

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

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>GNC HOLDINGS, INC., et al.,</b>	:	<b>Case No. 20-11662 (KBO)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
	X	

**AMENDED VERIFIED STATEMENT  
PURSUANT TO BANKRUPTCY RULE 2019**

Milbank LLP (“Milbank”) and Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols” and, together with Milbank, “Counsel”) hereby make the following amended verified statement (this “Verified Statement”), pursuant to rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in connection with their representation in these chapter 11 cases of an ad hoc group (the “Ad Hoc Group of Crossover Lenders”) of certain beneficial holders, or investment advisors or managers for the account of beneficial holders, of term loans (the “Tranche B-2 Term Loans”) under that certain Amended and Restated Term Loan Credit Agreement (the “Tranche B-2 Term Loan Credit Agreement”), dated as of February 28, 2018 (as amended by that certain First Amendment, dated as of May 15, 2020, and as may be further amended, amended and restated, supplemented or otherwise modified from time to time), among

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<sup>1</sup> 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 (2295); GNC Puerto Rico Holdings, Inc. (4559); and GNC Puerto Rico, LLC (7234). The debtors’ mailing address is 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222.

GNC Corporation, General Nutrition Centers, Inc., as borrower, the lenders and agents parties thereto, and JPMorgan Chase Bank, N.A., as administrative agent; of DIP ABL FILO term loans (the “DIP ABL FILO Term Loans”) under that certain Debtor-in-Possession Amended and Restated ABL Credit Agreement (the “DIP ABL FILO Credit Agreement”), dated as of June 26, 2020 (as may be further amended, amended and restated, supplemented or otherwise modified from time to time), among GNC Corporation, General Nutrition Centers, Inc., as borrower, the lenders parties thereto, and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent; and of new money loans (the “DIP New Money Term Loans”) and roll-up loans (the “DIP Roll-up Term Loans”) under that certain Debtor-in-Possession Term Loan Credit Agreement (the “DIP Term Loan Credit Agreement”), dated as of June 26, 2020 (as may be further amended, amended and restated, supplemented or otherwise modified from time to time), among GNC Corporation, General Nutrition Centers, Inc., as borrower, the lenders parties thereto, and GLAS Trust Company LLC, as administrative agent and collateral agent.

1. In February 2020, the Ad Hoc Group of Crossover Lenders retained Milbank as counsel.<sup>2</sup> From time to time thereafter, certain holders of Tranche B-2 Term Loans, DIP ABL FILO Term Loans, DIP New Money Term Loans, and/or DIP Roll-up Term Loans have joined the Ad Hoc Group of Crossover Lenders. In June 2020, the Ad Hoc Group of Crossover Lenders retained Morris Nichols as Delaware counsel.

2. As of the date of this Verified Statement, Counsel represents the Ad Hoc Group of Crossover Lenders and does not represent or purport to represent any entities other than the Ad Hoc Group of Crossover Lenders in connection with these chapter 11 cases. In addition, neither the Ad Hoc Group of Crossover Lenders nor any member of the Ad Hoc Group of

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<sup>2</sup> Milbank worked with a subset of the Ad Hoc Group of Crossover Lenders beginning in the fall of 2019.

Crossover Lenders represents or purports to represent any other entities in connection with these chapter 11 cases.

3. The members of the Ad Hoc Group of Crossover Lenders have indicated to Counsel that they hold disclosable economic interests or act as investment managers or advisors to funds and/or accounts that hold disclosable economic interests in relation to the above-captioned debtors and debtors in possession (collectively, the “Debtors”). In accordance with Bankruptcy Rule 2019 and based upon information provided to Counsel by each member of the Ad Hoc Group of Crossover Lenders, attached hereto as **Exhibit A** is a list of the names, addresses, nature, and amount of all disclosable economic interests of each present member of the Ad Hoc Group of Crossover Lenders in relation to the Debtors.

4. Upon information and belief formed after due inquiry, Counsel does not hold any claim against, or interests in, the Debtors or their estates, other than claims for fees and expenses incurred in representing the Ad Hoc Group of Crossover Lenders. Milbank’s address is 2029 Century Park East, Los Angeles, California 90067-3019. Morris Nichols’ address is 1201 North Market Street, Wilmington, Delaware 19899-1347.

5. Nothing contained in this Verified Statement (or **Exhibit A** hereto) should be construed as (i) a waiver or release of any claims against the Debtors by any member of the Ad Hoc Group of Crossover Lenders, (ii) an admission with respect to any fact or legal theory or (iii) a limitation upon, or waiver of, any rights of any member of the Ad Hoc Group of Crossover Lenders to assert, file, and/or amend any claim or proof of claim filed in accordance with applicable law and any orders entered in these cases.

6. The information contained herein is provided only for the purpose of complying with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

7. Counsel reserves the right to amend this Verified Statement as may be necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

8. The undersigned hereby verifies that this Verified Statement is true and accurate to the best of their knowledge and belief.

Dated: August 18, 2020  
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

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