



FORCE FILED

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

NOTICE OF APPLICATION

Name of applicant: FTI Consulting Canada Inc. ("FTI"), in its capacity as the Court-appointed Monitor (in such capacity, the "**Monitor**"), of NextPoint Financial, Inc. ("NPI") and the other petitioners listed in **Schedule "A"** (collectively, the "**Petitioners**")

To: The Service List, a copy of which is attached hereto as **Schedule "B"**

TAKE NOTICE that an application will be made by the Monitor to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, B.C., on January 26, 2024 at 2:00 p.m. for the orders set out in Part 1, below.

PART 1: ORDERS SOUGHT

1. An order substantially in the form attached hereto as **Schedule "C"** (the "**Approval Order**"):
 - (a) approving the activities of the Monitor as set forth in the First Report of the Monitor to the Court dated August 2, 2023, the Second Report of the Monitor to the Court dated September 18, 2023, the Third Report of the Monitor to the Court dated October 11, 2023, the Fourth Report of the Monitor to the Court dated October 27, 2023, the Fifth Report of the Monitor to the Court dated November 16, 2023, the

Supplemental Report to the Fifth Report of the Monitor dated November 27, 2023, the Sixth Report of the Monitor to the Court dated December 15, 2023, and the Seventh Report of the Monitor to the Court dated January 17, 2024 (collectively, the “**Reports**”);

- (b) approving the Monitor’s fees and disbursements for the period from July 9 to November 30, 2023 (the “**Monitor’s Fee Period**”) in the amount of \$724,814.87 USD (collectively, the “**Monitor’s Fees**”);
- (c) approving the fees and disbursements of the Monitor’s Canadian legal counsel, Fasken Martineau DuMoulin LLP (“**Fasken**”), for the period from July 10 to December 29, 2023 (“**Fasken’s Fee Period**”) in the amount of \$455,977.01 CAD (collectively, “**Fasken’s Fees**”);
- (d) approving the fees and disbursements of the Monitor’s American legal counsel, Chapman and Cutler LLP (“**Chapman**”), for the period from August 18 to September 15, 2023 (“**Chapman’s Fee Period**”) in the amount of \$53,576.00 USD (collectively, “**Chapman’s Fees**”, and together with the Monitor’s Fees and Fasken’s Fees, the “**Fees**”); and
- (e) approving a fee accrual in the amount of \$300,000 USD (the “**Fee Accrual**”) in respect of the Monitor and Fasken’s estimated fees to the completion of this matter.

PART 2: FACTUAL BASIS

HISTORY OF THESE PROCEEDINGS

1. Pursuant to an order (the “**Initial Order**”) issued by the Supreme Court of British Columbia (the “**Court**”) on July 25, 2023, as amended and restated by further orders made on August 3, 2023 (as amended, the “**ARIO**”) and October 13, 2023 (as amended, the “**Second ARIO**”), among other things, the Petitioners were granted protection under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), a stay of proceedings was granted in favour of the Petitioners (the “**Stay**”) and FTI was

appointed Monitor. By subsequent orders of the Court, the Stay was extended, including most recently to February 16, 2023.¹

2. On July 27, 2023, the Petitioners obtained orders in the U.S. Bankruptcy Court for the District of Delaware (the “**US Bankruptcy Court**”) under Chapter 15 of the United States Bankruptcy Code recognizing the CCAA Proceedings as a foreign main proceeding and granting certain additional provisional relief relating to the recognition of the Initial Order.²
3. On August 3, 2023, this Court granted an order (the “**SISP Order**”) approving a restructuring support agreement dated July 25, 2023 among the Petitioners and certain secured creditors and a sales and investment solicitation process (the “**SISP**”). The SISP included a stalking horse purchase agreement among certain of the Petitioners and certain of their lenders.³
4. On August 16, 2023, the US Bankruptcy Court entered an order recognizing and approving, among other relief, the SISP Order and ARIO.⁴
5. On September 19, 2023, this Court granted an order, among other things, removing LoanMe Trust Prime 2018-1 and LoanMe Trust SBL 2019-1 and adding LM BP Holdings, LLC as Petitioners in these proceedings.⁵
6. On September 22, 2023, the Petitioners filed with the US Bankruptcy Court a notice consistent with the Second ARIO.⁶
7. On October 31, 2023, this Court granted an order (the “**RVO**”), among other things:⁷

¹ Seventh Report of the Monitor to the Court dated January 17, 2024 (the “**Seventh Report**”) at paras. 1, 4(a), 7 and 13.

² *Ibid* at para. 3.

³ *Ibid* at para. 4(b).

⁴ *Ibid* at para 5.

⁵ *Ibid* at para. 6.

⁶ *Ibid* at para. 8.

⁷ *Ibid* at para. 10.

- (a) approving the transactions contemplated by a transaction agreement (the “**Transaction Agreement**”) among NPI and certain subsidiaries and certain of its secured lenders (the “**Purchasers**”);
 - (b) vesting in a Canadian residual company all of the right, title and interest in and to certain assets (the “**Excluded Assets**”) and liabilities (the “**Excluded Liabilities**”) of the Acquired Entities (as defined herein) which were not formed or incorporated in the United States; and
 - (c) vesting in a United States residual company all of the right, title and interest in and to the Excluded Assets and Excluded Liabilities of the Acquired Entities which were formed or incorporated in the United States.
8. On November 17, 2023, this Honourable Court granted an order (the “**Claims Process Order**”) approving a procedure for the identification and adjudication of claims (the “**Claims Process**”) as against NPLM Holdco LLC, MMS Servicing LLC, LoanMe, LLC, LoanMe, Funding, LLC, LoanMe Stores LLC, LM Retention Holdings, LLC, LM BP Holdings, LLC, InsightsLogic LLC and LM 2020 CMI I SPE, LLC, NPI and NPI Holdco LLC.⁸
9. On December 11, 2023, the US Bankruptcy Court entered an order recognizing and approving the RVO.⁹
10. On January 2, 2024, the transaction contemplated by the Transaction Agreement (the “**Transaction**”) closed and the purchaser acquired certain of the Petitioners: LT HoldCo, LLC, LT Intermediate HoldCo, LLC, SiempreTax+ LLC, JTH Tax LLC, JTH Financial, LLC, JTH Properties 1632, LLC, JTH Tax Office Properties, LLC, 360 Accounting Solutions, LLC, Liberty Tax Holding Corporation, Liberty Tax Service Inc., JTH Court

⁸ *Ibid* at para. 11.

⁹ *Ibid* at para. 12.

Plaza, LLC, LTS Software LLC, CTAX Acquisition LLC, Community Tax LLC and Community Tax Puerto Rico LLC (collectively, the “**Acquired Entities**”).¹⁰

11. After closing, the remaining Petitioners in the CCAA Proceedings are NPI, NPI Holdco LLC, NPLM Holdco LLC, MMS Servicing LLC, LoanMe, LLC, LoanMe Funding, LLC, LM Retention Holdings, LLC, LoanMe Stores LLC, LM BP Holdings, LLC, InsightsLogic LLC, LM 2020 CM I SPE, LLC, 1000694777 Ontario Limited and 1000694777 USA LLC (collectively, the “**Remaining Petitioners**”).¹¹

ACTIVITIES OF THE MONITOR

12. During these proceedings, the Monitor prepared seven Reports to the Court, and a pre-filing report filed as proposed Monitor.
13. The Monitor’s activities are detailed in the Reports, and includes performing tasks associated with the usual steps in CCAA proceedings, including: (a) monitoring cash flows; (b) responding to inquiries from the creditors and other stakeholders; (c) various steps and discussions in connection with the SISF, culminating in the acceptance of the Transaction Agreement; (d) administering the Claims Process; (e) assisting with the implementation of the Transaction as contemplated in the Transaction Agreement; (f) discussions with the Petitioners regarding disclaimer of contracts, including approval of several disclaimer notices; and (g) reporting to Court in respect of multiple applications and discussions with the Petitioners and stakeholders regarding the relief sought and required.¹²
14. In light of the foregoing, and as further detailed below, the Monitor has substantially completed its mandate, with the exception of such incidental duties as may be required to complete the administration of these proceedings.

¹⁰ *Ibid* at para. 14.

¹¹ *Ibid*.

¹² *Ibid* at para. 38.

THE FEES

15. The particulars of the Monitor's Fees, Fasken's Fees and Chapman's Fees are summarized in the Seventh Report and Affidavit #1 of Lisa Hiebert made January 17, 2024 (the "**Hiebert Affidavit**"). During the Monitor's Fee Period, the Monitor's Fees total \$724,814.87 USD, during Fasken's Fee Period, Fasken's Fees total \$455,977.01 CAD, and during Chapman's Fee Period, Chapman's Fees total \$53,576.00 USD.¹³
16. The Monitor has reviewed Fasken's invoices in respect of Fasken's Fees and Chapman's invoices in respect of Chapman's Fees and concluded that they are reasonable and appropriate in the circumstances.¹⁴
17. The Monitor also notes that, beginning in the Second Report dated September 18, 2023, each of the Reports have included a summary of professional fees and disbursements incurred, including for the Monitor and its counsel, and no stakeholder has raised any questions or concerns regarding those amounts.¹⁵
18. In addition to approval of the Fees, the Monitor seeks approval of the Fee Accrual in the amount of \$300,000 USD to cover the fees and disbursements incurred or to be incurred by the Monitor and Fasken to the completion of these proceedings, including time not included in the billed fees described above, and an estimate of the costs through completion of these proceedings.¹⁶
19. In the event that the Approval Order is granted as sought, the Monitor and Fasken will render final invoices for services provided in relation to the conclusion of this matter

PART 3: LEGAL BASIS

1. The Monitor relies on:

¹³ *Ibid* at para. 39 and Appendices B and C and the Hiebert Affidavit at paras. 4, 5 and Exhibits A-G.

¹⁴ Seventh Report at para. 44.

¹⁵ *Ibid* at para. 45.

¹⁶ *Ibid* at para. 42.

- (a) the CCAA;
 - (b) the *Supreme Court Civil Rules*;
 - (c) the inherent and equitable jurisdiction of this Honourable Court; and
 - (d) such further and other legal basis as counsel may advise and this Honourable Court may allow.
2. The work performed by the Monitor, Fasken and Chapman was done pursuant to, and in accordance with, the terms of the Initial Order, the ARIO, the Second Ario, the SISP, the Claims Process Order, the RVO, the other orders granted by the Court in these proceedings and the provisions of the CCAA.

APPROVAL OF MONITOR'S ACTIVITIES IS APPROPRIATE

3. The Reports outline the specific activities undertaken by the Monitor for which the Monitor is now seeking this Court's approval.
4. Approval of the Monitor's activities is appropriate in these circumstances because such approval will, among other things:
- (a) bring the Monitor's activities in issue before the court, providing an opportunity for any concerns of the Court, the Petitioners and other stakeholders to be addressed;
 - (b) provide certainty and finality in these proceedings and activities undertaken as all parties having been given an opportunity to raise specific objections and concerns;
 - (c) enable the Court, tasked with supervising the CCAA process, to satisfy itself that the Monitor's court-mandated activities have been conducted in a prudent and diligent manner;
 - (d) provide protection for the Monitor not otherwise provide by the CCAA; and
 - (e) protect creditors from delay that would be caused by:

- (i) re-litigation of steps taken to date; and
 - (ii) potential indemnity claims by the Monitor.¹⁷
5. The approval sought by the Monitor is not a general approval of its activities, but the approval of the specific activities undertaken by the Monitor as detailed in the Reports. The Monitor submits that such approval is appropriate in the circumstances.

THE FEES ARE FAIR AND REASONABLE IN THE CIRCUMSTANCES

6. The ARIO expressly provides that the accounts of the Monitor are referred to a judge of this Court and that the passing of those accounts may be heard on a summary basis.
7. On an application to approve a Monitor's fees in a CCAA proceeding, the analysis is, as set out by Topolniski J. in *Winalta Inc.*:

[30]...no different than that in a receivership or bankruptcy. The question is whether the fees are fair and reasonable in all the circumstances. The concerns are ensuring that the monitor is fairly compensated while safeguarding the efficiency and integrity of the CCAA process.¹⁸ [Emphasis added.]

8. Accordingly, courts will consider the following non-exhaustive factors in assessing the reasonableness of a Monitor's fees, including the:
- (a) nature, extent and value of the assets;
 - (b) complications and difficulties encountered by the monitor;
 - (c) degree of assistance provided by the debtor;
 - (d) time spent by the monitor;
 - (e) monitor's knowledge, experience, and skill;

¹⁷ *Target Canada Co. (Re)*, 2015 ONSC 7574, paras. 12, 23.

¹⁸ *Winalta Inc., Re*, 2011 ABQB 399, para. 30; cited with approval by Newbould J. in *Nortel Networks Corp., Re*, 2017 ONSC 673 [*"Nortel"*], para. 13.

- (f) diligence and thoroughness displayed by the monitor;
 - (g) responsibilities assumed;
 - (h) results of the monitor's efforts; and
 - (i) costs of comparable services.¹⁹
9. Similar factors as considered on the assessment of a Monitor's fees are considered on the assessment of the accounts of legal counsel to the Monitor, including, the:
- (a) time expended;
 - (b) complexity of the proceedings;
 - (c) degree of responsibility assumed by the lawyers;
 - (d) amount of money involved, including reference to the debt, amount of proceeds after realization and payments to the creditors;
 - (e) degree and skill of the lawyers involved;
 - (f) results achieved; and
 - (g) client's expectations as to the fee.²⁰
10. On an application to approve a Monitor's accounts and the accounts of its legal counsel, the accounts should:
- (a) be verified by affidavit;
 - (b) contain sufficient evidence to permit the court to conclude that what was incurred for services rendered was at the standard rates and charges of the monitor and monitor's counsel; and

¹⁹ *Nortel, supra*, para. 14.

²⁰ *Redcorp Ventures Ltd. (Re)*, 2016 BCSC 188 [“*Redcorp*”], para 33.

- (c) provide a sufficient description of the services rendered to permit the court to determine whether the liability for fees was “properly...made or incurred”.²¹
11. It is not necessary to go through the supporting documentation for the fees line by line in order to determine the appropriateness thereof. Nor is the court to second-guess the amount of time claimed unless it is clearly excessive or overreaching.²²
 12. The Monitor submits that the Fees are fair and reasonable in the circumstances, particularly in light of the significant time and effort expended by the Monitor and Fasken in performing the activities detailed in the Reports and advising the Monitor in regards to such activities.
 13. In respect of the Monitor’s Fees, the Monitor submits that the:
 - (a) Monitor’s Fees were properly incurred, and commensurate with fees charged by other insolvency firms of a similar size for work of a similar nature and complexity in British Columbia;
 - (b) work completed by the Monitor was delegated to the appropriate professionals with the appropriate seniority and hourly rates; and
 - (c) Monitor’s services were performed in a prudent and economical manner.
 14. The Monitor submits that Fasken’s Fees are fair and reasonable in the circumstances as:
 - (a) Fasken’s professional fees and disbursements were properly incurred, and commensurate with fees charged by similar firms with the expertise and capacity to serve a matter of comparable size and complexity;
 - (b) the work completed by Fasken was delegated to the appropriate professionals with the appropriate seniority and hourly rates;
 - (c) Fasken’s services were performed in a prudent and economical manner; and

²¹ *Redcorp*, *supra*, paras. 26, 32.

²² *Bank of Nova Scotia v. Diemer*, 2014 ONSC 365, para. 19.

- (d) Fasken's invoices were provided to the Monitor when rendered, and all have been approved by the Monitor.
15. Similarly, the Monitor submits that Chapman's Fees are fair and reasonable in the circumstances as:
- (a) Chapman's professional fees and disbursements were properly incurred, and commensurate with fees charged by similar firms with the expertise and capacity to serve a matter of comparable size and complexity;
 - (b) the work completed by Chapman was delegated to the appropriate professionals with the appropriate seniority and hourly rates;
 - (c) Chapman's services were performed in a prudent and economical manner; and
 - (d) Chapman's invoices were provided to the Monitor when rendered, and all have been approved by the Monitor.
16. In light of the foregoing, the Monitor submits that the Fees should be approved. The Transaction has been implemented and the Monitor has substantially completed its mandate.

PART 4: MATERIAL TO BE RELIED ON

1. The Reports;
2. Affidavit #1 of Lisa Hiebert, made January 17, 2024; and
3. such further and other materials as counsel may advise and this Honourable Court may allow.

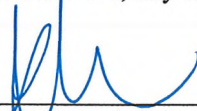
The Applicant estimate that the application will take **10 minutes (if unopposed)**.

This matter is not within the jurisdiction of a master. Madam Justice Fitzpatrick is seized of these proceedings, and the time for this application has been set by Scheduling.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application,

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated: January 17, 2024



 Signature of Mishaal Gill
 Lawyer for Applicant

<i>To be completed by the court only:</i>	
Order made	
<input type="checkbox"/> in the terms requested in paragraphs of Part 1 of this Notice of Application	
<input type="checkbox"/> with the following variations and additional terms:	
.....	
.....	
.....	
Date:	
.....	
	Signature of <input type="checkbox"/> Judge <input type="checkbox"/> Master

The Solicitors for the Applicant are Fasken Martineau DuMoulin LLP, whose office address and address for delivery is 550 Burrard Street, Suite 2900, Vancouver, BC V6C 0A3 Telephone: +1 604 631 3131 Facsimile: +1 604 631 3232. (Reference: Lisa Hiebert/3040941.00004)

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- other

SCHEDULE "A"
PETITIONERS

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

Loan Me 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"
SERVICE LIST

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

Service List (as of January 17, 2024)

<p>DLA Piper (Canada) LLP Suite 2700, 1133 Melville St Vancouver, BC V6E 4E5</p> <p>Attention: Jeffrey D. Bradshaw, Samantha Arbor and Colin Brousson</p> <p>Email: jeffrey.bradshaw@dlapiper.com samantha.arbor@dlapiper.com dannis.yang@dlapiper.com colin.brousson@dlapiper.com</p> <p><i>Counsel for the Petitioners</i></p>	<p>FTI Consulting Canada Inc. Suite 1450, P.O. Box 10089 701 West Georgia St. Vancouver, BC V7Y 1B6</p> <p>Attention: Craig Munro, Tom Powell, Huw Parks, Paul Bishop and Michael Clark</p> <p>Email: Craig.Munro@fticonsulting.com Tom.Powell@fticonsulting.com Huw.Parks@fticonsulting.com Paul.bishop@fticonsulting.com Michael.clark@fticonsulting.com</p> <p><i>Monitor</i></p>
<p>Fasken Martineau Dumoulin LLP 550 Burrard St #2900 Vancouver, BC V6C 0A3</p> <p>Attention: Kibben Jackson and Lisa Hiebert</p> <p>Email: kjackson@fasken.com lhiebert@fasken.com svolkow@fasken.com</p> <p><i>Counsel for the Monitor</i></p>	<p>McCarthy Tetrault 745 Thurlow Street, Suite 2400 Vancouver BC V6E 0C5</p> <p>Attention: Lance Williams, Ashley Bowron and Jenna Clark</p> <p>Email: lwilliams@mccarthy.ca abowron@mccarthy.ca jkrclark@mccarthy.ca sdanielisz@mccarthy.ca</p> <p><i>Counsel For First Century Bank, N.A.</i></p>

<p>Osler, Hoskin & Harcourt LLP First Canadian Place 100, 1 King St W Suite 6200 Toronto, ON M5X 1B8</p> <p>and</p> <p>Osler, Hoskin & Harcourt LLP Suite 3000, Bentall 4 1055 Dunsmuir Street Vancouver, BC V7C 1K8</p> <p>Attention: Marc Wasserman, David Rosenblat, Emily Paplawski and Mary Buttery</p> <p>Email: mwasserman@osler.com drosenblat@osler.com epaplawski@osler.com mbuttery@osler.com</p> <p><i>Counsel For BasePoint</i></p>	<p>Boughton Law Suite 700 – 595 Burrard Street P.O. Box 49290 Vancouver, BC Canada V7X 1S8</p> <p>Attention: Martin C. Sennott and Sherri Evans</p> <p>Email: msennott@boughtonlaw.com sevans@boughtonlaw.com</p> <p><i>Counsel for Drake Enterprises Ltd.</i></p>
<p>Cozen O'Connor LLP 333 Bay Street, Suite 1100 Toronto, ON M5H 2R2</p> <p>Attention: Steve Weisz and Heidi Esslinger</p> <p>Email: SWeisz@cozen.com HEsslinger@cozen.com</p> <p><i>Counsel for Frontier Capital Group Ltd.</i></p>	<p>Department of Justice Canada 900 – 840 Howe Street Vancouver, BC V6Z 2S9</p> <p>Attention Aminollah Sabzevari, Mihai Beschea and Khanh Gonzalez</p> <p>Email: aminollah.Sabzevari@justice.gc.ca mihai.Beschea@justice.gc.ca khanh.Gonzalez@justice.gc.ca</p> <p><i>Counsel for HMTK in Right of Canada</i></p>

<p>Norton Rose Fulbright Canada LLP 222 Bay Street, Suite 3000 P.O. Box 53 Toronto, ON M5K 1E7</p> <p>Attention: Evan Cobb, Jennifer Stam and Scott Boucher</p> <p>Email: evan.cobb@nortonrosefulbright.com jennifer.stam@nortonrosefulbright.com scott.boucher@nortonrosefulbright.com</p> <p><i>Counsel for Chilmark Administrative LLC</i></p>	<p>CMB Tax Service, LLC 209 Converse Drive Jacksonville, NC 28546</p> <p>Attention: Jeffrey P. Serbus and Cindy L. Serbus</p> <p>Email: serbus@coastalnet.com</p>
<p>Lawson Lundell LLP 1600 – 925 West Georgia Street Vancouver, B.C. V6C 3L2</p> <p>Attention: William L. Roberts, Laura Bevan and Sarah Hannigan</p> <p>Email: wroberts@lawsonlundell.com; lbevan@lawsonlundell.com; shannigan@lawsonlundell.com</p> <p><i>Counsel for M&M Business Group, L.P., Mufeed Haddad and Mike Budka</i></p>	

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SCHEDULE "C"

DRAFT ORDER

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
(FEE APPROVAL)

BEFORE) THE HONOURABLE)
) MADAM JUSTICE FITZPATRICK) January 26, 2024
))

ON THE APPLICATION OF FTI Consulting Canada Inc. ("FTI"), in its capacity as the Court-appointed Monitor (in such capacity, the "Monitor"), of NextPoint Financial, Inc. ("NPI") and the other petitioners listed in Schedule "A" (collectively, the "Petitioners") coming on for hearing at Vancouver, British Columbia, on this day and on hearing Mishaal Gill and Lisa Hiebert, counsel for the Monitor, and those counsel listed in Schedule "B"; AND UPON READING the materials filed, including the pre-filing report of FTI as proposed monitor dated July 25, 2023, the First Report of the Monitor dated August 2, 2023, the Second Report of the Monitor dated September 18, 2023, the Third Report of the Monitor dated October 11, 2023, the Fourth Report of the Monitor dated October 27, 2023, the Fifth Report of the Monitor dated November 16, 2023, the Supplemental Report to the Fifth Report of the Monitor dated November 27, 2023, the Sixth Report of the Monitor dated December 15, 2023, and the Seventh Report of the Monitor dated January 17, 2024 (collectively, the "Monitor's Reports");

THIS COURT ORDERS that:

1. The time for service of the Notice of Application filed January 17, 2024, and supporting materials is hereby abridged such that the Notice of Application is properly returnable

today and service thereof upon any interested party other than those parties on the service list maintained by the Monitor in this proceeding be and is hereby dispensed with.

2. The activities of the Monitor as described in the Monitor's Reports are hereby approved.
3. The Monitor's accounts for professional fees and disbursements for the period July 9 to November 30, 2023, in the amount of \$724,814.87 USD, inclusive of applicable taxes, be and are hereby approved
4. The accounts for professional fees and disbursements of the Monitor's legal counsel, Fasken Martineau DuMoulin LLP ("Fasken"), for the period July 10 to December 29, 2023, in the amount of \$455,977.01 CAD, inclusive of applicable taxes, be and are hereby approved.
5. The accounts for professional fees and disbursements of the Monitor's legal counsel, Chapman and Cutler LLP, for the period August 18 to September 15, 2023, in the amount of \$53,576.00 USD, inclusive of applicable taxes, be and are hereby approved.
6. The estimated fees for the Monitor and Fasken, as described in the Seventh Report of the Monitor dated January 17, 2024, up to \$300,000 USD, collectively, be and are hereby approved.
7. Endorsement of this Order by counsel appearing, other than counsel for the Monitor, 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 Mishaal Gill
Lawyer for the Monitor

BY THE COURT

REGISTRAR

SCHEDULE "A"

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

Loan Me 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	Party Represented

No. S-235288
Vancouver Registry

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"

ORDER MADE AFTER APPLICATION
(FEE APPROVAL)

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Counsel: Mishaal Gill
Matter No: 304091.00004