

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

Peer Street, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10815 (LSS)

(Jointly Administered)

**DECLARATION OF MICHAEL ROBINSON IN SUPPORT OF
MOTION OF DEBTORS FOR ENTRY OF ORDER (A) APPROVING
THE SALE OF THE DEBTORS' CUSTOMER LIST FREE AND CLEAR OF
LIENS, CLAIMS, AND ENCUMBRANCES, WITH SUCH INTERESTS,
TO ATTACH TO THE PROCEEDS, AND (B) GRANTING RELATED RELIEF**

I, Michael Robinson, declare as follows:

1. I am a Senior Director at Province, LLC ("**Province**"), and am duly authorized to execute this declaration (this "Declaration") on behalf of Province and the above-captioned debtors and debtors in possession (the "**Debtors**"). I am familiar with the matters set forth herein and, if called as a witness, I could and would testify thereto. I am authorized to submit this Declaration on behalf of the Debtors.

2. I make this declaration in support of the *Motion of Debtors for Entry of Order (A) Approving the Sale of the Debtors' Customer List Free and Clear of Liens, Claims, and Encumbrances, with Such Encumbrances to Attach to the Proceeds, and (B) Granting Related Relief* (the "**Private Sale Motion**")² filed contemporaneously herewith.

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Peer Street, Inc. (8584); PS Funding, Inc. (3268); PeerStreet Licensing, Inc. (9435); Peer Street Opportunity Fund GP, LLC (8491); Peer Street Funding LLC (9485); PSF REO LLC (1013); PS Options LLC (8584); PS Warehouse, LLC (5663); PS Warehouse II, LLC (9252); Peer Street Opportunity Investors II, LP (1586); PS Portfolio-ST1, LLC (1868); PSF Ohio, LLC (9485); PSF TX 1, LLC (9485); PSF TX 2, LLC (2415); PSF TX 4 LLC (9485). The Debtors' service address is c/o Province, LLC 2360 Corporate Circle, Suite 340, Henderson, NV 89074, Attn: David Dunn, Chief Restructuring Officer.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Private Sale Motion.

3. Except as otherwise indicated, I base all facts set forth in this Declaration on my personal knowledge, my review of business records, or my opinion based on my experience, knowledge, and information concerning the Debtors' operational and financial condition.

Province's Qualifications and the Alternative Sale Process

4. Province has extensive experience representing debtors, official creditors' committees, creditors, trustees, and others in a wide variety of bankruptcy cases, including, as (i) financial advisor to the debtors in 4E Brands, Basic Energy Services, Cherry Man Industries, Cinemex Holdings USA, Codiak BioSciences, Coin Cloud, Frontsight Management, Penthouse Global Media, Superior Linen, True Religion Apparel, Vesta Holdings, and Woodbridge Group of Companies; (ii) financial advisor to the official committees of unsecured creditors in the bankruptcy cases of A.B.C. Carpet, Alex and Ani, Armstrong Flooring, Aruze Gaming, Ascena Group, Avadim Health, BL Restaurants Holding, Carbonlite Holdings, Cherry Man Industries, Cyprus Mines, David's Bridal, DCL Holdings (USA), Destination Maternity, Eastern Outfitters, EHT US1 (Eagle Hospitality), Endo International, Francesca's Holding Corporation, HONX, Insys Therapeutics, Independent Pet Partners, Invacare, J Crew, Lucky's Market, L'Occitane, Mallinckrodt, Mountain Express Oil Company, Nielsen & Bainbridge (NBD Home), Neopharma, One Web, Papyrus, Path Medical, Pier 1, PBS Brand Co. (Punch Bowl), Purdue Pharma, Reverse Mortgage, Revlon, SiO2 Medical Products, Stimwave Technologies, TECT Aerospace Group, True Religion Apparel, Tuesday Morning, Virgin Orbit and White Stallion Energy matters; and (iii) the trustee in Aegean Marine Petroleum, Advance Watch, American Apparel, Borden Dairy, CS Mining, Cycle Force, DCL, EBH Topco, Eclipse Berry Farms, Energy & Exploration (ENXP), Fieldwood, Gump's, Invacare, La Paloma Generating Company, Limetree Bay Services, Mallinckrodt, Maxus Energy, Neogenix, PBS Brand Co. (Punch Bowl), Promise Healthcare

Group, RadioShack Corporation, RMIT (Reverse Mortgage), and Samson Resources, Stimwave Technologies, among others.

5. Since its engagement, and pursuant to the terms and conditions of an engagement letter between the Debtors and Province, dated as of April 20, 2023, Province provided David Dunn as the Debtors' Chief Restructuring Officer ("CRO"), and has provided financial advisory services to the Debtors, including assisting management in evaluating strategic alternatives and developing a long-range business plan, conducting extensive meetings and negotiations with the various parties in interest, marketing certain of the Debtors' assets in connection with potential transactions, assisting the Debtors in evaluating indications of interest and proposals regarding a potential transaction, facilitating extensive diligence for various parties in interest, assisting in developing a communications plan, and assisting in preparing for the filing of the Debtors' Chapter 11 Cases.

6. As a result of the prepetition and postpetition work performed on behalf of the Debtors, Province has acquired significant knowledge of the Debtors and their businesses and is intimately familiar with the Debtors' financial affairs, debt structure, operations, and related matters. In providing such services to the Debtors, Province and the CRO have worked closely with the Debtors' senior management and their other advisors and has familiarity with the other major stakeholders involved in these Chapter 11 Cases.

7. On June 27, 2023, the Debtors filed the Debtors' Motion for Entry of (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of all or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances, (II) Approving Certain Bid Procedures and the Form and Manner of Notice Thereof, and (III) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the

Debtors' Assets Free and Clear of all Encumbrances, and (III) Granting Related Relief (the “**Bidding Procedures Motion**”), pursuant to which the Debtors sought approval of certain procedures to govern the sale of all or substantially all of the Debtors’ mortgage loan assets, including related participations, post-foreclosure real estate owned property, and the servicing rights related thereto. However, since filing the Bidding Procedures Motion, the Debtors have pivoted away from the proposed Sale and engaged in negotiations with the Committee, Magnetar Financial LLC (certain of the Debtors’ secured lenders) (“**Magnetar**”), and other key constituents to establish an alternative course for these chapter 11 cases.

8. Parallel with the process described in the Bidding Procedures Motion, on July 21, 2023, the Debtors launched an alternative sale process (the “**Alternative Sale Process**”) to explore, among other things, selling the Debtors’ customer list (the “**Customer List**”). The Alternative Sale Process spanned approximately three-and-a-half months, during which time the CRO and additional personnel from Province, with the assistance of the Debtors’ other professionals, contacted seventy-eight (78) parties who signed non-disclosure agreements, responded to more than 400 unique diligence requests, held more than fifty (50) educational calls, conducted eight (8) technology deep dive sessions, and arranged one (1) data match exercise with a third party.

9. The Debtors received fifteen (15) non-binding indications of interest and eleven (11) final bids in connection with the Alternative Sale Process. The Asset Purchase Agreements between the Debtors and the respective Buyers reflect the five (5) bids that were selected as the winning bids for the Customer List, one of which also includes a license of the Debtors’ intellectual property related to the Platform Technology. Each Asset Purchase Agreement effectuates a transaction pursuant to which Debtor Peer Street, Inc. (“**PSI**”) sells the

respective Buyer the Customer List on a non-exclusive basis and, in one instance, conveys a non-exclusive license of the Platform Technology.

The Customer List Sales are Appropriate and in the Best Interests of the Debtors

10. I believe that the private sales described in the Asset Purchase Agreements, on the terms and conditions thereof, are appropriate and in the best interests of the Debtors, their estates, and their creditors.

11. Province and the Debtors have structured the transactions set forth in the Asset Purchase Agreements on a non-exclusive basis to generate as much interest for the Customer List as possible. To that end, Province assisted the Debtors in running a thorough and expansive marketing process that canvassed potential financial and strategic purchasers for the Debtors' assets, including the Customer List. This effort commenced in July 2023 and has spanned for approximately four months during these Chapter 11 Cases. The transactions with the Purchasers were intensively negotiated in good faith and at arm's length, and I do not believe a sufficient likelihood exists that a public auction process will attract other bids or higher and better offers for the Customer List on an exclusive basis. Indeed, I believe that the consideration set forth in the Asset Purchase Agreements represent significant value for the Customer List under the circumstances. Importantly, the Customer List and, where applicable, any associated licensed intellectual property, are being conveyed on a non-exclusive basis such that the Debtors may, subject to the terms of the Asset Purchase Agreements, continue to use, market, and sell the Customer List and related intellectual property.

12. Accordingly, given the extensive marketing process for the Customer List and other efforts to date, and to avoid the risks and unnecessary expenses of a longer, public auction process—that in my opinion is not likely to generate a higher or otherwise better offer for

the Customer List and would otherwise jeopardize the non-exclusive transactions that the Debtors have struck with the Purchasers—I believe the private sale process is appropriate under the circumstances.

13. Further, as already mentioned, the Asset Purchase Agreements resulted from arm's length, good faith negotiations and, in my opinion, the consideration from the private sales constitutes reasonably equivalent value. The terms and conditions set forth in the Asset Purchase Agreements are fair and reasonable under the circumstances and were not entered into with the intent to, nor for the purpose of, nor do they have the effect of, hindering, delaying, or defrauding the Debtors or their creditors—quite the opposite. None of the parties are entering into the Asset Purchase Agreements for any fraudulent or bad faith purpose. Finally, the Asset Purchase Agreements reflect customary, reasonable market terms.

14. Notably, the Magnetar and the advisors to the Committee, have reviewed the Private Sale Motion and the Asset Purchase Agreements and generally support the relief sought therein. Indeed, the Debtors immediately engaged with the Committee's advisors once they were selected to provide transparency around the proposed sales, the proposed buyers, and the terms of the subject transactions to ensure that the Committee could take an informed position with respect to the proposals now before the Court.

15. Given that consummation of the sales is critical to the Debtors' efforts to maximize value for their estates and stakeholders and is an exercise of sound business judgment, and based on all the foregoing, I submit that cause exists to approve the Private Sale Motion.

I certify under penalty of perjury that, based upon my knowledge, information, and belief, as set forth in this Declaration, the foregoing is true and correct.

Dated: November 21, 2023

/s/ Michael Robinson

Michael Robinson

Senior Director