

March 27/13

Court File No. CV-13-10000-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

MOTION RECORD
(returnable March 27, 2013)

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Lawyers for Extreme Fitness, Inc.

S. Graff + I. Aversa for Extreme Fitness

M. Wagner + C. Desjardins for FTI

G. Moffatt for Natural Bank

A. Mitchell for Goodlife

S. Crocco for Bestdeal - Agent for holders of 10 Demand

M. Flynn for Golub Capital

M. Gertner for 1679628 Asterio

The motion was not opposed. Two orders were sought. ① Approval + Vesting Order ② Stay Extension, Assignment of Interest and Distribution.

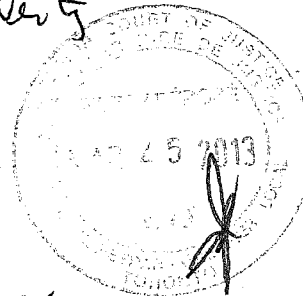
With request to Approval + Vesting

Order, & an order that

the Insurer should

be approved and an

order shall issue in the form requested.



With respect to the Stay Extreme
Assignment of these and Distribute
order, I am satisfied that the
Applicant - Extreme - continues to work
in good faith and with due
diligence such that the extreme is
justified and appropriate. Stay
extended to July 10, 2013.

There has been no adverse comment
to the Lead Report and Sights which
are approved together with
activities described in the reports.

Applicant has requested a sealing
order ^{covering Confidential Support to 2nd Report and Confidential}
^{to Haring reviewed the} ^{Appendix B}
^{to Hatching} ^{affidavit.}
Sierra Club principles, I am satisfied
that it is appropriate to grant
The sealing request for these documents
Requested relief a draft order
under the heading "Assignment
of the Lease" is appropriate
in the circumstances and is
granted.

It is specifically noted that the assignment of the Lease is without prejudice to Goodlife's right to occupy the premises described in Schedule A to the Amenity Order in the same manner as the Applicant's occupancy of such premises at as at the Closing Date (as defined in A1014) pending the determination of the landlord's matter returnable May 28, 2013 and without prejudice to the rights and arguments of the parties regarding whether the basement premises at the premises described in Schedule A

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 EXTREME FITNESS, INC.

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AFFIDAVIT OF ALAN HUTCHENS

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Lawyers for Extreme Fitness, Inc.

As the Amulley Order do or
do not constitute part of the
lease being assigned
pursuant to the Amulley
, Order Ancillary Order
and the Approved and Vesting
Order
interim distribution will
authorized.
Amulley relief requested
is also granted.
Order signed in the form
presented, as amended
