

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

BEFORE ) THE HONOURABLE JUSTICE )  
          ) FITZPATRICK ) September 19, 2023  
          ) )  
          ) )

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, Samantha Arbor and Sean Gillis, articulated student, and those other counsel listed on Schedule "B" hereto; AND UPON READING the material filed, including the first affidavit of Peter Kravitz sworn July 25, 2023, the third affidavit of Wen-Shih Yang sworn September 13, 2023 (the "**Third Yang Affidavit**"), the First Report of FTI Consulting Canada Inc. (the "**Monitor**"), in its capacity as monitor of the Petitioners, dated August 2, 2023, and the Second Report of the Monitor dated September 18, 2023; 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:

1. The time for service of the Notice of Application for this order and the supporting materials is hereby abridged and this application is properly returnable today and hereby dispenses with further service thereof.
2. Capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Amended and Restated Initial Order of this Court dated August 3, 2023.
3. LM BP Holdings, LLC is added as a Petitioner in this proceeding and all prior Orders made herein shall apply *nunc pro tunc* to LM BP Holdings, LLC, as if it had been a Petitioner from commencement.
4. LM BP Holdings, LLC shall be added as a Petitioner to the Schedule "A" of the style of cause in these proceedings.
5. LoanMe Trust Prime 2018-1 and LoanMe Trust SBL 2019-1 shall be removed as Petitioners in this proceeding and all previous Orders made herein shall be of no force and effect, as if they had not been Petitioners from commencement of these proceedings.
6. LoanMe Trust Prime 2018-1 and LoanMe Trust SBL 2019-1 shall be removed as Petitioners from the Schedule "A" of the style of cause in these proceedings.
7. The Success Fee Calculation as set out in Exhibit "C" of the Third Yang Affidavit is hereby approved.
8. Until the next Application in this proceeding, no Proceeding shall be commenced or continued against or in respect of LoanMe Trust Prime 2018-1 and LoanMe Trust SBL 2019-1 (collectively, the "**LoanMe Income Trusts**"), or any of their current and future assets, business, undertaking and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (collectively, the "**LoanMe Trust Property**"), and together with the Trust portfolios, the "**Trust Portfolios and Property**") including, without limitation, terminating, making any demand, accelerating, amending or declaring in default or taking any enforcement steps under any agreement or agreements, and no default or event of default shall have occurred or be deemed to have occurred under any such agreement or agreements, by reason of:

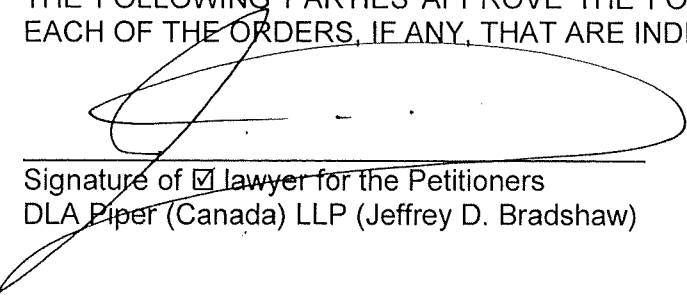
- (a) The insolvency of the Petitioners;
- (b) Any of the Petitioners or the LoanMe Income Trusts having <sup>filed</sup> made a petition to this Court under the CCAA;
- (c) Any of the Petitioners or the LoanMe Income Trusts being or having been party to these proceedings;
- (d) Any of the Petitioners taking any step related to these proceedings (including any step taken by the LoanMe Income Trusts prior to the issuance of this Order); or
- (e) Any default or cross-default arising from the matters set out in subparagraphs (a), (b), (c) or (d) above

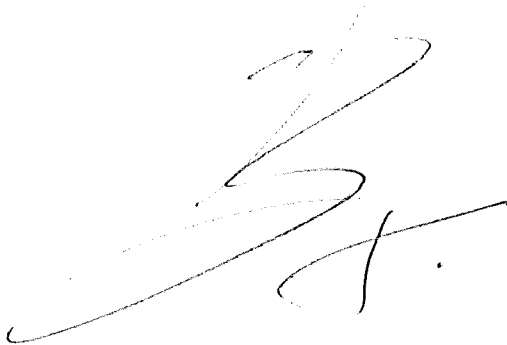
(collectively, the "**Petitioner Default Events**").

- 9. Until the next Application in this proceeding, all rights and remedies of any Person against or in respect of the LoanMe Income Trusts, or affecting the Trust Portfolios and Property, as a result of a Petitioner Default Event, are hereby stayed and suspended except with the written consent of the Petitioners and the Monitor or leave of this Court.
- 10. This Order shall have full force and effect in all provinces and territories in Canada.
- 11. Endorsement of this Order by counsel appearing on this application other than the counsel for the Petitioners is hereby dispensed with.

12. 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 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 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 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

**Liberty Tax Entities**

1. LT Holdco, LLC
2. LT Intermediate Holdco, LLC
3. SiempreTax+ LLC
4. JTH Tax LLC
5. Liberty Tax Holding Corporation
6. Liberty Tax Service, Inc.
7. JTH Financial, LLC
8. JTH Properties 1632, LLC
9. Liberty Credit Repair, LLC
10. Wefile LLC
11. JTH Tax Office Properties, LLC
12. LTS Software LLC
13. JTH Court Plaza, LLC
14. 360 Accounting Solutions, LLC
15. LTS Properties, LLC

**Community Tax Entities**

1. CTAX Acquisition LLC
2. Community Tax Puerto Rico LLC
3. Community Tax 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

**SCHEDULE "B"**

List of Counsel Appearing

Name of Counsel	Party Representing
<del>Kibben Jackson</del> Lisa Hiebert	The Monitor
Marc Wasserman Mary Buttery Dave Rosenblat	BasePoint
David Gruber	TMI Trust Company
Lance Williams	First Century Bank, NA
Heidi Esslinger	Frontier Capital Group Ltd
Martin Sennott	Drake

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File No.: 109926-00007

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