



ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-23-00696017-00CL

DATE: February 11, 2026

NO. ON LIST: 1

TITLE OF PROCEEDING: LOYALTYONE, CO. v. BREAD FINANCIAL HOLDINGS, INC.

BEFORE: JUSTICE CONWAY

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Timothy Pinos	Counsel to the Applicant, LoyaltyOne, Co.	tpinos@cassels.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
Maria Konyukhova	Counsel to the Respondent, Bread Financial Holdings, Inc.	mkonyukhova@stikeman.com
Chris Armstrong	Counsel to the Monitor, KSV Restructuring Inc.	carmstrong@goodmans.ca
Graham Splawski	Canadian Counsel to Bank of America, N.A. as Administrative Agent	GSplawski@blg.com

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info

ENDORSEMENT OF JUSTICE CONWAY:

- [1] Case conference held today.
- [2] LoyaltyOne and the Monitor propose this Endorsement. Bread Financial Holdings Inc. ("**Bread**") agrees and consents to its terms. Bank of America, N.A. as Administrative Agent and the Ad Hoc Group of Term Loan B Lenders have been given notice of and do not oppose it, and a draft of the Endorsement has been provided to the service list.
- [3] The Endorsement is satisfactory to me.
- [4] Capitalized terms used in this Endorsement and not otherwise defined have the meanings given to them in the Order of Justice Steele of this Court made October 17, 2025 (the "**CRA Tax Matters Resolution Order**").
1. No objection to the amount of the Expense Deductions was received by the Monitor and LoyaltyOne within thirty (30) days from the issuance of the Expense Deductions Report, in accordance with the terms of the CRA Tax Matters Resolution Order.
 2. Following good faith discussions with Bread regarding the amount of the Expense Deductions and in full and final settlement of any objection or other dispute by Bread regarding the Expense Deductions, LoyaltyOne and the Monitor have agreed to reduce the total amount of the Expense Deductions, as set out in the Expense Deductions Report (namely, the Thirteenth Report of the Monitor dated December 19, 2025), by \$400,000 to \$4,969,843.16 (the "**Revised Expense Deductions**").
 3. In accordance with paragraph 6 of the CRA Tax Matters Resolution Order, the Monitor is authorized to transfer an amount equal to the Revised Expense Deductions from the CRA Tax Payment Account and to deposit such amount into LoyaltyOne's general bank account, whereupon it shall form part of LoyaltyOne's cash on hand.
 4. LoyaltyOne and Bread have agreed that the Escrow Amount (as defined in the Endorsement of this Court made December 15, 2023 (the "**December 2023 Endorsement**")) paid by Bread to the Monitor, in escrow, pursuant to the December 2023 Endorsement will be released to Bread, together with any interest accrued thereon. Accordingly, the Monitor is directed to release the Escrow Amount, together with any interest accrued thereon, to Bread. Paragraphs 4 and 5 of the December 2023 Endorsement are varied accordingly.
 5. LoyaltyOne and the Monitor have confirmed that they will not seek any further reimbursement of expenses from Bread pursuant to the TMA in relation to the CRA Tax Payment (as such terms are defined in the Expense Deductions Report).

6. This Endorsement is without prejudice to any rights parties may otherwise have, including under the CRA Tax Matters Resolution Order or any other existing orders of the Court, apart from those specifically provided for herein.

Conway J.