

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : **Chapter 11**

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VITAMIN WORLD, INC., et al., : **Case No. 17-11933**

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Debtors.¹ : **Jointly Administered**

: **Re: Docket Nos. 560, 579 and 617**

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**ORDER AUTHORIZING REJECTION OF CERTAIN UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY**

Upon the Debtors' Third Motion for Entry of an Order (i) Authorizing the Rejection of Certain Unexpired Leases of Nonresidential Real Property, Nunc Pro Tunc to December 31, 2017, and Abandonment of Certain De Minimis Property and (ii) Granting Certain Related Relief (the "**Motion**")²; and the Court having reviewed the Motion; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (d) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED as follows:

1. The Motion is GRANTED as set forth herein.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Vitamin World, Inc. (2283); VWRE Holdings, Inc. (8915); VW Interholdings, Inc. (4744); VW Online, Inc. (8763); Precision Engineered Limited (USA) (0916); Vitamin World (V.I.), Inc. (9839); Vitamin Depot, LLC (6747); Vitamin World of Guam, LLC (2056); and Nutrition Warehouse, Inc. (5095). The Debtors' mailing address is 4320 Veterans Highway, Holbrook, NY 11741.

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The Rejected Leases set forth on Exhibit 1 (in alphabetical order by landlord) and Exhibit 2 (in order of store number) attached hereto, to the extent that they are, in fact, executory, are hereby rejected, effective as December 31, 2017 (the “**Rejection Date**”), provided, however, the Holdover Leases set forth on Exhibit 3 (in alphabetical order by landlord) and Exhibit 4 (in order of store number) attached hereto are hereby rejected, effective as of January 7, 2018 (the “**Holdover Rejection Date**”).

3. Any property remaining at the stores following the Rejection Date or the Holdover Rejection Date, as applicable, was determined by the Debtors to be De Minimis Property and is deemed abandoned as of the Rejection Date or the Holdover Rejection Date, as applicable, pursuant to section 554 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 6007, and the relevant landlord(s) are authorized to dispose of such abandoned property without notice or liability to the Debtors or any third party claiming an interest in such abandoned property.

4. Notwithstanding anything in this Order to the contrary, nothing in this Order shall authorize the abandonment of any POS equipment to the extent it contains confidential information or contains critical business information not available to the Debtors from other sources and the applicable landlords shall be entitled to assume and presume that the Debtors have removed such confidential and critical business information from the POS equipment on or prior to the Rejection Date or Holdover Rejection Date, as applicable.

5. To the extent the any landlord associated with a Rejected Lease chooses to file a proof of claim relating to rejection damages regarding the Rejected Lease, such proof of claim must be filed with the Court and received by Debtors no later than the later of (i) thirty (30) calendar days after service of this Order and (ii) the deadline to file claims in these Chapter 11

Cases. All rights and defenses of the Debtors are preserved, including all rights and defenses of the Debtors with respect to a claim for damages arising as a result of the rejection of a contract or lease or any claims of the Debtors arising prior to rejection.

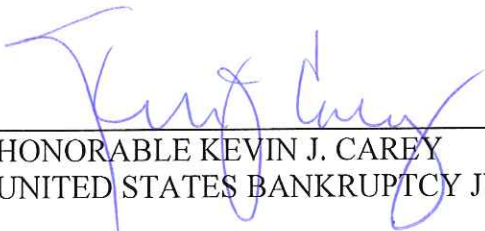
6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The requirements of Bankruptcy Rule 6006(f)(6) are hereby waived as they relate to the Motion.

8. Notwithstanding the possible applicability of Bankruptcy Rules 6003, 7062, or 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

Dated: Jan 20, 2018



HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

[Rejected Leases – Alphabetical Order by Landlord]

Exhibit 2

[Rejected Leases – in Order of Store Number]

Exhibit 3

[Holdover Leases – Alphabetical Order by Landlord]

Vitamin World
 Holdover Leases - Alphabetical Order by Landlord

Store No.	Store	Address	Address 2	City	State	Zip Code	Type	Landlord
4519	Cherryvale Mall	7200 Harrison Ave	Space E-56	Rockford	IL	61112	Mall	CBL & Assoc.
4609	Meadows Mall	4300 Meadows Lane	Space 2240	Las Vegas	NV	89107	Mall	General Growth
4939	Hanford Mall	1675 W. Lacey Boulevard	Suite FF	Hanford	CA	93230	Mall	Passco Property Mgmt. Inc.
3929	Treasure Coast Square	1132 NW Federal Hwy	Mailbox 97	Jensen Beach	FL	34957	Mall	Simon
3971	Town Center At Boca Raton	6000 Glades Rd	Suite 1094	Boca Raton	FL	33431	Mall	Simon
4972	Brea Mall	2170 Brea Mall		Brea	CA	92821	Mall	Simon
3228	The Creekside Premium Outlets	1000 Premium Outlets Drive	Suite D03	Lancasterville	PA	18872	Outlet Center	Simon Premium Outlets
3718	Charlotte Premium Outlets	5512 New Fashion Way	Suite 1048	Charlotte	NC	28218	Outlet Center	Simon Premium Outlets
3302	Hagerstown Premium Outlets	473 Prime Outlets Boulevard	Space i-475	Hagerstown	MD	21740	Outlet Center	Simon Premium Outlets
2707	Concord Mills	8111 Concord Mills Boulevard	Suite 212	Concord	NC	27027	Mall	Simon/Mills
4342	Station Town Center	3910 Townsley Way		Concord	NC	27027	Mall	Simon/Mills
3303	Great Lakes Crossing	4590 Baldwin Road	Space #109	Columbus	OH	43219	Strip	Steiner & Assoc.
4911	Tulsee Outlets	1661 Richerford Street	Suite A50	Joshua Hills	MI	48106	Mall	Tushnet
3511	Sunland Park Mall	750 Sunland Park Drive		Tulare	CA	91374	Outlet Center	The Woodmont Co.
				El Paso	TX	79912	Mall	WP Glimcher

Exhibit 4

[Holdover Leases – in Order of Store Number]

Vitamin World
Holdover Leases - in Order of Store Number

Store No.	Store	Address	Address 2	City	State	Zip Code	Type	Landlord
2323	The Crossings Premium Outlets	1000 Premium Outlets Drive	Suite D03	Tannersville	PA	18372	Outlet Center	Simon Premium Outlets
2707	Concord Mills	8111 Concord Mills Boulevard	Suite 222	Concord	NC	28027	Mall	Simon Mills
2718	Charlotte Premium Outlets	5512 New Fashion Way	Suite 1048	Charlotte	NC	28278	Outlet Center	Simon Premium Outlets
3202	Hagerstown Premium Outlets	475 Prime Outlets Boulevard	Space #475	Hagerstown	MD	21740	Outlet Center	Simon Premium Outlets
3303	Great Lakes Crossing	4590 Baldwin Road	Space #809	Auburn Hills	MI	48226	Mall	Taubman
3611	Sunland Park Mall	750 Sunland Park Drive		El Paso	TX	79912	Mall	WP Glimcher
3929	Treasure Coast Square	3322 NW Federal Hwy	Mailbox 97	Jensen Beach	FL	34957	Mall	Simon
3971	Town Center At Boca Raton	6000 Glades Rd	Suite 1098	Boca Raton	FL	33431	Mall	Simon
4342	Easton Town Center	3910 Townsend Way		Columbus	OH	43219	Strip	Steiner & Assoc.
4519	Cherryvale Mall	7200 Harrison Ave	Space E-56	Rockford	IL	61112	Mall	CBL & Assoc.
4609	Meadows Mall	4300 Meadows Lane	Space 2240	Las Vegas	NV	89107	Mall	General Growth
4911	Tulare Outlets	1661 Reilherford Street	Suite A50	Tulare	CA	93274	Outlet Center	The Woodmont Co.
4939	Hanford Mall	1675 W. Lacey Boulevard	Suite F7	Hanford	CA	93230	Mall	Pasco Property Mgmt, Inc.
4975	Brea Mall	2170 Brea Mall		Brea	CA	92821	Mall	Simon