

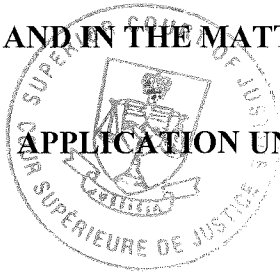
**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) THURSDAY, THE 7TH DAY
)
JUSTICE CAMPBELL) OF MARCH, 2013

**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.**

**APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**



**ORDER
(Re: Stay Extension and KERP)**

THIS MOTION, made by Extreme Fitness, Inc. (the "**Applicant**"), for an order, *inter alia*: (a) extending the Stay Period (as defined in the Initial Order of the Honourable Mr. Justice Campbell granted on February 7, 2013 in these proceedings (the "**Initial Order**")) to and including April 5, 2013; (b) approving the KERP (as such term is defined below); (c) approving the First Report of FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor of the Applicant (in such capacity, the "**Monitor**") dated February 26, 2013 (the "**First Report**") and approving the actions of the Monitor described therein; and (d) sealing the Confidential Supplement to the First Report until further order of this Court, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Alan Hutchens sworn February 26, 2013 and the exhibits thereto (the "**Hutchens Affidavit**") and the First Report, and on hearing the submissions of

counsel for the Applicant and counsel for the Monitor, no one appearing for any other person on the service list, although duly served as appears from the affidavit of Susy Moniz sworn February 26, 2013, filed,

1. **THIS COURT ORDERS** that the time for service and filing 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 the Stay Period, as defined in paragraph 14 of the Initial Order, be and is hereby extended to and including April 5, 2013.

3. **THIS COURT ORDERS** that the Applicant's key employee retention plan (the "KERP"), which is described in the Hutchens Affidavit and included in unredacted form in the Confidential Supplement to the First Report, be and is hereby approved and the Applicant is authorized and directed to make the payments contemplated thereunder should the employee become entitled thereto in accordance with the terms and conditions of the KERP.

4. **THIS COURT ORDERS** that the First Report and the actions of the Monitor described therein be and are hereby approved.

5. **THIS COURT ORDERS** that, subject to further order of this Court, the Confidential Supplement to the First Report shall be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further order of this

Court.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:



MAR 7 - 2013

**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.**

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER
(Re: Stay Extension and KERP)**

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, Ontario M5J 2T9

Steven L. Graff (LSUC # 31871V)

Tel: 416.865.7726

Fax: 416.863.1515

Email: sgraff@airdberlis.com

Ian Aversa (LSUC # 55449N)

Tel: 416.865.3082

Fax: 416.863.1515

Email: iaversa@airdberlis.com

James A. Desjardins (LSUC # 62493E)

Tel: 416.865.4641

Fax: 416.863.1515

Email: jdesjardins@airdberlis.com

Lawyers for Extreme Fitness, Inc.