ The Liquidating Debtors in these Chapter 11 Cases, along with the last four digits of each Liquidating Debtor’s United States federal tax identification number, if applicable, or other applicable identification number, are: Vitamin OldCo Holdings, Inc. (f/k/a GNC Holdings, Inc.) (6244); Vitamin OldCo Parent LLC (f/k/a GNC Parent LLC) (7572); Vitamin OldCo Corporation (f/k/a GNC Corporation) (5170); Vitamin OldCo Centers, Inc. (f/k/a General Nutrition Centers, Inc.) (5168); Vitamin OldCo, Inc. (f/k/a General Nutrition Corporation) (4574); Vitamin OldCo Investment Company (f/k/a General Nutrition Investment Company) (3878); Vitamin OldCo Lucky Corporation (f/k/a Lucky OldCo Corporation) (7141); Vitamin OldCo Funding, Inc. (f/k/a GNC Funding, Inc.) (7837); Vitamin OldCo International Holdings, Inc. (f/k/a GNC International Holdings, Inc.) (9873); Vitamin OldCo Headquarters LLC (f/k/a GNC Headquarters LLC) (7550); Vitamin OldCo Associates, Ltd. (f/k/a Gustine Sixth Avenue Associates, Ltd.) (0731); Vitamin OldCo Canada Holdings, Inc. (f/k/a GNC Canada Holdings, Inc.) (3879); Vitamin OldCo Centres Company (f/k/a General Nutrition Centres Company) (0939); Vitamin OldCo Government Services, LLC (f/k/a GNC Government Services, LLC) (2226); Vitamin OldCo Puerto Rico Holdings, Inc. (f/k/a GNC Puerto Rico Holdings, Inc.) (4559); and Vitamin OldCo Puerto Rico, LLC (f/k/a GNC Puerto Rico, LLC) (7234). On December 2, 2020, the Court entered a final decree closing each of the chapter 11 cases other than the chapter 11 case of Vitamin OldCo Holdings, Inc. Commencing on December 2, 2020, all motions, notices, and other pleadings relating to any of the Liquidating Debtors shall be filed in the chapter 11 case of Vitamin OldCo Holdings, Inc. The Liquidating Debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

² All parties wishing to participate in the Hearing telephonically must make arrangements with Court Call by telephone at (888) 882-6878 or on the Internet at www.courtcall.com.

the Debtors' Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [Date filed: 7/1/20; D.I. 227]

Related Documents:

- a. Notice of Potential Assumption of Executory Contracts or Unexpired Leases and Cure Amounts [Date filed: 7/31/20; D.I. 614]
- b. Notice of Filing of Adequate Assurance Information with Respect to Proposed Stalking Horse Bidder [Date filed: 8/10/20; D.I. 681]
- c. Supplemental Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Date filed: 8/21/20; D.I. 927]
- d. Notice of Filing of Additional Adequate Assurance Information with Respect to the Stalking Horse Bidder [Date filed: 9/8/20; D.I. 1074]
- e. Second Supplemental Notice of Potential Assumption and Assignment of Executory Contracts and Unexpired Leases and Cure Amounts [Date filed: 8/21/20; D.I. 1111]
- f. Third Supplemental Notice of Potential Assumption and Assignment of Executory Contracts and Unexpired Leases and Cure Amounts [Date filed: 9/17/20; D.I. 1182]
- g. Notice of Filing of Additional Adequate Assurance Information with Respect to the Stalking Horse Bidder [Date filed: 9/17/20; D.I. 1190]
- h. Order (I) Authorizing and Approving (A) the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, and Encumbrances and (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, and (II) Granting Related Relief [Date filed: 9/18/20; D.I. 1202]
- i. Notice of Filing of Fifth Amendment to Stalking Horse Agreement [Date filed: 10/7/20; D.I. 1337]
- j. Notice of Adjourned Hearing Date to Consider Unresolved Issues Relating to Cure Amounts in Connection with the Assumption and Assignment of Executory Contracts and Unexpired Leases [Date filed: 11/23/20; D.I. 1579]

Response Deadline: Initial Cure Objection Deadline: August 21, 2020 at 4:00 p.m. (ET). [Extended for Various Parties]

Supplemental Cure Objection Deadline: September 15, 2020 at 4:00 p.m. (ET)
[Extended for Various Parties]

Adequate Assurance Objection Deadline: September 22, 2020 at 4:00 p.m. (ET)
[Extended for Various Parties]

Cure Objections/Informal Responses: Please refer to Schedule A attached hereto.

Status: An order approving the Sale has previously been entered by the Court. This matter is adjourned to the hearing scheduled for January 12, 2021 with respect to any unresolved issues relating to cure amounts for assumed contracts or leases. The current status of the remaining objections and responses is reflected on Schedule A attached hereto.

2. Motion of Limestone Valley Enterprises, LLC for Allowance and Payment of Administrative Expense Claim [Date filed: 11/24/20; D.I. 1580]

Related Documents:

- a. None.

Response Deadline: December 3, 2020 at 4:00 p.m. (ET). The response deadline has been adjourned to a date to be determined solely with respect to the Plan Administrator and the Liquidating Debtors.

Responses Received:

- a. None.

Status: This matter has been adjourned to a date to be determined.

II. RESOLVED MATTERS

3. Debtors' Sixth Omnibus (Non- Substantive) Objection to Certain Duplicate Claims [Date filed: 11/2/20; D.I. 1518].

Related Documents:

- a. Certification of Counsel Regarding Debtors' Sixth Omnibus (Non-Substantive) Objection to Certain Duplicate Claims [Date filed: 12/2/20; D.I. 1659].
- b. Order Sustaining Liquidating Debtors' Sixth Omnibus (Non- Substantive) Objection to Certain Duplicate Claims [Date Entered: 12/4/20; D.I. 1665].

Response Deadline: November 16, 2020 at 4:00 p.m. (ET). The response deadline was extended to November 30, 2020 solely with respect to Natural Products Group, LLC.

Responses Received:

a. None.

Status: An order sustaining the Sixth Omnibus (Non-Substantive) Objection has been entered. No hearing is necessary.

4. Liquidating Debtors' Seventh Omnibus (Substantive) Objection to Certain (I) Non-Goods Related Claims, (II) Outside of 20 Day Period Claims and (III) Waived Claims [Date filed: 11/2/20; D.I. 1519].

Related Documents:

a. Notice of Submission of Proofs of Claims Regarding Liquidating Debtors' Seventh Omnibus (Substantive) Objection to Certain (I) Non-Goods Related Claims, (II) Outside of 20 Day Period Claims and (III) Waived Claims [Date filed: 11/25/20; D.I. 1591].

b. Certification of Counsel Regarding Liquidating Debtors' Seventh Omnibus (Substantive) Objection to Certain (I) Non-Goods Related Claims, (II) Outside of 20 Day Period Claims and (III) Waived Claims [Date filed: 12/2/20; D.I. 1660].

c. Order Sustaining Seventh Omnibus (Substantive) Objection to Certain (I) Non-Goods Related Claims, (II) Outside of 20 Day Period Claims and (III) Waived Claims [Date Entered: 12/4/20; D.I. 1666].

Response Deadline: November 16, 2020 at 4:00 p.m. (ET). The response deadline was extended to November 30, 2020 solely with respect to Natural Products Group, LLC.

Responses Received:

a. Informal response from Park West TT Owner LLC.

b. Informal response from Natural Products Group, LLC

Status: An order sustaining the Seventh Omnibus (Substantive) Objection has been entered. No hearing is necessary.

5. Motion of Liquidating Debtors Under 11 U.S.C. §§ 105(a) and 350(a), Fed. R. Bankr. P. 3022, and Del. Bankr. L.R. 3022-1 for Order and Final Decree Closing Chapter 11 Cases of Consolidated Non-Lead Debtors and Waiving Requirement of Further Post-Confirmation Reports in Those Cases [Date filed: 11/13/20; D.I. 1551].

Related Documents:

- a. Certificate of No Objection Regarding Motion of Liquidating Debtors Under 11 U.S.C. §§ 105(a) and 350(a), Fed. R. Bankr. P. 3022, and Del. Bankr. L.R. 3022-1 for Order and Final Decree Closing Chapter 11 Cases of Consolidated Non-Lead Debtors and Waiving Requirement of Further Post-Confirmation Reports in Those Cases [Date filed: 12/1/20; D.I. 1648].
- b. Order and Final Decree Closing Chapter 11 Cases of Non-Lead Debtors [Date Entered: 12/2/20; D.I. 1651].

Response Deadline: November 30, 2020 at 4:00 p.m. (ET)

Responses Received:

- a. None.

Status: An order has been entered by the Court. No hearing is necessary.

Signature page follows.

Dated: December 8, 2020
Wilmington, Delaware

BAYARD, P.A.

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SCHEDULE A**Remaining Cure Objections****I. Leases**

	Counterparty and Docket Number	Status
1.	Georgesville Station LLC, et al. [Docket No. 674]	Resolved with respect to the following stores: 1492 and 5965 Objection continued with respect to the following stores: 1915 and 5755
2.	Ivanhoe Cambridge Inc. [Docket No. 797]	Resolved with respect to the following store: 4284
3.	Morguard Investments Limited [Docket No. 798]	Objection continued with respect to the following store: 4235
4.	SmartCentres Management Services Inc. [Docket No. 808]	Resolved with respect to the following store: 4034
5.	EQYInvest Owner II, Ltd, LLP [Docket No. 814]	Objection continued with respect to the following store: 9367
6.	Sumter Mall, LLC, Leigh MS Mall, LLC, and H/S Florence, LLC [Docket No. 826]	Objection continued with respect to the following stores: 2476
7.	West Caldwell Plaza, LLC [Docket No. 855]	Objection continued with respect to the following store: 8505
8.	Col/Faison MT Bethlehem GA (JV), LLC [Docket No. 862]	Objection continued with respect to the following store: 3215
9.	CFT NV Developments [Docket No. 883]	Objection continued with respect to the following store: 2812
10.	Loop West (Orlando), LLC [Docket No. 894]	Objection continued with respect to the following stores: 7151
11.	Park Place Retail Partners and West Jackson Marketplace Partners [Docket No. 905]	Objection continued with respect to the following store: 1810
12.	SVAP II Stones River, LLC [Docket No. 914]	Objection continued with respect to the following stores: 5341, 7064, 8074
13.	Brentwood Hills Associates, GP, et al. [Docket No. 923]	Objection continued with respect to the following stores: 8755, 9745

	Counterparty and Docket Number	Status
14.	Morningside Medical Building LLC [Docket No. 937]	Objection continued with respect to the following stores: 9706
15.	KRG Landlords [Docket No. 947]	Objection continued with respect to the following stores: 7251
16.	Renaissance Commercial, LLC [Docket No. 984]	Resolved with respect to the following store: 950
17.	Benenson Capital, et al. [Docket No. 988]	Objection continued with respect to the following stores: 5054, 6570, 6867
18.	Burbank Empire Center, LLC, et al. [Docket No. 999]	Objection continued with respect to the following stores: 5000, 3060, 6784, 6801, 6937, 7784, 8384
19.	ARC ASANDS001, LLC, et al. [Docket No. 1011]	Objection continued with respect to the following stores: 1182, 2265, 2388, 2444, 2475, 6519, 7586, 1895, 2433, 452

II. Contracts

	Counterparty	Status
1.	Automotive Rentals, Inc. and ARI Fleet LT [Docket No. 825] [Supplemental Response Filed at Docket No. 1162]	This matter is resolved.
2.	AT&T Corp. [Docket No. 976]	The Liquidating Debtors understand that the cure amount is paid to AT&T via a third party and that the payment was authorized on 10/29/20. To the extent the payment was not received or there is a dispute over the amount, this matter is adjourned.