



ENTERED

COURT FILE NUMBERS B201-731795
B201-731797
B201-731799

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

MATTERS IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL UNDER THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED, OF

INTERNATIONAL FITNESS HOLDINGS INC.

INTERNATIONAL FITNESS HOLDINGS LP

WORLD HEALTH NORTH LP

APPLICANTS INTERNATIONAL FITNESS HOLDINGS INC., INTERNATIONAL FITNESS HOLDINGS LP and WORLD HEALTH NORTH LP

DOCUMENT **SEALING ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **STIKEMAN ELLIOTT LLP**
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File No.: 137923-1006

Counsel for the Applicants, International Fitness Holdings Inc., International Fitness Holdings LP and World Health North LP

DATE ON WHICH ORDER WAS PRONOUNCED: May 27, 2021

NAME OF JUDGE WHO MADE THIS ORDER: The Hon. Justice D.R. Mah

LOCATION OF HEARING: Edmonton, Alberta via Webex

UPON THE APPLICATION of International Fitness Holdings Inc., International Fitness Holdings LP and World Health North LP (collectively, the "**Applicants**"); AND UPON reading the Application of the Applicants, the Affidavit No. 3 of Peter Melnychuk sworn May 21, 2021 and the Confidential Exhibit thereto

(the "**Confidential Exhibit**"), the Second Report of KPMG Inc. (the "**Proposal Trustee**" and the "**Report**") and the First Confidential Supplemental Report thereto (the "**Confidential Supplemental Report**"); AND UPON hearing the submissions of counsel for the Applicants, the Proposal Trustee, and any other parties present:

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.
2. The Confidential Exhibit and Confidential Supplemental Report shall be sealed on the Court file and shall not form part of the public record, notwithstanding Division 4, Part 6 of the Alberta *Rules of Court*, until three months after the closing of the Transaction contemplated in the Asset Purchase Agreement dated April 23, 2021, as amended.
3. The Clerk of this Honourable Court shall file the Confidential Exhibit and Confidential Supplemental Report in a sealed envelope attached to a notice that sets out the style of cause in these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED BY INTERNATIONAL FITNESS HOLDINGS INC., INTERNATIONAL FITNESS HOLDINGS LP AND WORLD HEALTH NORTH LP. THE CONFIDENTIAL MATERIALS ARE SEALED PURSUANT TO THE SEALING ORDER ISSUED BY THE HON. JUSTICE D.R. MAH ON MAY 27, 2021.

4. Service of this Order shall be deemed good and sufficient by:
 - (a) serving the same on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order;
 - (iv) the Purchaser or the Purchaser's solicitors; and
 - (b) posting a copy of this Order on the Proposal Trustee's website at: <https://home.kpmg/ca/en/home/services/advisory/deal-advisory/creditorlinks/international-fitness.html>

and service on any other person is hereby dispensed with.

5. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

A handwritten signature in black ink, appearing to be 'A. J. Bell', written in a cursive style.

Justice of the Court of Queen's Bench of Alberta