

No. S-235288
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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 AND ARRANGEMENT OF NEXTPOINT
FINANCIAL, INC. AND THOSE PARTIES LISTED ON SCHEDULE "A"

PETITIONERS

ORDER MADE AFTER APPLICATION
(TERMINATION OF CCAA PROCEEDINGS)

| | | | |
|--------|---|----------------------|---|
| |) | |) |
| |) | |) |
| BEFORE |) | THE HONOURABLE MADAM |) |
| |) | JUSTICE FITZPATRICK |) |
| |) | |) |

January 26, 2024

ON THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, B.C. on this date; AND ON HEARING Jeffrey D. Bradshaw and Samantha Arbor and those other counsel listed on Schedule "B"; AND UPON READING the material filed, including Affidavit #9 of Peter Kravitz sworn January 11, 2024, the Seventh Report of FTI Consulting Canada Inc. (the "**Monitor**"), in its capacity as monitor of the Petitioners dated January 17, 2024; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules, BC Reg 168/2009, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS that:

SERVICE

1. The time for service of the Notice of Application for this order and the supporting materials is, to the extent necessary, hereby abridged and this application is properly returnable today without further service or notice.

2. Capitalized terms in this order and not otherwise defined have the meaning set out in Affidavit #9 of Peter Kravitz sworn January 11, 2024.

DISCHARGE OF CHARGES AND TERMINATION OF CCAA PROCEEDINGS

3. Upon filing by the Monitor of an executed certificate in substantially the form attached hereto as Schedule "C" (the "**Monitor's Certificate**") with the Court, the Interim Lender's Charge, the CRO Charge, the Directors' Charge, the Administration Charge, the Franchisee Lender Charge and the Intercompany Charge (each as defined in Amended and Restated Initial Order dated August 3, 2023) shall be and are hereby terminated, released and discharged, and shall be of no further force or effect, without the need for any further act or formality.
4. Upon filing by the Monitor of the Monitor's Certificate with the Court, certifying that, to the knowledge of the Monitor, based on advice from the Petitioners and the CRO, all matters to be attended to in these CCAA proceedings have been completed, these CCAA proceedings shall be terminated without any further act or formality (the "**CCAA Termination Time**"), provided that nothing herein impacts the validity of any Orders made in these CCAA proceedings or any action or steps taken by any individual, firm, partnership, corporation, governmental body or agency, or any other entity pursuant thereto.
5. The Monitor is hereby directed to serve a copy of the Monitor's Certificate on the Service List as soon as practicable following the filing thereof with the Court.
6. The Monitor is hereby directed to post a copy of the filed Monitor's Certificate on the Monitor's website.

DISCHARGE OF MONITOR

7. Effective at the CCAA Termination Time, FTI Consulting Canada Inc. ("**FTI**") shall be and is hereby discharged from its duties as the Monitor and shall have no further duties, obligations, liabilities, or responsibilities as Monitor from and after the CCAA Termination Time, provided that, notwithstanding its discharge as Monitor, FTI shall have the authority to carry out, complete or address any matters in its role as Monitor as are ancillary or incidental to these CCAA proceedings following the CCAA Termination Time as may be required.

8. Notwithstanding any provision of this Order, the Monitor's discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of any of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order, any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following the CCAA Termination Time, including in connection with any actions taken by the Monitor following the CCAA Termination Time with respect to the Petitioners or these CCAA Proceedings.
9. No action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor except with prior leave of this Court on not less than fifteen (15) days' prior written notice to the Monitor.

DISCHARGE OF CRO

10. Effective at the CCAA Termination Time, Province and Peter Kravitz, shall be and is hereby discharged from the duties as the CRO and shall have no further duties, obligations, liabilities, or responsibilities as the CRO from and after the CCAA Termination Time, provided that, notwithstanding his discharge as the CRO, Province and Peter Kravitz shall have the authority to carry out, complete or address any matters in its role as the CRO as are ancillary or incidental to these CCAA proceedings following the CCAA Termination Time as may be required.
11. Notwithstanding any provision of this Order, the CRO's discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the CRO shall continue to have the benefit of any of the rights, approvals and protections in favour of the CRO at law or pursuant to the CCAA, the Initial Order, any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following the CCAA Termination Time, including in connection with any actions taken by the CRO following the CCAA Termination Time with respect to the Petitioners or these CCAA Proceedings.
12. No action or other proceeding shall be commenced against the CRO in any way arising from or related to his capacity or conduct as the CRO except with prior leave of this Court on not less than fifteen (15) days' prior written notice to the CRO.

RELEASE

13. FTI (whether in its capacity as Monitor or otherwise) and Fasken Martineau DuMoulin LLP and their respective affiliates and officers, directors, partners, employees and agents (collectively, the "**Released Parties**") be and are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any action or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of the filing of the Monitor's Certificate in any way relating to, arising out of or in respect of these CCAA Proceedings (the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and forever barred, with prejudice, and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim arising out of gross negligence or willful misconduct on the part of the Released Parties.

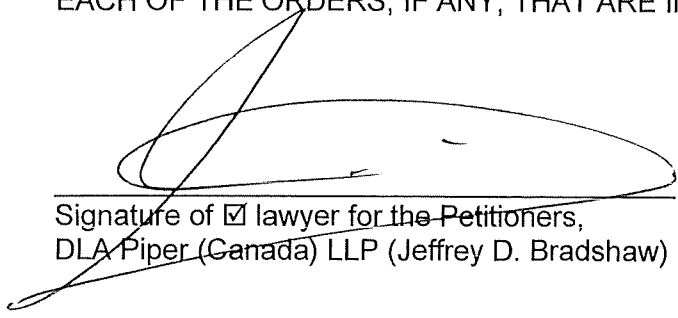
BANKRUPTCY AND WIND-DOWN OF REMAINING ENTITIES

14. The Monitor is authorized, but not directed, to assign or file voluntary assignments into bankruptcy in respect of NextPoint Financial, Inc. ("**NextPoint**") and 1000694777 Ontario Limited ("**Residual Co. 1**") and, in that regard, to sign such documents in the name of NextPoint and Residual Co. 1 and take all such steps as are necessary to make the assignments into bankruptcy. For greater certainty, no resolutions or other authorizations from directors, officers or shareholders of NextPoint or Residual Co. 1 will be required to commence the bankruptcy proceedings. The Monitor shall be entitled, but not obligated, to act as trustee of NextPoint and Residual Co. 1 in such bankruptcies.
15. The CRO is authorized, but not directed, to cause any other of the Remaining US Entities to take such action, including to commence a filing for bankruptcy or an assignment for the benefit of creditors, or such other process or procedure of equal or similar effect as may be advisable in the circumstances, and in the State of California and, in that regard, to sign such documents in the names of the Remaining US Entities and take all such steps as are necessary to commence such proceedings. For greater certainty, no resolutions or other authorizations from directors, officers or shareholders of the Remaining US Entities will be required to commence such proceedings.

GENERAL

- 16. The Remaining Entities or the Monitor may apply to the Court as necessary to seek further orders and directions to give effect to this Order.
- 17. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Remaining Entities, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Remaining Entities and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Remaining Entities, the Monitor and their respective agents in carrying out the terms of this Order.
- 18. Endorsement of this Order by counsel appearing on this application other than the counsel for the Petitioners is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

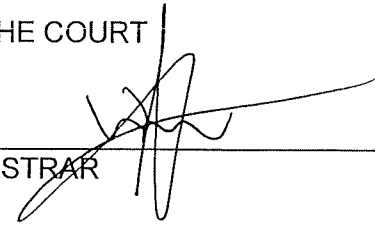


Signature of lawyer for the Petitioners,
DLA Piper (Canada) LLP (Jeffrey D. Bradshaw)



BY THE COURT

REGISTRAR



FORM
CHECKED
NR

Schedule "A"

1. NextPoint Financial, Inc.
2. NPI Holdco LLC

LoanMe Entities

1. NPLM Holdco LLC
2. MMS Servicing LLC
3. LoanMe, LLC
4. LoanMe Funding, LLC
5. LM Retention Holdings, LLC
6. LoanMe Stores LLC
7. LM BP Holdings, LLC
8. InsightsLogic LLC
9. LM 2020 CM I SPE, LLC

Residual Companies

1. 1000694777 Ontario Limited
2. 1000694777 USA LLC

Schedule "B"

List of Counsel

| Name of Counsel | Name of Party |
|------------------------------------|---------------|
| Lisa Hiebert Michael Gill | the Monitor |
| Mary Butery, KC. Dave Rosenblat | Basepoint. |
| Etana Friedman | Chilmark |
| | |

Schedule "C"
Monitor's Certificate

No. S-235288
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PETITIONERS

MONITOR'S CERTIFICATE

- A. By order made July 25, 2023, this Court appointed FTI Consulting Canada Inc. as monitor (the "**Monitor**") of each of the Petitioners pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c. C-46 (as amended, the "**CCAA**").
- B. Pursuant to an order of the Court dated January 26, 2024 (the "**Termination Order**"), the Court approved the termination of the within proceedings and the discharge of the court-order charges by way of filed Monitor's certificate.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Termination Order.

THE MONITOR HEREBY CERTIFIES the following:

- 1. The Petitioners and their Chief Restructuring Officer appointed in these proceedings have confirmed to the Monitor that all matters to be attended to in these CCAA proceedings, including that the Distributions (as defined in the order of the Court dated January 26, 2024, referred to herein as the "**Distribution Order**") have been made pursuant to and in accordance with the Distribution Order, have been completed.
- 2. The within CCAA proceedings are terminated.

This Certificate was delivered by the Monitor at _____ on _____ 2024.

FTI CONSULTING CANADA INC., in its
capacity as the Monitor of the Petitioners,
and not in its personal capacity:

Per:

Name

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Vancouver Registry

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PETITIONERS

ORDER MADE AFTER APPLICATION

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File No.: 109926-00007

SAA/day