

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF
NEWSTART FINANCIAL INC.
OF THE CITY OF PICKERING, IN THE PROVINCE OF ONTARIO

**MOTION RECORD
(returnable Tuesday August 30, 2016)**

LIPMAN, ZENER & WAXMAN LLP
Barristers and Solicitors
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Lawyers for Newstart Financial Inc. and
Newstart Acceptance Inc.

TO: SERVICE LIST (attached)

SERVICE LIST
(as of July 22, 2016)

<http://dodick.ca/newstart-financial-inc-and-newstart-acceptance-inc/>

TO:	This Honourable Court	
AND TO:	<p>Lipman, Zener & Waxman LLP Barristers and Solicitors 1220 Eglinton Avenue West Toronto, Ontario M6C 2E3</p> <p>Attention: Jason D. Spetter</p> <p>Tel.: 416-789-0652 Fax: 416-789-9015</p> <p><i>Lawyers for Newstart Financial Inc. and Newstart Acceptance Inc.</i></p>	Email: jspetter@lzwlaw.com
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AND TO:	Coyote Graphics Inc. 19 Chestnut Avenue Brampton, Ontario L6X 2A6	Email: dherbert@tdi-imaging.com
AND TO:	Canada Revenue Agency – Tax c/o London Taxes Services Office Division Regional Intake Centre for Insolvency 3 – 451 Talbot Street London, Ontario N6A 4R3 Fax: 1-519-645-5397	By Courier/Mail
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AND TO:	Lucy Wieland 811 – 1950 Kennedy Road Toronto, Ontario M1P 4S9	Email: halsey234@gmail.com
AND TO:	Michael & Marsha Bukata 14 Doon Drive, Unit 10 London, Ontario N5X 3P2	By Courier /Mail
AND TO:	Modern Para Aluminum Sales Inc. 419 – 4005 Bayview Avenue Toronto, Ontario M2M 3Z9 Attention: Milton Nash	Email: 1313zaide@gmail.com
AND TO:	Moenes Salib 606 Amberwood Crescent Pickering, Ontario L1V 3T9	Email: msalib@newstartcanada.ca
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AND TO:	Ontario Motor Vehicle Industry Council 65 Overlead Blvd., Suite 300 Toronto, Ontario M4H 1P1 Attention: Brian Osler	Email: brian.osler@omvic.on.ca

AND TO:	Peter J. Larcombe 75 Ardill Crescent Aurora, Ontario L4G 5S5	Email: peter@carboards.ca
AND TO:	Petro Canada Suncor Energy 2489 North Sheridan Way Mississauga, Ontario L5K 1A8 Fax: 905-804-4747	By Courier/Mail
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AND TO:	Shred-It 6 Curity Avenue Toronto, Ontario M4B 1X2	By Courier /Mail
ANDTO:	Timothy Pompeo 23A Oak Street North York, Ontario M9N 0A4	Email: t.pompeo@rogers.com
AND TO:	Workplace Safety and Insurance Board c/o Collection Services 200 Front Street West Toronto, Ontario M5V 3J1 Fax: 1-905-521-4203	By Courier/Mail

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF
NEWSTART FINANCIAL INC.
OF THE CITY OF PICKERING, IN THE PROVINCE OF ONTARIO

INDEX

TAB	DOCUMENT	PAGE NO.
1.	Notice of Motion returnable Tuesday August 30, 2016	1-4
2.	Affidavit of David Baker sworn August 23, 2016	5-7
A.	Third Extension Cash Flow Forecast	8-13
3.	Draft Order	14-15

TAB 1

Court File No. 31-2117956

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF
NEWSTART FINANCIAL INC.
OF THE CITY OF PICKERING, IN THE PROVINCE OF ONTARIO

NOTICE OF MOTION

Newstart Financial Inc. (“NFI”) and Newstart Acceptance Inc. (“NAI”) (NFI and NAI collectively referred to as “Newstart”) will make a Motion before a Judge sitting on the Commercial List to be heard on **Tuesday August 30, 2016** at 10:00 a.m. or as soon after that time as the Motion can be heard at the Court House, 330 University Avenue, Toronto, Ontario, M5G 1E6.

PROPOSED METHOD OF HEARING: The motion is to be heard

in writing under subrule 37.12.1 (1) because it is (insert one of on consent, unopposed or made without notice);

in writing as an opposed motion under subrule 37.12.1 (4);

orally.

THE MOTION IS FOR:

1. If necessary, abridging the time for service and filing of the Notice of Motion, the Motion Record and the Third Report of the Dodick Landau Inc., the Proposal Trustee (the “**Proposal**”

Trustee") dated August 23, 2016 (the "**Third Report**") and dispensing with service on any other person other than those served;

2. Extending the time for filing a proposal, and extending the stay of proceedings granting upon the filing on May 2, 2016 (the "**Filing Date**") of a Notice of Intention to Make a Proposal (the "**NOI**"), for a period of forty-five (45) days, to and including October 14, 2016;

3. Reporting on the status of the sale and investment solicitation process (the "**SISP**") as approved by the Order of the Honourable Justice Conway dated May 27, 2016 (the "**First Extension and Sale Process Approval Order**") and undertaken by the Proposal Trustee with the assistance of Newstart; and

4. such further and other relief as to the Proposal Trustee may request and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. Newstart's insolvency has been caused by a number of factors including but not limited to the inability of Newstart to attract capital at a lower cost, not having sufficient funding to grow the receivables portfolio to a large enough size to cover the basic operating costs of the business and a number of investors requesting the return of their invested capital. As a result of these issues, Newstart has faced a liquidity crisis which has made it impossible to maintain its obligations to its creditors.

2. On May 2, 2016, Newstart filed NOIs. Pursuant to the *Bankruptcy and Insolvency Act*, all proceedings against Newstart were stayed for 30 days;

Extension of Time:

3. On May 27, 2016 the First Extension and Sale Process Approval Order was granted extending the stay of proceedings until July 16, 2016;

4. On July 14, 2016 a further extension Order was granted which extended the stay of proceedings until August 30, 2016 (the "**Second Extension Order**");

5. The SISP process has been completed. While a number of offers were received, Newstart and the Proposal Trustee agree that a run-off of Newstart's current portfolio will yield a greater net result for the creditors of Newstart;
6. Newstart is in the process of preparing a proposal which it will present to creditors;
7. Newstart has acted and continues to act in good faith and with due diligence in seeking to restructure its affairs after the date of the filing of the NOI;
8. An extension of the stay to October 14, 2016 would provide Newstart the necessary time to make a successful proposal to its creditors;
9. An extension of the stay will substantially enhance a likelihood of Newstart making a viable proposal to its creditors;
10. No creditor would be materially prejudiced if the extension of the stay were granted;
11. As contained on the Affidavit of David Baker sworn August 23, 2016 and the exhibits annexed thereto;
12. Sections 50.4(9), 50.6 and 64.2 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended;
13. Rules 1.04, 2.03, 3.02, 16.04 and 37 of the *Rules of Civil Procedure*, RRO 1990, Reg. 194, as amended;
14. The inherent and equitable jurisdiction of this Honourable Court;
15. Other grounds as described in the Affidavit of David Baker and the Third Report; and
16. Such further and other relief as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

1. The Third Report of the Proposal Trustee dated August 23, 2016 and appendices annexed

thereto.

2. Such further and other material as counsel may produce and this Honorable Court may permit

DATED: August 23, 2016

Jason D. Spetter per: Randy Schliemann

LIPMAN, ZENER & WAXMAN LLP

Barristers & Solicitors
1220 Eglinton Avenue West
Toronto, Ontario
M6C 2E3

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Lawyers for Newstart Financial Inc. and
Newstart Acceptance Inc.

TAB 2

Court File No. 31-2117956

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF
NEWSTART FINANCIAL INC.
OF THE CITY OF PICKERING, IN THE PROVINCE OF ONTARIO

AFFIDAVIT OF DAVID BAKER

I, **DAVID BAKER**, of the City of Pickering, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am the President, sole director and shareholder of Newstart Financial Inc. (“**NFI**”) and Newstart Acceptance Inc. (“**NAI**”) (NFI and NAI shall collectively be referred to as “**Newstart**”). Where I do not have personal knowledge, I have indicated the source of my information and do verily believe such information to be true. Where correspondence is adopted as an exhibit, I do verily believe the information contained therein and that it was sent and received on the date(s) indicated.

I. Relief Sought

2. This Affidavit is sworn in support of a motion for an Order:
- (a) abridging the time for service and filing of the Notice of Motion, the Motion Record and the Third Report of Dodick Landau Inc. (the “**Proposal Trustee**”) dated August 23, 2016 (the “**Third Report**”) and dispensing with service on any other person other than those served; and
 - (b) extending the time for filing a proposal, and extending the stay of proceedings granted upon the filing on May 2, 2016 (the “**Filing Date**”) of a Notice of Intention to Make a Proposal (the “**NOI**”), and extended by the Order of the

Honourable Justice Conway dated May 27, 2016 (the “**First Extension and Sale Process Approval Order**”), and further extended by the Order of the Honourable Justice Penny dated July 14, 2016 (the “**Second Extension Order**”) for a period of forty-five (45) days, to and including October 14, 2016.

II. The SISP:

3. Details of the SISP are set out in the Third Report of the Proposal Trustee.
4. In brief, a number of offers were received through the SISP; however, as reported in the Third Report and in my opinion, a run-off of the current portfolio will yield a greater net result for the creditors than accepting any of the offers received.

III. Cash Flow Forecast

5. Newstart has worked with the Proposal Trustee to prepare a Cash Flow Statement and Report on Cash Flow for Newstart (the “**Third Extension Cash Flow Forecast**”) for the third extension period requested to October 14, 2016 (the “**Third Extension Period**”) which is attached hereto as **Exhibit “A”**.
6. Based on my knowledge of the financial position of Newstart and the assumptions set out in the Third Extension Cash Flow Forecast, I believe that this cash flow forecast is fair and reasonable. The Third Extension Cash Flow Forecast projects that Newstart has sufficient funds to fund expenditures until October 14, 2016.

IV. Extension of Stay

7. In order to allow Newstart sufficient time to prepare a proposal to its creditors and to complete its reorganization successfully, Newstart is seeking an extension of the time for filing of the Proposal to and including October 14, 2016.
8. I verily believe that Newstart has acted in good faith and with diligence and has been making its best efforts in seeking to restructure the affairs of Newstart after the date of filing the NOI.

9. Given the efforts expended by Newstart in assisting the Proposal Trustee in implementing the SISP, it was not possible to complete a restructuring process and to prepare a viable proposal to creditors within the stay period provided for in the Second Extension Order.

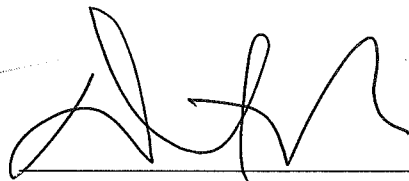
10. I verily believe that the requested extension will substantially enhance the likelihood of Newstart making a viable proposal to its creditors, and will not cause any undue prejudice to any party.

11. An extension of stay proceedings is essential to preserve Newstart's business and to maintain its enterprise value. A stay would also provide Newstart with the necessary time to making a successful proposal to creditors.

12. Without the benefit of a stay of proceedings, Newstart would be deemed bankrupt and there would be a fast and significant erosion of value of Newstart's assets.

13. I swear this Affidavit in support of Newstart's motion for the relief requested, and for no other or improper purpose.

SWORN BEFORE ME)
at the City of Toronto)
in the Province of Ontario,)
this 23 day of August, 2016)
)
)
)



DAVID BAKER

A Commissioner for taking oaths, etc.

This is Exhibit "A" referred to in the
Affidavit of **DAVID BAKER**
sworn before me, this 23
day of **AUGUST**, 2016



A COMMISSIONER FOR TAKING AFFIDAVITS

Newstart Financial Inc.
Cash Flow Statement - Variance Analysis
Period of May 2, 2016 to July 29, 2016

Week Ending	Actual April 30, 2016 to July 29, 2016	Plan April 30, 2016 to July 29, 2016	Variance
Receipts			
Net Lease Receipts	315,628	333,417	(17,789)
Other Receipts	92,657	45,500	47,157
Total Receipts	408,285	378,917	29,368
Disbursements			
Warranty and VIP Program Costs	342	15,415	(15,073)
Repo Expenses	13,098	11,373	1,724
HST	10,293	16,777	(6,483)
Portfolio Servicing	102,158	93,914	8,244
Headcount	53,348	61,614	(8,266)
Premises	4,689	6,000	(1,311)
Computer	12,326	10,251	2,075
Insurance	6,002	5,529	473
Office & Other Expenses	25,793	10,520	15,273
Total Disbursements	125,891	137,478	(11,587)
Net Cash Flow from Operations	282,394	241,438	40,955
Professional Fees	101,321	118,700	(17,379)
Net Cash Flow	181,073	122,738	58,334
Cash position			
Opening cash position	(3,376)	4,192	
Net cash flow	181,073	118,700	
Closing cash position	177,697	122,892	

Newstart Financial Inc.
Cash Flow Statement - Variance Analysis
Period of May 2, 2016 to July 29, 2016

Week Ending	ACTUAL													Total																								
	1	2	3	4	5	6	7	8	9	10	11	12	13																									
06-May-16	Actual	13-May-16	Actual	20-May-16	Actual	27-May-16	Actual	03-Jun-16	Actual	10-Jun-16	Actual	17-Jun-16	Actual	24-Jun-16	Actual	01-Jul-16	Actual	08-Jul-16	Actual	15-Jul-16	Actual	22-Jul-16	Actual	29-Jul-16	Actual	Total												
29,905	11,201	11,611	30,847	14,417	17,200	35,423	21,998	23,370	23,204	23,539	17,678	315,628	25,682	5,314	4,292	19,544	5,064	14,665	428	6,825	2,500	4,220	4,123	92,657	55,587	16,515	55,233	15,903	50,392	19,481	31,866	35,851	28,823	25,870	23,204	27,759	21,801	408,285
Receipts																																						
Net Lease Receipts																																						
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Total Receipts																																						
Disbursements																																						
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Opening cash position																																						
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Closing cash position																																						

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Newstart Financial Inc.
Cash Flow Statement - Variance Analysis
Period of May 2, 2016 to July 29, 2016

Notes	PLAN													Total
	1	2	3	4	5	6	7	8	9	10	11	12	13	
Week Ending	06-May-16	13-May-16	20-May-16	27-May-16	03-Jun-16	10-Jun-16	17-Jun-16	24-Jun-16	01-Jul-16	08-Jul-16	15-Jul-16	22-Jul-16	29-Jul-16	
Receipts														
Net Lease Receipts	27,066	23,439	39,144	23,439	25,973	17,871	22,994	28,118	17,871	25,267	22,429	37,376	22,429	333,417
Other Receipts	3,000	3,000	3,000	3,500	2,200	2,200	4,700	2,200	5,200	2,750	5,250	2,750	5,750	45,500
Total Receipts	30,066	26,439	42,144	26,939	28,173	20,071	27,694	30,318	23,071	28,017	27,679	40,126	28,179	378,917
Disbursements														
Warranty and VIP Program Costs	1,344	1,344	1,344	1,344	1,020	1,020	1,020	1,020	1,020	1,235	1,235	1,235	1,235	15,415
Repo Expenses	932	932	932	932	750	750	750	750	750	974	974	974	974	11,373
HST	-	-	1,254	-	-	-	8,128	-	-	-	-	7,394	-	16,777
<i>Portfolio Servicing</i>	4,432	15,006	989	10,926	4,204	14,778	761	10,699	761	14,371	5,069	10,828	990	93,914
Headcount	-	10,600	-	9,938	-	10,600	-	9,938	-	9,938	662	9,938	-	61,614
Premises	1,700	100	100	100	1,680	80	80	80	80	1,700	100	100	100	6,000
Computer	-	3,417	-	-	-	3,417	-	-	-	-	3,417	-	-	10,251
Insurance	1,843	-	-	-	1,843	-	-	-	-	1,843	-	-	-	5,529
Office & Other Expenses	889	889	889	889	681	681	681	681	681	890	890	890	890	10,520
Total Disbursements	6,707	17,281	4,519	13,202	5,973	16,547	10,659	12,468	2,530	16,581	7,279	20,532	3,200	137,478
Net Cash Flow from Operations	23,359	9,158	37,625	13,737	22,200	3,523	17,036	17,850	20,540	11,436	20,400	19,594	24,979	241,438
Professional Fees	7,260	7,910	2,260	17,515	2,260	7,910	7,910	11,865	7,910	8,650	8,650	8,650	19,950	118,700
Net Cash Flow	16,099	1,248	35,365	(3,778)	19,940	(4,387)	9,126	5,985	12,630	2,786	11,750	10,944	5,029	122,738
Cash position														
Opening cash position	4,192	20,291	21,539	56,904	53,126	73,066	68,680	77,805	83,790	96,420	99,206	110,957	121,901	4,192
Net cash flow	16,099	1,248	35,365	(3,778)	19,940	(4,387)	9,126	5,985	12,630	2,786	11,750	10,944	5,029	122,738
Closing cash position	20,291	21,539	56,904	53,126	73,066	68,680	77,805	83,790	96,420	99,206	110,957	121,901	126,930	126,930

Newstart Financial Inc. and Newstart Acceptance Inc.
Statement of Projected Cash Flow
For the Period July 30, 2016 to October 14, 2016 (the "Period")
(Prepared by management of Newstart Financial Inc. and Newstart Acceptance Inc.)
\$Cdn

	1	2	3	4	5	6	7	8	9	10	11	
Weeks-Ending	05-Aug-16	12-Aug-16	19-Aug-16	26-Aug-16	02-Sep-16	09-Sep-16	16-Sep-16	23-Sep-16	30-Sep-16	07-Oct-16	14-Oct-16	
Notes	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Total
Receipts												
Net Lease Receipts	24,553	21,858	36,377	21,858	23,687	16,499	21,165	25,832	16,499	20,773	18,459	247,561
Other Receipts	2,750	2,750	2,750	3,250	2,200	2,200	2,200	2,200	2,700	2,750	2,750	28,500
Total Receipts	27,303	24,608	39,127	25,108	25,887	18,699	23,365	28,032	19,199	23,523	21,209	276,061
Disbursements												
Warranty and VIP Program Costs	1,185	1,185	1,185	1,185	910	910	910	910	910	1,068	1,068	11,429
Repossession Expenses	1,024	1,024	1,024	1,024	852	852	852	852	852	1,127	1,127	10,611
HST Remittances	-	-	6,009	-	-	-	-	4,273	-	-	-	10,282
<i>Portfolio Servicing Expenses:</i>												
Payroll	14,351	5,049	10,908	970	14,175	4,873	10,732	794	10,732	4,448	15,022	92,053
Premises	9,938	662	9,938	-	9,938	662	9,938	-	9,938	-	10,600	61,614
Computer	1,700	100	100	100	1,680	80	80	80	80	1,700	100	5,800
Insurance	-	3,417	-	-	-	3,417	-	-	-	-	3,417	10,251
Office and other Expenses	1,843	-	-	-	1,843	-	-	-	-	1,843	-	5,529
	870	870	870	870	714	714	714	714	714	905	905	8,859
Total Disbursements	16,560	7,258	19,125	3,179	15,938	6,636	12,495	6,830	12,495	6,643	17,217	124,375
Net Cash Flow from Operations	10,744	17,350	20,002	21,929	9,949	12,063	10,871	21,202	6,704	16,880	3,992	151,686
Professional Fees	13,650	13,650	13,650	13,650	10,400	10,400	10,400	10,400	10,400	11,900	11,900	130,400
Net Cash Flow	(2,906)	3,700	6,352	8,279	(451)	1,663	471	10,802	(3,696)	4,980	(7,908)	45,484
Cash position												
Opening cash position	177,697	174,791	178,491	184,842	193,122	192,671	194,334	194,805	205,607	201,911	206,891	177,697
Net cash flow	(2,906)	3,700	6,352	8,279	(451)	1,663	471	10,802	(3,696)	4,980	(7,908)	21,286
Closing cash position	174,791	178,491	184,842	193,122	192,671	194,334	194,805	205,607	201,911	206,891	198,983	198,983

This Statement of Projected Cash Flow of Newstart Financial Inc. and Newstart Acceptance Inc. should be read in conjunction with the Third Report by the Proposal Trustee and the notes attached hereto.

**Newstart Financial Inc.
Notes to Cash Flow Statement**

- 1 Opening cash position is based on the balance in the bank account as at the close of business July 29, 2016 and represents the cash position as per the accounting cash balance (assuming that all cheques issued have already cleared the bank).
- 2 Comprised of:
 - a. Pre-Authorized Debits due from outstanding leases and loans. Includes accounts currently in good standing as well as delinquent accounts that have not been deemed uncollectable.
 - b. Deduct Pre-Authorized Debits that are returned by the bank for insufficient funds or any other reason. Current experience is this number represents 35% of the Pre-Authorized Debits.
 - c. Add payments received from customers by other payment methods - e.g. email transfer, wire transfer, certified cheque, bank draft.
- 3 Other receipts consist of:
 - a. Proceeds of sale of repo units. Assume that repo units are recovered and sold in the month following default. Round down # of repos to nearest whole number. Sell repo units "as is" unless small repairs will result in obvious increase in sales proceeds. Current monthly proceeds are around \$500.
 - b. Proceeds of sale of units in inventory as of date of filing. Blended amount of sales at wholesale, retail and scrap. Sell inventory units "as is". Assume that the units will be sold during June and July. Current monthly proceeds are around \$500.
 - c. Proceeds of insurance relating to leases where the car has been in an accident and is written off by the insurer. Average monthly insurance recoveries as per last few months activity is \$4,000.
 - d. Receipts from Newstart Acceptance Inc. (NAI) portfolio. NAI's portfolio consists of defaulted leases transferred to NAI by Newstart Financial Inc. as well as 2 small portfolios purchased by NAI. Mostly, the cash is received because a lessor under a defaulted lease improves his/her financial condition and wants to repair their credit rating.
- 4 The Cash Flow Statement ignores proceeds collected from early buy outs of leases. From time to time, a customer will prepay the remainder of his/her lease and take ownership of the vehicle. The lease agreement permits a buy out at the principal balance then owing under the lease. Any buy out will result in the principal balance of the lease being available for distribution to creditors earlier than anticipated.
- 5 Costs to fulfill obligations under Customer Warranty Program and VIP Program. The average historical warranty cost per car over the 12 month warranty period is \$140. Warranty is limited to includes the average \$400 cost/car to effect a repossession (based on historical contractor work) plus cost of maintaining tow truck used for repossession.
- 6 Monthly HST remittance. Assume pay HST in last week of the month based on net amount owing from immediately preceding month.
- 7 Headcount required to run off portfolio. Consists of GM, 2 Collectors and Bookkeeper. See 'Headcount' worksheet for breakdown.
- 8 Premises cost includes rent and utilities. Newstart cut its space in half starting May 1, 2016.
- 9 Monthly software license and maintenance expense for lease administration system plus IT support.
- 10 Monthly cost of all insurance coverages required by Newstart, based on current coverages and charges.
- 11 Office and other expenses are comprised of:
 - a. Office expenses for supplies and sundry requirements
 - b. Bank charges for processing pre-authorized debits and costs of dishonoured payments. Historical avg monthly cost per contract is \$4.69.
 - c. Licensing charges on transfer of leased vehicles
- 12 Professional Fees of Proposal Trustee and Legal Counsels in support of the Proposal.

TAB 3

Court File No. 31-2117956

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)	TUESDAY, THE 30 th DAY OF
)	
JUSTICE)	AUGUST, 2016

IN THE MATTER OF THE PROPOSAL OF
NEWSTART FINANCIAL INC.
OF THE CITY OF PICKERING, IN THE PROVINCE OF ONTARIO

ORDER

THIS MOTION, made by Newstart Financial Inc. (“**NFI**”) and Newstart Acceptance Inc. (“**NAI**”) (NFI and NAI shall collectively be referred to as “**Newstart**”), pursuant to the *Bankruptcy and Insolvency Act*, R.S.C 1985, c B-3, as amended (the “**BIA**”) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of David Baker sworn August 23, 2016 and the Exhibits thereto (the “**Baker Affidavit**”), the Third Report of Dodick Landau Inc., (the “**Proposal Trustee**”) dated August 23, 2016 (the “**Third Report**”) and on hearing submissions of counsel for Newstart, the Proposal Trustee, no one appearing for any of the other parties on the Service List, although duly served,

Service:

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

Extension of Time:

2. **THIS COURT ORDERS** that the time for filing of the Proposal, and the stay of proceedings herein, are extended in accordance with Section 50.4(9) of the BIA, to and including October 14, 2016.

General:

3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Debtor, the Proposal Trustee 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 Debtor and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Debtor and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

4. **THIS COURT ORDERS** that each of Newstart and the Proposal Trustee be at liberty and is 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 Proposal Trustee 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.

5. **THIS COURT ORDERS** that any interested party (including Newstart and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

IN THE MATTER OF THE PROPOSAL OF
NEWSTART FINANCIAL INC.
OF THE CITY OF PICKERING, IN THE PROVINCE OF ONTARIO

Court File No. 31-2117956

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at

TORONTO

MOTION RECORD
(returnable Tuesday August 30, 2016)

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Newstart Acceptance Inc.