

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)**

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

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

THIS COURT ORDERS 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 11, 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,

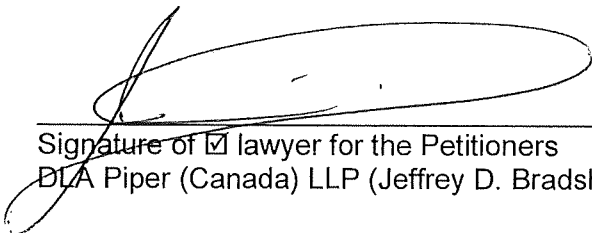
the Distribution contemplated by this Order shall be made free and clear of any claims or encumbrances, shall be binding on any trustee in bankruptcy or receiver that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue 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.

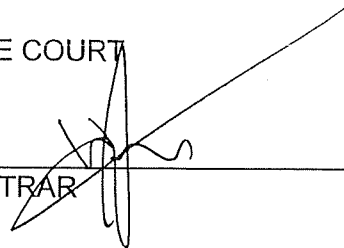
6. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, including the United States Bankruptcy Court overseeing the Petitioners' proceedings under Chapter 15 of the Bankruptcy 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

FORM
CHECKED
NR

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
Lisa Hiebert Mishaal Gill	The Monitor
Mary Buttery, K.C. Dore Rosenblatt	Basepoint
Elana Friedman	Chilmark

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File No.: 109926-00007

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