

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE REGIONAL)
SENIOR JUSTICE MORAWETZ) MONDAY, THE 29TH
DAY OF SEPTEMBER, 2014

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 THE
CASH STORE FINANCIAL SERVICES INC., THE CASH STORE INC., TCS CASH STORE
INC., INSTALOANS INC., 7252331 CANADA INC., 5515433 MANITOBA INC., 1693926
ALBERTA LTD. DOING BUSINESS AS "THE TITLE STORE"

APPLICANTS



ORDER
(Second Further Amended DIP Facility and Stay Extension)

THIS MOTION, made by the Applicants, pursuant to the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of William E. Aziz sworn September 25, 2014 and the Exhibits thereto (the "Seventh Aziz Affidavit") and the Tenth Report of FTI Consulting Canada Inc. in its capacity as Monitor (the "Monitor"), and on being advised that the secured creditors who are likely to be affected by the charges described herein were given notice, and on hearing the submissions of counsel for the Chief Restructuring Officer, the DIP Lenders (as defined in the Amended and Restated Term Sheet (as defined below)), the Monitor, the Ad Hoc Committee and such other counsel present, no other person appearing although duly served as appears from the affidavit of service of Patrick Riesterer (sworn September 25, 2014),

SERVICE

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.

DEFINITIONS

2. THIS COURT ORDERS that all capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Amended and Restated Initial Order dated April 15, 2014 (the “Amended and Restated Initial Order”), as amended, or the Order of this Court dated May 17, 2014 (the “May 17 Order”), or the Order of this Court dated August 7, 2014 (the “August 7 Order”).

EXTENDING STAY

3. THIS COURT ORDERS that the Stay Period provided in the Amended and Restated Initial Order be and is hereby extended until and including November 28, 2014, or such later date as this Court may order.

DIP FINANCING

4. THIS COURT ORDERS that the Applicants are hereby authorized and empowered to enter into, and directed to execute and deliver, the Amending and Waiver Agreement to Amended and Restated Debtor-in-Possession Term Sheet substantially in the form attached as Exhibit “A” to the Seventh Aziz Affidavit (the “Second DIP Amendment”), which amends the Amended and Restated Term Sheet, as amended.

5. THIS COURT ORDERS that the Second DIP Amendment be and is hereby approved.

6. THIS COURT ORDERS that from and after the date of this Order, all references in the Amended and Restated Initial Order to the “Term Sheet” shall refer to the Amended and Restated Term Sheet, as amended by the DIP Amendment (as defined in the August 7 Order) and the Second DIP Amendment, and the terms “DIP Facility”, “DIP Lenders”, “Agent” and “DIP Obligations” shall refer to such terms as defined in or relating to the Amended and Restated Term Sheet, as amended by the DIP Amendment and the Second DIP Amendment.

7. THIS COURT ORDERS that the Applicants are authorized and empowered to borrow under the DIP Facility provided for under, and subject to the terms of, the Amended and Restated Term Sheet, as amended by the DIP Amendment and the Second DIP Amendment, and that the DIP Obligations thereunder and under the Definitive Documents, shall continue to have the benefit and the priority of the DIP Priority Charge (as such term is defined in the Amended and Restated Initial Order).

8. THIS COURT ORDERS that the DIP Lenders shall be entitled to rely on this Order, the August 7 Order, the May 17 Order and the Amended and Restated Initial Order, each as issued, and the DIP Priority Charge for all advances made under the Term Sheet, the Amended and Restated Term Sheet (as amended by the DIP Amendment and the Second DIP Amendment) and the Definitive Documents.

GENERAL

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


10. THIS COURT ORDERS that each of the Applicants and the Monitor 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 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.

11. THIS COURT ORDERS that the Ninth Report of the Monitor dated August 6, 2014, and the Monitor's activities described therein are hereby approved.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:



SEP 29 2014

 RST.

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 The Cash Store Financial Services
Inc., The Cash Store Inc., TCS Cash Store Inc., Instaloans Inc., 7252331 Canada Inc., 5515433
Manitoba Inc., 1693926 Alberta Ltd. doing business as "The Title Store"

Court File No: CV-14-10518-00CL

Ontario
SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

ORDER

OSLER, HOSKIN & HARCOURT LLP
1 First Canadian Place
P.O. Box 50
Toronto, ON M5X 1B8

Marc Wasserman LSUC#44066M
Tel: (416) 862-4908

Jeremy Dacks LSUC# 41851R
Tel: (416) 862-4923
Fax: (416) 862-6666

Counsel for the Chief Restructuring Officer of the
Applicants