



This is the 6th affidavit  
of Peter Kravitz in this case  
and was made on November 14, 2023

No. S235288  
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

**AFFIDAVIT**

I, Peter Kravitz, of 2360 Corporate Circle, Suite 340, Henderson, Nevada 89074,  
professional fiduciary, AFFIRM THAT:

1. I am the Chief Restructuring Officer of the Petitioners and as such I have personal knowledge of the facts and matters to which I depose in this affidavit, except where stated to be based on information and belief, and where so stated, I verily believe them to be true.
2. All capitalized terms used, but not otherwise defined herein have the meanings given to them in my First Affidavit, sworn July 25, 2023.
3. I make this affidavit in support of the Petitioners' application under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") seeking:
  - (a) an order establishing the process for the identification and adjudication of claims (the "**Claims Process**") against LoanMe (the "**Claims Process Order**"); and
  - (b) an order extending the CCAA stay of proceedings to December 22, 2023 (the "**Stay Extension**").

**The Claims Process**

4. The Petitioners are seeking approval of the Claims Process Order with regards to the following entities:

- (a) NPLM Holdco LLC;
  - (b) LoanMe, LLC;
  - (c) MMS Servicing LLC;
  - (d) LoanMe Funding, LLC;
  - (e) InsightsLogic LLC;
  - (f) LoanMe Stores LLC;
  - (g) LM BP Holdings, LLC;
  - (h) LM 2020 CM I SPE, LLC; and
  - (i) LM Retention Holdings, LLC
- (collectively, "**LoanMe**").
5. The Petitioners seek approval of the Claims Process Order in connection with their ongoing efforts to work with the broader NextPoint Group to explore restructuring options to address the group's current circumstances and advance these proceedings. The Claims Process Order will enable LoanMe to identify the range of potential claims that will need to be addressed as part of its restructuring.

*The Negative Claims Process*

6. To improve the efficiency of the process, the Claims Process will include a "negative claims process" in which LoanMe may determine, with the assistance of myself and Province, and the consent of the Monitor, to deliver to a Negative Notice Creditor (as defined in the Claims Process Order) a "**Negative Notice Claims Package**", which includes:
- (a) a Claims Process Instruction Letter;
  - (b) a Claims Amount Notice, which shall specify the classification and amount of the Negative Notice Creditor's claim as determined by LoanMe, with the consent of the Monitor and the assistance of myself and Province, based on LoanMe's books and records (the "**Identified Claim**");
  - (c) a Proof of Claim Form; and
  - (d) the Claims Process Order.
7. Any Creditor that (i) receives a Claims Amount Notice and (ii) agrees with the Claim set forth in the Claims Amount Notice, shall, subject only to further order of the Court, be deemed to have accepted the Claim set forth in the Claims Amount Notice and such Claim will be a Proven Claim for voting and distribution purposes.

8. Any Creditor that doesn't receive a Claims Amount Notice or disagrees with the classification of the claim as secured or unsecured, or the amount as set out in the Claims Amount Notice, must file a Proof of Claim on or before the Claims Bar Date (as hereinafter defined). Failure to submit a Proof of Claim Form to the Monitor by the Claims Bar Date, will result in such Creditor's Claim being forever barred and extinguished and, for greater certainty, such Creditor will be forever prohibited from making or enforcing a Claim against LoanMe.
9. The Monitor and LoanMe will review all Proofs of Claim received and make a determination as to whether they should be allowed, revised or disallowed. If the Monitor, after consultation with LoanMe, wishes to revise or disallow a Claim, the Monitor shall send such Creditor a Notice of Revision or Disallowance advising that the Creditor's Claim as set out in its Proof of Claim has been revised or disallowed and the reasons therefor. If the Monitor does not send a Notice of Revision or Disallowance to a Creditor, the Claim as set out in the applicable Proof of Claim shall be a Proven Claim.
10. Any Creditor who is sent a Notice of Revision or Disallowance and who wishes to dispute such Notice of Revision or Disallowance must, within ten (10) Business Days after the date of the applicable Notice of Revision or Disallowance or such other date as may be agreed to by the Monitor, in consultation with LoanMe, deliver a completed Notice of Dispute to the Monitor. If a Creditor who is sent a Notice of Revision or Disallowance fails to deliver a Notice of Dispute, then the Proven Claim of such Creditor, if any, shall be as set out in the applicable Notice of Revision or Disallowance.
11. Upon receipt of a Notice of Dispute, LoanMe, in consultation with the Monitor, may attempt to resolve the disputed claim with the creditor. If the parties are unable to resolve the Claim, the creditor shall bring an application to the Court to determine the disputed Claim which application shall be heard as a hearing *de novo* (the "**Claim Application**"). If the Claims Application is not filed within fifteen (15) days of delivering the Notice of Dispute, or such later date as may be agreed by the Monitor or LoanMe with the consent of the Monitor, then the Claim as set out in the Notice of Revision or Disallowance shall be a Proven Claim.
12. LoanMe, with the assistance of myself and Province, have been working diligently to reconcile amounts owing to its creditors and expects to issue Negative Notice Claims Packages to the vast majority of its pre-filing creditors. LoanMe believes that issuing Negative Notice Claims Packages to its creditors will provide for a more efficient means of progressing the Claims Process.
13. Attached to this Affidavit and marked as **Exhibit "A"** is a true copy of LoanMe's pre-filing creditors, as known at the time of the making of this Affidavit.

Filing of a Proof of Claim

14. The Claims Process Order will provide that any creditor that does not receive a Negative Notice Claims Package from the Monitor and wishes to assert a claim against LoanMe must deliver to the Monitor, on or before the Claims Bar Date, a proof of claim together with all supporting documentation in respect of their claim.
15. The Claims Process does not apply to any claim secured by any of the charges granted pursuant to the Initial Order, as amended, (the “**Unaffected Claims**”) and the rights of any person (including the Petitioners) with respect to the Unaffected Claims are expressly reserved.

Notice to Creditors

16. In addition to delivering the Negative Notice Claims Package to all known creditors of LoanMe, the Claims Process Order will provide that the Monitor shall, within four business days of the Claims Process Order, take the following actions to provide notice of the Claims Process to persons who may have claims against LoanMe:
  - (a) cause the Newspaper Notice of Claims Process to be published in the Wall Street Journal; and
  - (b) post on the Monitor’s Website copies of the Claims Process Order, the Claims Process Instruction Letter, a blank Proof of Claim form, a blank Notice of Despite form, and the Newspaper Notice of Claims Process.
17. The Monitor shall also deliver a Claims Package to any person claiming to be a creditor and requesting such material in writing.

Claims Bar Date

18. The proposed Claims Process Order specifies that the “**Claims Bar Date**” will be December 15, 2023, at 5:00 pm (Vancouver Time). As the Claims Process Order will require the delivery of the Negative Notice Claims Package to all Negative Notice Creditors and the General Claims Package to all other creditors by no later than November 24, 2023, creditors will have approximately three weeks in which to prepare and deliver a Proof of Claim.
19. Any person who does not receive a Negative Notice Claims Package and does not deliver a Proof of Claim to the Monitor on or before the Claims Bar Date, as applicable:
  - (a) shall not be entitled to attend or vote at a meeting in respect of such claim;
  - (b) shall not be entitled to receive any distribution in respect of such claim pursuant to the Plan or otherwise; and
  - (c) shall be forever barred from making or enforcing such claim against LoanMe, and such claim shall be extinguished.

20. The Petitioners believe that the proposed Claims Process contains an appropriate and effective process to solicit and identify potential claims in respect of LoanMe. The completion of the Claims Process is a necessary and important step in the Petitioners' CCAA proceedings.

#### **Status of the Transaction Agreement**

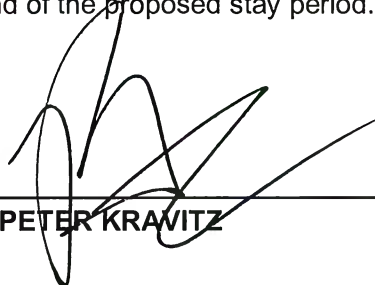
21. On October 31, 2023, the Court granted an Order (the "**RVO**") which, among other things:
  - (a) approved the transaction agreement between the Petitioners and the BP Lenders (the "**Transaction Agreement**") pursuant to which BP Commercial Funding Trust, Series SPL-X acquired Liberty Tax and Community Tax through a reverse vesting order transaction;
  - (b) vested the non-acquired property of Liberty Tax and Community Tax in 1000694777 Ontario Limited and 100069477 USA LLC;
  - (c) 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; and
  - (d) removed LoanMe Trust SBL 2019-1 from the definition of "LoanMe Income Trusts" in the Second ARIQ, such that neither the LoanMe Stay nor any other Order of this Court is effective as against LoanMe Trust SBL 2019-1.
22. The Petitioners sought recognition of the RVO in concurrent proceedings under chapter 15 of title 11 of the United States Bankruptcy Code (the "**Chapter 15 Proceedings**") on November 6, 2023. At the hearing, there was an objection filed by certain area developers which could not be addressed in the time available for the hearing. As a result, the Honourable Judge Horan of the United States Bankruptcy Court for the District of Delaware (the "**US Bankruptcy Court**") adjourned the hearing to December 11, 2023.
23. As a result of the delay in obtaining the recognition order from the US Bankruptcy Court in the Chapter 15 Proceedings, the transactions contemplated by the Transaction Agreement and approved by this Court in the RVO will not be implemented within the current Stay Period.

#### **The Stay Extension**

24. The Petitioners are seeking a 32 day extension of the Stay of Proceedings, up to and including December 22, 2023, to implement the Transaction and undertake the Claims Process for the creditors of LoanMe.
25. The Petitioners have been acting in good faith and with due diligence to maximize the return of value to its stakeholders through these proceedings and no creditor will be materially prejudiced by the extension of the Stay Period.

- 26. The Petitioners, Province, and I have provided an updated cash flow forecast, up to and including the end of the proposed stay of proceedings (the "**Amended Cash Flow Forecast**").
- 27. Attached to this Affidavit and marked as **Exhibit "B"** is a true copy of the Amended Cash Flow Forecast.
- 28. The Amended Cash Flow Forecast shows that no additional funding is required to cover the expenses of the Petitioners up to the end of the proposed stay period.

AFFIRMED BEFORE ME at Clark, )  
Nevada, on November 14, 2023. )  
)  
S. J. Matt )  
\_\_\_\_\_)  
A Notary Public in and for the State of )  
Nevada. )

  
\_\_\_\_\_)  
**PETER KRAVITZ**)



**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**

16. CTAX Acquisition LLC
17. Community Tax Puerto Rico LLC
18. Community Tax LLC

**LoanMe Entities**

19. NPLM Holdco LLC
20. MMS Servicing LLC
21. LoanMe, LLC
22. LoanMe Funding, LLC
23. LM Retention Holdings, LLC
24. LoanMe Stores LLC
25. LM BP Holdings, LLC

26. InsightsLogic LLC
27. LM 2020 CM I SPE, LLC

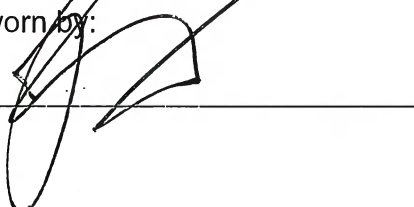


This is **Exhibit "A"** referred to in the Affidavit of Peter Kravitz sworn before me at Las Vegas, County of Clark, State of Nevada, United States of America on this the 14 day of November, 2023.

  
A Notary Public in and for the State of Nevada




This notary is attesting that Peter Kravitz signed in her presence only

Sworn by:  
  
\_\_\_\_\_



This is **Exhibit "B"** referred to in the Affidavit of Peter Kravitz sworn before me at Las Vegas, County of Clark, State of Nevada, United States of America on this the 14 day of November, 2023.

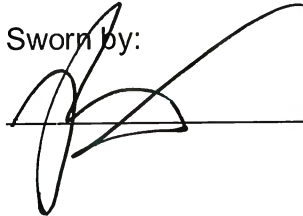


\_\_\_\_\_  
A Notary Public in and for the State of Nevada



This notary is attesting that Peter Kravitz signed in her presence only

Sworn by:



\_\_\_\_\_

**Notes to LoanMe Entities List of Known Creditors**

1. The below list of creditors was prepared based on information available from the books and records of NPLM Holdco LLC and its subsidiaries.
2. All amounts are listed in USD.

**LoanMe Entities List of Known Creditors**

Creditor Name	Secured Amount	Unsecured Amount	LoanMe Entity
Chilmark Administrative LLC		2,582,762	LM 2020 CM I SPE, LLC
U.S. Small Business Administration		500,000	LoanMe, LLC
SPEEDWELL HOLDINGS,LLC dba ACQUIRE INTERACTIVE, LLC		2,613	LoanMe, LLC
ACI Payments Inc.		255	LoanMe, LLC
AD.NET, INC.		1,777	LoanMe, LLC
AECERO INC.		5,242	LoanMe, LLC
Allair Engineering Inc.		25,750	LoanMe, LLC
American Express		28,214	LoanMe, LLC
AMERIFIRST HOME IMPROVEMENT FINANCE		233,537	LoanMe, LLC
BAKER TILLY US, LLP		43,200	LoanMe, LLC
BETTER BUSINESS BUREAU		6,000	LoanMe, LLC
BP Commercial Funding Trust, Series SPL-X	4,000,000		all LoanMe Entities
PAYCHEX BENEFIT TECHNOLOGIES dba BENETRAC		400	LoanMe, LLC
Benoit, Alexander, Mollerup & Danielson, PLLC		554	LoanMe, LLC
Bishop & McKenzie LLP		16,541	LoanMe, LLC
Blusky Restoration Contractors, LLC		2,500	LoanMe, LLC
BRADLEY ARANT BOULT CUMMINGS LLP		8,971	LoanMe, LLC
SSBV LLC		3,780	LoanMe, LLC
CLOUDMYBIZ INC		20,400	LoanMe, LLC
County of Orange		222	LoanMe, LLC
COUNSELORLIBRARY.COM LLC		36,205	LoanMe, LLC
CREDIT SESAME INC.		4,000	LoanMe, LLC
DAN APKE dba DAN APKE CONSULTING		6,800	LoanMe, LLC
ONLINE DATA EXCHANGE LLC dba E-OSCAR		628	LoanMe, LLC
Epiq eDiscovery Solutions, Inc.		2,172	LoanMe, LLC
EQUIFAX WORKFORCE SOLUTIONS		100	LoanMe, LLC
EXPERIAN		506	LoanMe, LLC
FENWICK & WEST LLP		367	LoanMe, LLC
FINLAYSON TOFFER ROOSEVELT & LILLY LLP		14,274	LoanMe, LLC
FormFree Holdings Corp		426	LoanMe, LLC
FRAGOMEN, DEL REY, BERNSEN & LOEWY, LLP		14,920	LoanMe, LLC
Frontier Capital Group, Ltd.		223,695	LoanMe, LLC
GIACT Systems, LLC		12,563	LoanMe, LLC
GLASSDOOR, INC		2,250	LoanMe, LLC
GV Stadium Gateway, LLC		1,938,956	LoanMe, LLC

**Notes to LoanMe Entities List of Known Creditors**

1. The below list of creditors was prepared based on information available from the books and records of NPLM Holdco LLC and its subsidiaries.
2. All amounts are listed in USD.

**LoanMe Entities List of Known Creditors**

Creditor Name	Secured		Unsecured		LoanMe Entity
	Amount	Amount	Amount	Amount	
Homesite Insurance Company			802		LoanMe, LLC
HUDSON COOK, LLP			889		LoanMe, LLC
INTIMATE INTERACTIVE ADVERTISING			105		LoanMe, LLC
INDEED INC.			2,250		LoanMe, LLC
JAMS INC.			236,900		LoanMe, LLC
KDM BUSINESS CONSULTING			350		LoanMe, LLC
KYLIE ANDERSON			1,951		LoanMe, LLC
LAGUNA GRAPHIC ARTS, INC.			274		LoanMe, LLC
Richard Paul Soter, Jr.			496		LoanMe, LLC
LEAP THEORY, LLC			2,500		LoanMe, LLC
LEXIS NEXIS RISK DATA MANAGMENT INC			28,098		LoanMe, LLC
LINKEDIN CORPORATION			7,055		LoanMe, LLC
LOANCALL CALIFORNIA LLC			980		LoanMe, LLC
LOANRY, LLC			12,750		LoanMe, LLC
LZ AD SALES LLC			1,500		LoanMe, LLC
MONEVO INC			61,200		LoanMe, LLC
NORTH AMERICAN VIDEO CORPORATION dba NAVCO			284		LoanMe, LLC
RECARDO WILKERSON dba NEXT LEVEL CAPITAL SOLUTIONS			419		LoanMe, LLC
OFFICE DEPOT			1,282		LoanMe, LLC
TEMECULA EQUITY GROUP, LLC dba OVERFLOW WORKS.COM			34,350		LoanMe, LLC
Paladin Technologies (USA) inc.			2,789		LoanMe, LLC
Payliance			35,307		LoanMe, LLC
PricewaterhouseCoopers LLP			34,321		LoanMe, LLC
HIGH FIVE, INC. dba PRINTECH			269		LoanMe, LLC
QUINSTREET, INC.			137,650		LoanMe, LLC
RELIANCE FIELD SERVICES			217		LoanMe, LLC
SANCO BUSINESS SOLUTIONS LLC			9,490		LoanMe, LLC
SERVICING SOLUTIONS			21,210		LoanMe, LLC
SESSIONS, ISRAEL & SHARTLE, LLC			30		LoanMe, LLC
SEVERSON & WERSON, A PROFESSIONAL CORPORATION			608		LoanMe, LLC
SIMPLY FINTECH, INC			22,500		LoanMe, LLC
SISMAS GROUP, INC dba POLYMORPHIC			42,889		LoanMe, LLC
SOURCE CREATIVE OFFICE INTERIORS			540		LoanMe, LLC
SOVOS COMPLIANCE, LLC			261		LoanMe, LLC
THE SPANISH GROUP LLC			1,766		LoanMe, LLC
DS Services of America			126		LoanMe, LLC
STREAMSETS INC.			61,500		LoanMe, LLC
TALX CORPORATION			8,909		LoanMe, LLC

**Notes to LoanMe Entities List of Known Creditors**

1. The below list of creditors was prepared based on information available from the books and records of NPLM Holdco LLC and its subsidiaries.
2. All amounts are listed in USD.

<b>LoanMe Entities List of Known Creditors</b>			
Creditor Name	Secured Amount	Unsecured Amount	LoanMe Entity
TEKWORKS INC.		2,789	LoanMe, LLC
TOTAL LOAN SERVICES, LLC		72,463	LoanMe, LLC
TRAC - THE REGISTERED AGENT COMPANY		1,150	LoanMe, LLC
Howard Nguyen		1,260	LoanMe, LLC
WORXTIME, LLC		2,100	LoanMe, LLC
Stanton Xpress Urgent Care		200	LoanMe, LLC
ZERO PARALLEL, LLC		3,914	LoanMe, LLC
State of Hawaii-Department of Taxation		1	LoanMe, LLC
Tuan Vo (individually and on behalf of others)		130,000	LoanMe, LLC
<b>Litigation Parties</b>			
Tuan Vo (and others similarly situated)		1	LoanMe, LLC
Michael M. Kimbrow		1	LoanMe, LLC
Tyasha Jackson Wise		1	LoanMe, LLC
Randy Cabrera		1	LoanMe, LLC
Brandon Ali		1	LoanMe, LLC
Christopher Nicholas Rokas		1	LoanMe, LLC
Mickele E Campbell		1	LoanMe, LLC
Sismas Group, Inc. dba Polymorphic		1	LoanMe, LLC
Shirleighta Givan, on behalf of herself and class of similarly situated borrowers		1	LoanMe, LLC
Jaime Alarcon		1	LoanMe, LLC
Kyla Henderson		1	LoanMe, LLC
Tomas Aguilar		1	LoanMe, LLC
Emily Behrendt		1	LoanMe, LLC
Symone Alexander		1	LoanMe, LLC
Domenico Dcarpio		1	LoanMe, LLC
Marques Conerly		1	LoanMe, LLC
Brent Bray		1	LoanMe, LLC
Carmen Atkins		1	LoanMe, LLC
Rachel Buathier		1	LoanMe, LLC
Armando Beltran		1	LoanMe, LLC
Latoria Carter		1	LoanMe, LLC
Branden Gutierrez		1	LoanMe, LLC
Christopher Daffron		1	LoanMe, LLC
Manuel Garcia		1	LoanMe, LLC
Jenifer Carl		1	LoanMe, LLC
Kerry Hunter		1	LoanMe, LLC
Caroline Hilliard		1	LoanMe, LLC
Jill Freehling		1	LoanMe, LLC
Eduardo Venegas		1	LoanMe, LLC
Samuel Berrnudez		1	LoanMe, LLC

**Notes to LoanMe Entities List of Known Creditors**

1. The below list of creditors was prepared based on information available from the books and records of NPLM Holdco LLC and its subsidiaries.
2. All amounts are listed in USD.

**LoanMe Entities List of Known Creditors**

Creditor Name	Secured		Unsecured		LoanMe Entity
	Amount	Amount	Amount	Amount	
Vonk Alert			1		LoanMe, LLC
Carmen Wilson			1		LoanMe, LLC
Lateaka Vinson			1		LoanMe, LLC
Salene Wanzer			1		LoanMe, LLC
Eugene Leduc			1		LoanMe, LLC
Teona Lewis			1		LoanMe, LLC
Rowena Rosete			1		LoanMe, LLC
Nancy Libby			1		LoanMe, LLC
Corey Saffold			1		LoanMe, LLC
Sally Pizano			1		LoanMe, LLC
Barbara Newray			1		LoanMe, LLC
Debra Robertson			1		LoanMe, LLC
Diana Sandoval			1		LoanMe, LLC
Ann Whittington			1		LoanMe, LLC
Mauricio Zetino			1		LoanMe, LLC
Shammon Williams			1		LoanMe, LLC
Paul Rottenberg			1		LoanMe, LLC
Jason Neal			1		LoanMe, LLC
Cameron Glasscock			1		LoanMe, LLC

No. S235288  
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

PETITIONER

---

**AFFIDAVIT**

---

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

Tel. No. 604.687.9444  
Fax No. 604.687.1612

File No.: 109926-00007

SAA/day