

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-058645-207

SUPERIOR COURT
Commercial Division

IN THE MATTER OF THE PLAN OF
ARRANGEMENT AND COMPROMISE OF:

FLIGHTHUB GROUP INC.

- and -

FLIGHTHUB SERVICE INC.

- and -

SSFP CORP.

- and -

JUSTFLY INC.

- and -

JUSTFLY CORP.

- and -

11644670 CANADA INC.

Debtors/Applicants

- and -

MNP LTD

Monitor

ORDER

(APPROVING PAYMENT OF CERTAIN CLAIMS)

ON READING the Monitor's *Application for Directions in Respect of the Treatment of Certain Pre-Filing Obligations of the Debtors* pursuant to section 11 of the *Companies' Creditors Arrangement Act* RSC 1985, c. C-36 (the "**CCAA**") and the exhibits, the Monitor's Second Report filed in support thereof (the "**Application**"), relying upon the submissions of counsel and being advised that the interested parties, including secured creditors, were given prior notice of the presentation of the Application;

GIVEN the provisions of the CCAA;

WHEREFORE, THE COURT:

- [1] **GRANTS** the Monitor's *Application for Directions in Respect of the Treatment of Certain Pre-Filing Obligations of the Debtors*;
- [2] **ORDERS and DECLARES** that notwithstanding the Initial Order issued by this Court on May 8, 2020, (as amended and restated on May 19, 2020, the "**Initial Order**"), and in particular paragraph 14 c) thereof, the Debtor Companies shall be entitled but not required, with the consent of the Monitor, to continue to honour chargebacks, whether in respect of pre or post filing chargebacks, processed by all existing credit card payment processing service providers, to wit: American Express, JP Morgan Chase, Connexpay, Nuvei Technologies and Paypal, the whole notwithstanding the nature, reason or timing for any given chargeback having been triggered, but subject to and without limiting any of the Debtor Companies' rights and recourses in accordance with the CCAA or applicable financial covenants, credit card payment processing contracts, or other contractual agreements to which the Debtor Companies are a counterparty in respect of claim processing services;
- [3] **ORDERS AND DECLARES** that the credit card payment processors are authorized, subject to obtaining the Monitor's prior consent, to effect compensation to setoffs in respect of chargebacks pertaining to pre filing transactions, on the one hand, and funds credited to the Debtor Companies' bank accounts or holdback reserves without such compensation or setoff being construed as unauthorized, on the other hand, within the meaning of the CCAA or the Initial Order, provided however that regular reporting is provided to the Monitor in respect of such compensation or setoff;
- [4] **ORDERS AND DECLARES** that the Monitor or the Debtor Companies may return to this Court to seek additional directions or advice in respect of the treatment of credit card payment processing transactions or chargebacks;
- [5] **ORDERS AND DECLARES** that nothing in this Order shall be construed as requiring the Debtor Companies to honour pre filing chargebacks in the future, or from seeking to disclaim or resiliate agreements with participants involved in the chargeback process.
- [6] **WITHOUT JUDICIAL COSTS.**

Montréal, June 19, 2020



Digitally signed by Michel
A. Pinonnault j.c.s.
Date: 2020.06.19 12:06:31
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Michel A. Pinonnault, j.s.c.