



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: NextPoint Financial, Inc., 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**")

To: The Service List

TAKE NOTICE that an application will be made by the applicant to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1 on January 26, 2024, at 2:00 p.m. for the orders set out in Part 1 below.

Part 1: ORDER(S) SOUGHT

1. An order (the "**Distribution Order**"), substantially in the form attached hereto as **Schedule "B"** which, *inter alia* directs the Remaining Petitioners to complete the Proposed Distribution (as defined below);
2. An order (the "**CCAA Termination Order**"), substantially in the form attached hereto as **Schedule "C"** which, *inter alia*,
 - (a) authorizes, but does not direct, the Monitor to file an assignment into bankruptcy for NextPoint Financial, Inc. ("**NextPoint**") and 1000694777 Ontario Limited ("**Residual Co. 1**");

- (b) authorizes, but does not direct, the CRO to commence such proceedings and take such action on behalf of LoanMe, LLC, LM Retention Holdings, LLC, NPI Holdco LLC, NPLM Holdco LLC, MMS Servicing LLC, LoanMe Funding, LLC, LoanMe Stores LLC, LM BP Holdings, LLC, InsightsLogic LLC, LM 2020 CM I SPE, LLC and 1000694777 USA LLC (together, the “**Remaining US Entities**”) as may be appropriate or advisable for their wind-down; and
 - (c) discharges and releases the Monitor, the Monitor’s counsel and the CRO;
 - (d) terminates, releases and discharges the Interim Lender’s Charge, the CRO Charge, the Administration Charge, the Franchisee Lender Charge and the Intercompany Charge; and
 - (e) terminates these CCAA proceedings.
3. Such further and other relief as the Remaining Petitioners may advise and this Honourable Court may deem just.

Part 2: FACTUAL BASIS

- 1. All capitalized terms used, but not otherwise defined herein have the meanings given to them in the ARIO (as hereinafter defined), the First Affidavit of Peter Kravitz, sworn July 25, 2023 and Affidavit #9 of Peter Kravitz, to be sworn. All amounts are referenced in USD, unless otherwise stated.
- 2. The Petitioners provided financial and tax services for small businesses and consumers across Canada and the United States through the following three primary business lines:
 - (a) a tax preparation and settlement business, operated through Liberty Tax;
 - (b) a tax debt resolution service, operated through Community Tax; and
 - (c) a lending and loan marketing business, which previously operated through LoanMe, but which has been in the process of winding down since approximately June 2022.

3. The Petitioners were over-leveraged and had recurring operating losses, working capital deficiencies, and insufficient cash flow to meet their obligations. As at July 14, 2023, the Petitioners had an outstanding debt load of approximately USD\$283.5 million.
4. Pursuant to an order made July 25, 2023 (the “**Initial Order**”), the Petitioners, NextPoint and certain subsidiaries, were granted protection under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and FTI Consulting Canada Inc. was appointed monitor (the “**Monitor**”).
5. Also pursuant to the Initial Order, the Court appointed Peter Kravitz, to act as the Chief Restructuring Office (the “**CRO**”), granted an initial stay of proceedings and approved various priority charges.
6. The Petitioners sought recognition of the Initial Order in Delaware on July 26, 2023, in concurrent proceedings under chapter 15 of title 11 of the United States Bankruptcy Code (the “**Chapter 15 Proceedings**”). At a hearing on July 27, 2023, the Honorable Thomas M. Horan of the United States Bankruptcy Court for the District of Delaware (the “**US Bankruptcy Court**”) recognized the Initial Order.
7. On August 3, 2023, the Court made the Amended and Restated Initial Order (the “**ARIO**”) which:
 - (a) extended the Stay Period to October 20, 2023;
 - (b) approved an increase to certain priority charges, including:
 - (i) increasing the Administration Charge from \$1,000,000 to \$2,000,000;
 - (ii) increasing the CRO Charge from \$500,000 to \$1,000,000;
 - (iii) increasing the D&O Charge from \$500,000 to \$2,000,000;
 - (c) clarified the priority of the Franchisee Lender Charge; and
 - (d) increased the DIP Facility to a maximum of \$25 million USD and the Interim Lender’s Charge up to the maximum amount of \$25 million USD.

8. On August 3, 2023, the Court also made an order approving the Sales and Investment Solicitation Process (the “**SISP**”), including the Stalking Horse agreement, and approving the Restructuring Support Agreement (the “**RSA**”).
9. On August 16, 2023, the US Bankruptcy Court entered an order recognizing and approving, among other relief, the SISP and the ARIO.
10. The Petitioners and Province marketed the Petitioners’ assets and operations in accordance with the SISP.
11. The Petitioners did not receive any bids prior to the Phase 1 Deadline that had a reasonable prospect of culminating in a Qualified Bid (as defined in the SISP).
12. On September 11, 2023, the Petitioners terminated the SISP and notified the Service List and the parties that had submitted bids of this termination.
13. On September 19, 2023, the Court granted an Order which, among other things:
 - (a) added LM BP Holdings, LLC as a Petitioner in this Proceeding;
 - (b) approved the formula for calculating the transaction fee payable to the CRO in the event of an applicable transaction;
 - (c) removed LoanMe Trust Prime 2018-1 and LoanMe Trust SBL 2019-1 (collectively, the “**LoanMe Income Trusts**”) as Petitioners in this proceeding; and
 - (d) granted a limited stay of proceedings in relation to the LoanMe Income Trusts (the “**LoanMe Stay**”) until the hearing of the next application.
14. The Petitioners and the BP Lenders entered into a revised transaction agreement (the “**Transaction Agreement**”), which increased the consideration to be provided thereunder relative to the stalking horse purchase agreement (the “**SHPA**”) and revised the structure to a “reverse vesting order” transaction.
15. On October 13, 2023, this Honourable Court granted an order amending and restating the ARIO (the “**Second ARIO**”) which, among other things:
 - (a) extended the Stay Period to November 20, 2023;

- (b) extended the LoanMe Stay until the expiry of the Stay Period; and
 - (c) expanded the powers to be exercised by the CRO upon resignation of the Petitioners' boards of directors.
16. On October 31, 2023, the Court granted an Order (the "**RVO**") which, among other things:
- (a) approved the Transaction Agreement pursuant to which BP Commercial Funding Trust, Series SPL-X acquired Liberty Tax and Community Tax through a reverse vesting order transaction; and
 - (b) vested the non-acquired property and liabilities of Liberty Tax and Community Tax in 1000694777 Ontario Limited and 100069477 USA LLC; provided releases for various parties, including, but not limited to, Liberty Tax, Community Tax, the Monitor, the CRO, the DIP Lender, the Purchaser and their respective legal counsel.
17. The Petitioners sought recognition of the RVO in the concurrent Chapter 15 Proceedings on November 6, 2023. There was an objection to the recognition that was filed by certain parties to area developer agreements (the "**Area Developers**"), which could not be addressed in the available court time. At the hearing, the Honourable Judge Horan of the U.S. Bankruptcy Court continued the hearing to December 11, 2023.
18. In the intervening time, the Petitioners received one further objection from another area developer. Both objections have since been resolved and withdrawn.
19. On November 14, 2023, the Area Developers filed a Notice of Application in the within CCAA Proceedings seeking to set aside disclaimer notices related to their agreements. That application has since been adjourned generally by consent.
20. On November 17, 2023, the Court granted an extension of the Stay Period to December 22, 2023, and an Order (the "**Claims Process Order**") which, among other things:
- (a) set out a procedure for the identification and adjudication of claims against the Remaining Petitioners; and
 - (b) approved a claims bar date of December 15, 2023.

21. On November 21, 2023, the Area Developers filed an application for Leave to Appeal the RVO with the British Columbia Court of Appeal. On November 29, 2023, the Area Developers abandoned their appeal by filing a Notice of Settlement or Abandonment with that court.
22. Since the last court application on December 18, 2023, the Petitioners, with the assistance of the Monitor, have, among other things:
 - (a) prepared for the closing of the sale contemplated by the Transaction Agreement; and
 - (b) in consultation with key stakeholders, considered and advanced discussions on the windup of the Remaining Petitioners, and have concluded that a plan of arrangement could not be viable.
23. On December 11, 2023, the US Bankruptcy Court entered an order recognizing and approving, among other relief, the RVO.
24. The Transaction Agreement closed on January 2, 2024.

Update on Claims Process

25. The Claims Process Order provided for a negative claim process for the Remaining Petitioners. The majority of creditors in the Claims Process received a Claim Amount Notice and creditors had until December 15, 2023, to file proofs of claim if they did not agree with the amount set out in the Claim Amount Notice or did not receive such notice but still wished to assert a claim against any of the Remaining Petitioners.
26. The Monitor received 14 claims pursuant to the Claims Process Order, including one deemed trust claim from the Canada Revenue Agency and a purported secured claim from Chilmark. The deemed trust claim was paid as a priority payable prior to closing of the Transaction Agreement. The Claims Process Order does not obligate the Monitor to review or adjudicate the claims and, in light of the determination that a plan of compromise or arrangement of the Remaining Petitioners is not a viable alternative, we understand that the Monitor will not be taking any steps to determine these claims.

The Proposed Distribution Order

27. Following the completion of the Transaction, the Remaining Petitioners hold minor assets including (i) a small amount of cash, approximately \$261,045.44 held in LoanMe LLC (ii) any funds remaining in escrow and held by NextPoint in accordance with the Transaction Agreement following the payment of the professional fees and wind-down expenses ((i) and (ii) are referred to herein as the “**Residual Cash**”); and (iii) an interest in LoanMe Trust Prime 2018-1 (the “**Residual Trust Interest**,” and collectively with the Residual Cash, the “**Residual Assets**”). The book value of the Residual Trust Interest is approximately \$2.7 million but if sold, the fair market value is expected to be approximately 10-20% of its book value.
28. Following the closing of the Transaction Agreement, the Remaining Petitioners are still indebted to the Interim Lenders in the approximate amount of USD\$4 million. The Interim Lenders continue to hold first ranking security interest as against the assets of the Remaining Petitioners, including the Residual Assets pursuant to the Interim Lenders’ Charge.
29. The Remaining Petitioners propose to distribute the Residual Assets to the Interim Lenders or such other person(s) as the Interim Lenders may direct (the “**Proposed Distribution**”).
30. The Proposed Distribution would occur prior to the bankruptcy or wind-down of the Remaining Petitioners to the extent that the Monitor and the CRO consider such action to be necessary and appropriate.

Authorizations to Bankrupt and Take Necessary Steps

31. The Remaining Petitioners have determined that the most efficient way to address their assets and liabilities following the Proposed Distribution is to assign NextPoint into bankruptcy and commence such proceedings as may be appropriate and advisable to facilitate the wind-down of the LoanMe Entities and the Remaining Entities.
32. As the Remaining Petitioners are located in various jurisdictions, the Remaining Petitioners seek authorization for:

- (a) the Monitor to commence bankruptcy proceedings for NextPoint and Residual Co. 1 under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended; and
- (b) the CRO to take steps as necessary to commence bankruptcy proceedings or file 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 for the Remaining US Entities.

Termination of the CCAA Proceedings

33. Following the completion of the Proposed Distribution and the Monitor and the CRO taking steps to wind-down the Remaining Petitioners, the CCAA proceedings will be substantially complete, and the Remaining Petitioners are seeking the Court's approval to terminate the CCAA proceedings.
34. The Monitor and the CRO will be released and discharged from any and all liability in any way relating to, arising out of, or in respect of the CCAA proceedings. The Monitor and the CRO will continue to have the benefit of all previous Orders made and protections given to them in these proceedings.
35. The Monitor and the CRO have both duly and properly discharged and preformed their duties and obligations in these CCAA proceedings in compliance and in accordance with the CCAA and all Orders of this Court made in these CCAA proceedings.
36. Upon termination, which will be subject to, among other things, the completion of the Proposed Distribution, all court ordered charges in these proceedings can be discharged as against the Remaining Entities.

Part 3: LEGAL BASIS

1. The Remaining Petitioners rely generally on the CCAA, the *Supreme Court Civil Rules*, and the inherent and equitable jurisdiction of this Honourable Court.

Authority to Grant the Distribution Order

2. The broad jurisdiction under section 11 of the CCAA provides a supervising CCAA court with the authority to approve distributions to creditors during CCAA proceedings, even where such distributions occur outside of a plan of compromise or arrangement.

Re Nortel Networks Corporation et al, 2014 ONSC 477, at paras 53-55;

CCAA, s. 11.

3. The Remaining Petitioners submit that it is reasonable and appropriate for the Court to exercise its discretion and approve the Proposed Distribution. The Proposed Distribution is the most efficient and cost-effective way to facilitate the completion of these proceedings and the wind-down of the Remaining Petitioners.
4. The Remaining Petitioners submit that the Proposed Distribution is appropriate in the circumstances and provides an efficient means to distribute the Residual Cash and effect the assignment of the Residual Assets.

Termination of CCAA Proceedings

5. Pursuant to section 11 of the CCAA, the Court may terminate a CCAA proceeding if it is satisfied on the materials before it that it is appropriate to do so and may upon termination, exercise its authority to termination any relief connected to the CCAA proceedings, such as court-order charges and exercise its authority to discharge the monitor, subject to the monitor retaining certain powers which may be required in order to address any matters which might be incidental or ancillary to the terminated CCAA proceedings.

Re JTI-Macdonald Corp., 2010 ONSC 4212, at para 19;

CCAA, s. 11.

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #1 of Peter Kravitz, made July 25, 2023;
2. Affidavit #9 of Peter Kravitz, to be sworn; and
3. Seventh Report of the Monitor, to be filed; and
4. Any such further materials as counsel advises and this Honourable Court permits.

The applicants estimate that the application will take 2 hours.

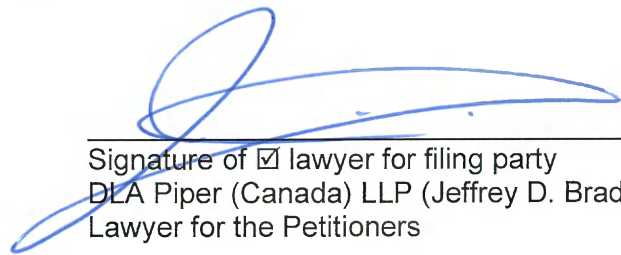
- This matter is not within the jurisdiction of a master. Madam Justice Fitzpatrick is seized of this matter. The date and time for this Application has been confirmed with Supreme

Court 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).

January 11, 2024
Dated _____



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

To be completed by the court only:

Order made

in the terms requested in paragraphs _____ of Part 1 of this notice of application

with the following variations and additional terms:

Date: _____

Signature of Judge Master

APPENDIX

The following information is provided for data collection purposes only and is of no legal effect.

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- oral 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
- none of the above

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"

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
(DISTRIBUTION ORDER)**

| | | | |
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| 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 ●, 2024, the Seventh Report of FTI Consulting Canada Inc. (the "**Monitor**"), in its capacity as monitor of the Petitioners dated January ●, 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 AND DECLARES 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 and further service thereof is hereby dispensed with.
2. Capitalized terms in this order and not otherwise defined have the meaning set out in Affidavit #9 of Peter Kravitz sworn January ●, 2024.

DISTRIBUTION

3. The Remaining Petitioners are authorized and directed to:
 - (a) distribute the sum of \$261,045.44 held by LoanMe LLC
 - (b) distribute any remaining Segregated Funds pursuant to the terms of the Transaction Agreement; and
 - (c) assign the interest in LoanMe Trust Prime 2018-1, held by LM Retention Holdings, LLC,

in each case to the Interim Lenders or such other person(s) as the Interim Lenders may direct (the "**Distribution**").

4. Notwithstanding:
 - (a) the pendency of these proceedings;
 - (b) any assignment in bankruptcy or any application for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (the "**BIA**") and any order issued pursuant to such application;
 - (c) any application for a receivership order; or
 - (d) any provisions of any federal or provincial legislation,

the Distribution contemplated by this Order shall be made free and clear of any claims or encumbrances, shall be binding on any trustee in bankruptcy or receiver that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, as against the Remaining

Petitioners, the Monitor, and any party receiving payments, distributions and disbursements pursuant to this Order, and shall not constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

GENERAL

5. Endorsement of this Order by counsel appearing on this application other than the counsel for the Remaining Petitioners is dispensed with.

6. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, including the United States Bankruptcy Court overseeing the Petitioners' proceedings under Chapter 15 of the Bankruptcy Code in Case No. 23-10983-TMH, or in any other foreign jurisdiction, to give effect to this Order and to assist the Remaining Petitioners, the Monitor, and their respective agents in carrying out the terms of this Order. All courts, tribunals and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Remaining Petitioners and 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 Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.

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

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 Appearing

| Name of Counsel | Party Representing |
|------------------------|---------------------------|
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No. S-235288
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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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

DLA Piper (Canada) LLP
Barristers & Solicitors
Suite 2700
1133 Melville Street
Vancouver, BC V6E 4E5

Tel. No. 604.687.9444
Fax No. 604.687.1612

File No.: 109926-00007

SAA/day

SCHEDULE "C"

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)**

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| |) | |) |
| 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 ●, 2024, the Seventh Report of FTI Consulting Canada Inc. (the "**Monitor**"), in its capacity as monitor of the Petitioners dated January ●, 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 ●, 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 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

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 |
|-----------------|---------------|
| | |
| | |
| | |
| | |

Schedule "C"
Monitor's Certificate

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

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

No. S-235288
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE COMPANIES' CREDITORS
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AND

IN THE MATTER OF A PLAN OF COMPROMISE AND
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THOSE PARTIES LISTED ON SCHEDULE "A"

PETITIONERS

ORDER MADE AFTER APPLICATION

DLA Piper (Canada) LLP
Barristers & Solicitors
Suite 2700
1133 Melville Street
Vancouver, BC V6E 4E5

Tel. No. 604.687.9444
Fax No. 604.687.1612

File No.: 109926-00007

SAA/day

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
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THOSE PARTIES LISTED ON SCHEDULE "A"

PETITIONERS

NOTICE OF APPLICATION

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