ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

THE HONOURABLE)	FRIDAY, THE 12th
)	
JUSTICE CONWAY)	DAY OF MAY, 2023

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 OR ARRANGEMENT OF LOYALTYONE, CO.

(the "Applicant")

ASSIGNMENT ORDER

THIS MOTION, made by the Applicant pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for, among other things, an order assigning to 14970144 Canada Inc. (the "**Buyer**") all of the Applicant's right, title and interest in and to the contracts set out in Schedule "A" hereto (collectively, the "**Assigned Contracts**"), was heard this day by judicial videoconference via Zoom.

ON READING the affidavit of Shawn Stewart sworn May 3, 2023 and the Exhibits thereto, the third report of KSV Restructuring Inc. as the Court-appointed monitor of the Applicant (in such capacity, the "**Monitor**") dated May 8, 2023, and on hearing the submissions of counsel for the Applicant, the Monitor, the Buyer, and the other parties listed on the counsel slip and no one appearing for any other party although duly served as appears from the affidavit of service of Behnoosh Nasri sworn May 3, 2023 and from the affidavits of service of Alec Hoy sworn May 5 and May 10, 2023,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Approval and Vesting Order issued in the within proceedings and dated the date hereof (the "**Approval and Vesting Order**") or the Asset Purchase Agreement approved by the Approval and Vesting Order.

APPROVAL OF ASSIGNMENT OF ASSIGNED CONTRACTS

- 3. **THIS COURT ORDERS** that upon delivery of the Monitor's Certificate:
 - (a) all of the rights and obligations of the Applicant under the Assigned Contracts set forth in Schedule "A" shall be assigned, conveyed, transferred and assumed by the Buyer pursuant to section 11.3 of the CCAA and such assignment is valid and binding upon all of the counterparties to the respective Assigned Contracts notwithstanding any restriction or prohibition, if any, contained in any such Assigned Contract relating to the assignment thereof, including but not limited to, provisions, if any, relating to a change of control or requiring the consent of or notice for any period in advance of the assignment to any party to any such Assigned Contract;
 - (b) the Assigned Contracts shall remain in full force and effect and the counterparties under the respective Assigned Contracts are prohibited from exercising any rights or remedies (including, without limitation, any right of set-off) under the Assigned Contracts, and shall be forever barred, enjoined and estopped from taking such action, by reason solely of:
 - (i) any circumstance that existed or event that occurred on or prior to the Closing Date that would have entitled such counterparty to the Assigned Contract to enforce those rights or remedies or caused an automatic termination to occur;
 - (ii) any defaults arising from the insolvency of the Applicant or any of its affiliates:
 - (iii) the commencement of this CCAA proceeding;

- (iv) any defaults that arise upon the assignment of the Assigned Contracts to the applicable Buyer;
- (v) any change of control of the Applicant or its affiliates arising from the implementation of the Asset Purchase Agreement and/or the Transaction and its implementation shall be deemed not to constitute a change in ownership or change in control under any Assigned Contract; or
- (vi) the Applicant having breached a non-monetary obligation under the Assigned Contract,

and the counterparties under the respective Assigned Contracts are hereby deemed to waive any defaults relating thereto. For greater certainty: (A) without limiting the foregoing, no counterparty under an Assigned Contract shall rely on a notice of default sent prior to the filing of the Monitor's Certificate to terminate an Assigned Contract as against the Buyer; and (B) nothing herein shall limit or exempt the Buyer in respect of obligations accruing, arising or continuing after the Closing of the Transaction under the Assigned Contracts other than in respects of items (i) to (vi) above.

- 4. **THIS COURT ORDERS** that the assignment of the Assigned Contracts shall be subject to the provisions of the Approval and Vesting Order directing that the Applicant's rights, title and interests in the Assigned Contracts shall vest absolutely in the Buyer free and clear of all Encumbrances other than the Permitted Encumbrances in accordance with the provisions of the Approval and Vesting Order.
- 5. **THIS COURT ORDERS** that no Assigned Contract may be assigned hereunder unless all amounts owing in respect of monetary defaults under the Assigned Contract, other than those arising by reason only of the Applicant's insolvency, the commencement of this CCAA proceeding, or the Applicant's failure to perform a non-monetary obligation, are paid on or by the Closing Date, or such later date as may be agreed to by the Buyer and the applicable counterparty under the Assigned Contract on prior written notice to the Monitor.
- 6. **THIS COURT ORDERS** that upon delivery of the Monitor's Certificate contemplated by the Approval and Vesting Order, except as expressly set out to the contrary in any agreement

among the Applicant, the Buyer and the applicable counterparty under the Assigned Contract, the Buyer shall be entitled to all of the rights and benefits and subject to all of the obligations pursuant to the terms of the applicable Assigned Contracts.

7. **THIS COURT ORDERS** that notwithstanding anything contained in this Order, nothing shall derogate from the obligations of the Buyer to assume the Assigned Contracts and to perform the Buyer's obligations under the Assigned Contracts, except as expressly set out to the contrary in any agreement among the Applicant, the Buyer and the applicable counterparty under the Assigned Contract.

8. **THIS COURT ORDERS** that notwithstanding:

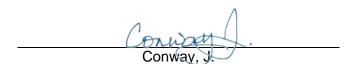
- (a) the pendency of these proceedings and any declaration of insolvency made herein;
- (b) the pendency of any applications for a bankruptcy or receivership now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the "BIA"), in respect of the Applicant or its property, and any bankruptcy or receivership order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Applicant; and
- (d) the provision of any federal or provincial statute,

the assignment of the Assigned Contracts to the Buyer in accordance with this Order and the Asset Purchase Agreement shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the Applicant or its property and shall not be void or voidable by creditors of the Applicant, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

GENERAL

9. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

- 10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Order and to assist the Applicant, 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 Applicant 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 Applicant and the Monitor and their respective agents in carrying out the terms of this Order.
- 11. **THIS COURT ORDERS** that each of the Applicant and the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
- 12. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of the date of this Order without the need for entry or filing.



SCHEDULE "A" ASSIGNED CONTRACTS

	Contract
1.	Program Participation Agreement between Loyalty Management Group Canada Inc. and Goodyear Canada Inc. dated March 5, 1992
2.	[Deleted]
3.	[Deleted]
4.	Master Rooms Availability Agreement between Noble House Hotels & Resorts, Ltd. and LoyaltyOne, Co. dated November 10, 2022
5.	[Deleted]
6.	[Deleted]
7.	Microsoft Services Agreement between Microsoft Licensing, GP and Loyalty Management Group Canada Inc, dated October 28, 2004
8.	Enterprise Purchase Agreement between Microsoft and LoyaltyOne, Co. Undated
9.	Oracle License and Services Agreement between Oracle Corporation Canada Inc. and LoyaltyOne, Co., dated February 24, 2014
10.	Master Services Agreement between I.D.P. Marketing Inc. and LoyaltyOne, Co., dated January 1, 2021
11.	[Deleted]
12.	Licensing and Program Participation Agreement between LoyaltyOne, Co. and EAN Services LLC dated September 1, 2020
13.	Air Miles Reward Program Licensing and Program Participation Agreement between LoyaltyOne, Co. and Le Groupe Jean Coutu (PJC) Inc. dated June 1, 2011
14.	[Deleted]
15.	Air Miles Program E-Ticket Agreement between Toronto Zoo and LoyaltyOne, Co. dated June 7, 2022
16.	[Deleted]
17.	Software Customer Resale Agreement between LoyaltyOne, Co. and Ernst & Young LLP dated March 31, 2022
18.	[Deleted]
19.	Airline Supplier Agreement between LoyaltyOne, Co. and Delta Air Lines Inc. dated October 1, 2015

20.	Air NZ Incentive Agreement between Air New Zealand Limited and LoyaltyOne, Co. dated June 29, 2018
21.	Licensing and Program Participation Agreement between LoyaltyOne, Co. and Samsung Electronics Canada Inc. dated January 18, 2018
22.	Services Agreement between AppsFlyer Inc. and LoyaltyOne, Co. dated February 1, 2023
23.	[Deleted]
24.	Master Subscription and Services Agreement between LoyaltyOne, Co. and Vision Critical Communications Inc. dated December 19, 2019
25.	Transaction Agreement between LoyaltyOne, Inc. and DMTI Spatial Inc. dated July 2, 2013
26.	[Deleted]
27.	Mutual Nondisclosure Agreement between Accenture Inc. and LoyaltyOne, Inc. dated as of January 28, 2011
28.	Reciprocal Confidentiality Agreement between Nice Systems Canada , Ltd. and LoyaltyOne, Inc. dated as of 27 April, 2010
29.	Non-Disclosure Agreement between MBNA Canada Bank and Loyalty Management Group Canada Inc. dated as of April, 2005
30.	Mutual Nondisclosure Agreement between Five9 , Inc. and LoyaltyOne, Co. dated as of February 11, 2020
31.	Mutual Non-Disclosure Agreement between WEX Inc. and LoyaltyOne, Co. dated as of March 11, 2022
32.	Google Non-Disclosure Agreement between Google LLC and LoyaltyOne, Co. dated as of March 28, 2022
33.	Confidentiality and Non-Disclosure Agreement between Arden Holdings Inc. , Ardene International Inc. and LoyaltyOne, Co. dated as of March 30, 2022
34.	Mutual Nondisclosure and Confidentiality Agreement between RE/MAX, LLC and LoyaltyOne, Co. dated as of March 17, 2022
35.	Mutual Non-Disclosure Agreement between Hootsuite Inc. and LoyaltyOne, Co. dated as of August 26, 2021
36.	Mutual Nondisclosure Agreement between Run the Data Incorporated (o/a TeqMarq/Tap2tag) and LoyaltyOne, Co. dated as of May 25, 2021
37.	Reciprocal Non-Disclosure Agreement between Amadeus North America, Inc. and LoyaltyOne, Co. dated as of May 5, 2021

38.	Mutual Nondisclosure Agreement between Avolution Inc. and LoyaltyOne, Co. dated as of August 7, 2020
39.	Mutual Nondisclosure Agreement between SignalFx, Inc. and LoyaltyOne, Co. dated as of September 6, 2019
40.	Mutual Nondisclosure and Confidentiality Agreement between Inmar, Inc. and LoyaltyOne, Co. dated as of January 30, 2020
41.	Mutual Non-Disclosure Agreement between Interac Corp. and LoyaltyOne, Co. dated as of January 29, 2020
42.	Mutual Non-Disclosure Agreement between Datacandy Software Inc. and LoyaltyOne, Co. dated as of July 10, 2019
43.	Mutual Non-Disclosure Agreement between Buyatab Online Inc. and LoyaltyOne, Co. dated as of August 1, 2019
44.	[Deleted]
45.	Mutual Nondisclosure Agreement between Studio M Digital Productions Inc. and LoyaltyOne, Co. dated July 23, 2020.
46.	Mutual Nondisclosure Agreement between Spark Foundry a division of TMG MacManus Canada Inc. and LoyaltyOne, Co. dated July 23, 2020
47.	Mutual Nondisclosure Agreement between Spider Marketing Solutions Inc. and LoyaltyOne, Co. dated July 23, 2020.
48.	Mutual Nondisclosure Agreement between Leo Burnett Company Ltd and LoyaltyOne, Co. dated July 23, 2020
49.	Mutual Nondisclosure Agreement between Humanity Agency Ltd. and LoyaltyOne, Co. dated July 23, 2020
50.	Mutual Nondisclosure Agreement between 6Degrees Integrated Communications Inc and LoyaltyOne, Co. dated July 23, 2020
51.	Mutual Nondisclosure Agreement between Pulp and Fiber Inc o/a The Community and LoyaltyOne, Co. dated July 23, 2020
52.	Mutual Nondisclosure Agreement between Levelfour Inc and LoyaltyOne, Co. dated July 23, 2020
53.	Mutual Nondisclosure Agreement between Wavemaker Canada ULC and LoyaltyOne, Co. dated July 23, 2020
54.	Mutual Nondisclosure Agreement between WPP Group Canada Communications Limited o/a Ogilvy, and WPP Group Canada Communications Limited o/a Geometry Global and LoyaltyOne, Co. dated July 28, 2020
55.	[Deleted]

56.	Mutual Nondisclosure Agreement between Advertise Purple LLC and LoyaltyOne, Co. dated July 31, 2020
57.	Mutual Nondisclosure Agreement between MindTouch , Inc. and LoyaltyOne, Co. dated November 11, 2020
58.	Mutual Nondisclosure Agreement between Merkle , Inc and LoyaltyOne, Co. between dated February 22, 2021
59.	Mutual Nondisclosure Agreement between GB Travel Canada Inc. and LoyaltyOne, Co. dated November 14, 2022
60.	Mutual Nondisclosure Agreement between Chris Taylor and LoyaltyOne, Co. dated March 24, 2021
61.	Mutual Nondisclosure Agreement between Liberty Procurement Co. Inc and LoyaltyOne, Co. dated March 22, 2019
62.	Mutual Nondisclosure Agreement between Beyond Meat, Inc. and LoyaltyOne, Co. dated May 12, 2020
63.	Mutual Nondisclosure Agreement between BlackApps , Inc. and LoyaltyOne, Co. dated December 18, 2018
64.	Mutual Nondisclosure Agreement between Best Western International, Inc. and LoyaltyOne, Co. dated June 9, 2022
65.	Mutual Nondisclosure Agreement between C2RO Cloud Robotics Inc. and LoyaltyOne, Co. dated February 11, 2019
66.	Mutual Nondisclosure Agreement between Cubic Transportation Systems , Inc. and LoyaltyOne, Co. dated November 13, 2019
67.	Mutual Nondisclosure Agreement between Ernst & Young LLP and LoyaltyOne, Co. dated February 4, 2019
68.	Mutual Nondisclosure Agreement between Giants and Gentlemen Advertising Inc. and LoyaltyOne, Co. dated March 26, 2019
69.	[Deleted]
70.	Mutual Nondisclosure Agreement between Impetus Technologies, Inc. and LoyaltyOne, Co. dated January 22, 2019
71.	Mutual Nondisclosure Agreement between Looker Data Sciences, Inc. and LoyaltyOne, Co. dated February 14, 2020
72.	Mutual Nondisclosure Agreement between Delphix Corp. and LoyaltyOne, Co. dated December 7, 2020
73.	Mutual Nondisclosure Agreement between HGS Canada Inc. and LoyaltyOne, Co. dated November 14, 2022

74.	Mutual Nondisclosure Agreement between Quebecor Inc. and LoyaltyOne, Co. dated July 12, 2019
75.	Mutual Nondisclosure Agreement between Infobip Communications Inc and LoyaltyOne, Co. dated June 19, 2020
76.	Mutual Nondisclosure Agreement between Lytics Inc. and LoyaltyOne, Co. dated January 9, 2019
77.	Confidentiality Agreement between Axis Integrated Inc. and LoyaltyOne, Co. dated February 7, 2020
78.	[Deleted]
79.	Mutual Nondisclosure Agreement between Mars – Philter, Inc. d/b/a/ The Mars Agency and LoyaltyOne, Co. dated February 27, 2020
80.	[Deleted]
81.	Mutual Nondisclosure Agreement between Consonum, Inc. dba Com Laude USA and its affiliates and LoyaltyOne, Co. dated May 17, 2021
82.	[Deleted]
83.	Mutual Nondisclosure Agreement between Globant LLC and LoyaltyOne, Co. dated September 1, 2021
84.	Mutual Nondisclosure Agreement between Litmus Software, Inc. and LoyaltyOne, Co. dated July 10, 2020
85.	Mutual Nondisclosure Agreement between Shelfgram Inc. and LoyaltyOne, Co. dated June 16, 2021
86.	Mutual Nondisclosure Agreement between SkipTheDishes Restaurant Services Inc. and LoyaltyOne, Co. dated January 12, 2018
87.	Mutual Nondisclosure Agreement between Valencia IIP Advisors Limited and LoyaltyOne, Co. dated February 4, 2019
88.	Mutual Nondisclosure Agreement between Sentral, LLC and LoyaltyOne, Co. dated March 16, 2020
89.	Mutual Nondisclosure Agreement between MNP LLP and LoyaltyOne, Co. dated March 27, 2020
90.	Mutual Nondisclosure Agreement between PricewaterhouseCoopers LLP and LoyaltyOne, Co. dated March 27, 2020
91.	[Deleted]
92.	Mutual Nondisclosure Agreement between Critical Start Inc and LoyaltyOne, Co. dated April 17, 2020

93.	Mutual Nondisclosure Agreement between Fireeye inc. d/b/a Mandiant and LoyaltyOne, Co. dated April 29, 2020
94.	Mutual Nondisclosure Agreement between The Specialist Works EM LLC and LoyaltyOne, Co. dated June 23, 2020
95.	Mutual Nondisclosure Agreement between Collabria Financial Inc. and LoyaltyOne, Co. dated June 26, 2020
96.	Mutual Nondisclosure Agreement between Publicis Sports and Entertainment, a division of Publicis Canada Inc. and LoyaltyOne, Co. dated July 24, 2020
97.	Mutual Nondisclosure Agreement between Broken Heart Love Affair Inc. and LoyaltyOne, Co. dated July 24, 2020
98.	Mutual Nondisclosure Agreement between Percona LLC and LoyaltyOne, Co. dated December 7, 2020
99.	Mutual Nondisclosure Agreement between 8742995 Canada Inc. and LoyaltyOne, Co. dated December 18, 2018
100.	Mutual Nondisclosure Agreement between Bouclair Inc. and LoyaltyOne, Co. dated December 20, 2018
101.	Mutual Nondisclosure Agreement between Normative Inc. and LoyaltyOne, Co. dated January 8, 2019
102.	Mutual Nondisclosure Agreement between Care Relay Inc. and LoyaltyOne, Co. dated January 8, 2019
103.	Mutual Nondisclosure Agreement between Groupe JNC 1944 Inc. and LoyaltyOne, Co. dated January 18, 2019
104.	Mutual Nondisclosure Agreement between Promotivate LP and LoyaltyOne, Co. dated January 23, 2019
105.	Mutual Nondisclosure Agreement between Steve Nash Fitness World Inc. and LoyaltyOne, Co. dated January 30, 2019
106.	Mutual Nondisclosure Agreement between Baker & McKenzie LLP and LoyaltyOne, Co. dated February 4, 2019
107.	Mutual Nondisclosure Agreement between SessionM , Inc. and LoyaltyOne, Co. dated February 15, 2019
108.	[Deleted]
109.	Mutual Nondisclosure Agreement between Integrated Rewards Inc. and LoyaltyOne, Co. dated March 8, 2019
110.	Mutual Nondisclosure Agreement between GenSquared Inc. and LoyaltyOne, Co. dated March 27, 2019

129.	[Deleted]
128.	Quote Number Q342092 for Splunk Cloud Subscription governed by the Splunk General Terms last updated Last Updated: February 10, 2023
127.	Mutual Nondisclosure Agreement between Collibra Inc. and LoyaltyOne, Co. dated February 7, 2019
126.	Mutual Nondisclosure Agreement between CLL Technologies Ltd (t/a Loyalize) and LoyaltyOne, Co. dated November 28, 2019
125.	[Deleted]
124.	Mutual Nondisclosure Agreement between American Direct Marketing Resources , Inc. and LoyaltyOne, Co. dated October 31, 2019
123.	Mutual Nondisclosure Agreement between Paywith Worldwide Inc. and LoyaltyOne, Co. dated August 22, 2019
122.	Mutual Nondisclosure Agreement between In-Sync Consulting Ltd. and LoyaltyOne, Co. dated August 22, 2019
121.	Mutual Nondisclosure Agreement between Mobi724 Global Solutions Inc and LoyaltyOne, Co. dated August 20, 2019
120.	Mutual Nondisclosure Agreement between GetFlightRefund Corp and LoyaltyOne, Co. dated August 20, 2019
119.	Mutual Nondisclosure Agreement between SnowStorm Technologies Global Travel Solutions Inc. and LoyaltyOne, Co. dated August 20, 2019
118.	Mutual Nondisclosure Agreement between Sunflower Productions Inc. and LoyaltyOne, Co. dated July 15, 2019
117.	Mutual Nondisclosure Agreement between CLARITY Travel Technology Solutions Inc. dated July 8, 2019
116.	Mutual Nondisclosure Agreement between Yoppworks Inc. and LoyaltyOne, Co. dated July 8, 2019
115.	Mutual Nondisclosure Agreement between ENT Marketing Inc. and LoyaltyOne, Co. dated May 2, 2019
114.	Mutual Nondisclosure Agreement between Tour East Holidays (Canada) Inc. and LoyaltyOne, Co. dated May 3, 2019
113.	[Deleted]
112.	Mutual Nondisclosure Agreement between Target Data Inc. and LoyaltyOne, Co. dated April 5, 2019
111.	Mutual Nondisclosure Agreement between New Horizons Car & Truck Rentals Ltd. and LoyaltyOne, Co. dated March 29, 2019

130.	Mutual Nondisclosure Agreement between Databricks Inc. and LoyaltyOne, Co. dated April 1, 2016
131.	Mutual Nondisclosure Agreement between Save-On-Foods Limited Partnership and LoyaltyOne Co., dated March 9, 2022
132.	Mutual Non-Disclosure Agreement between LoyaltyOne Co. and Neo Financial Technologies Inc. dated October 13, 2022
133.	[Deleted]
134.	GitHub Customer Agreement between GitHub, Inc. and LoyaltyOne, Co. dated December 2022
135.	[Deleted]
136.	Order Form dated July 28, 2021 and Master Subscription Agreement dated May 31, 2018 between QuickBase, Inc. and LoyaltyOne, Co.
137.	Mutual Nondisclosure Agreement between Havas Canada Holdings Inc. and LoyaltyOne, Co. dated May 9, 2022
138.	Mutual Nondisclosure Agreement between Genesys Cloud Services Corp. and LoyaltyOne, Co. dated as of September 19, 2022
139.	Microsoft Business and Services Agreement between Microsoft Corporation and LoyaltyOne, Co. dated March 25, 2022
140.	Microsoft Enterprise Agreement between Microsoft Corporation and LoyaltyOne, Co. dated March 25, 2022

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 OR ARRANGEMENT OF LOYALTYONE, CO.

Court File No. CV-23-00696017-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

ASSIGNMENT ORDER

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