

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., Instalcons Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd Doing Business as "The Title Store"

Oct 15/14

J. Dacks and M. Wasserman for CRO  
A. Messing for DIP Lender  
M. Lerner for G. Rejzkel  
J. Conlat for 42487 Affs.  
A. Scottone and J. Warren - Apt to Rep Counsel to Class  
Markus = Yeoman + Cash Store  
I. Ishai for McCann  
A. Meredith for Trustee  
E. Greenstone + P. Schmitt for Purchaser.  
B. Phne.  
B. O'Neill for Ad Hoc Committee  
L. Berner for Ad C.

October 23, 2014

Ontario  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

Proceeding commenced at Toronto

MOTION RECORD OF THE APPLICANTS  
(Sale Approval Motion Returnable October 15, 2014)

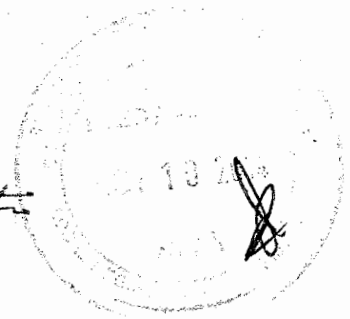
OSLER, HOSKIN & HARCOURT LLP  
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Toronto, ON M5X 1B8

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Counsel for the Chief Restructuring Officer

The Applicants seek a order (the "Approved and Vesting Order") approving a Transaction by means of an Asset Purchase Agreement between Cash Store as vendor and National Money Mart Company as Purchaser.  
No party is opposed to the Transaction.



The Tender is supported by the Minister,  
the Ad Hoc Committee and the D.P. Panel.  
424187 Mr. Irvine and Mr. Carr  
indicated no points.

The record establishes that <sup>the market for</sup> Cash Stocks  
business was thoroughly canvassed both  
before and after the granting of the  
Sale Process Order, under supervision  
of the CRO and after extensive  
consultation with Roschold and Houlahan  
Lodge.

The Sale Process was followed and the  
Pudose's Bid was selected as the  
successful Bid based on the judgment  
of the CRO in terms of purchase  
price and the preservation of a  
going concern business and the  
protection of jobs.

Having reviewed the Record  
I am satisfied that the

Sorden principles have been recognized  
and applied and that the sale process  
was fair and reasonable and that  
the Inventory represents the best  
available outcome for the  
Applicant's estate.

In making the determinations I have  
taken into account the statutory  
test as set out in s 36 of the Act.  
Including the factors set out in s 36(3).  
In my view the sale process was  
reasonably reasonable, the Trustee  
approved the process, the Trustee  
filed a Report and supports the  
Inventory, the affected creditors  
were consulted and the conduct  
was fair and reasonable  
in the circumstances.

It has also been established that Cash  
Store and the Purchases are not  
related.

The Applicants have also requested  
that the Confidential Reports to  
the 11<sup>th</sup> Report be sealed.

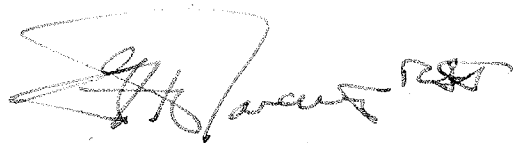
I am satisfied, having considered  
the Service Clubs <sup>principles</sup> that the  
document contains sensitive commercial  
information. The disclosure of which  
could be harmful to ~~the~~ <sup>the</sup> Order  
in my view a Sealing Order is  
appropriate and is granted pending further  
~~the~~ <sup>an</sup> order. In addition,  
~~the~~ <sup>the</sup> ~~order~~ <sup>order</sup> for greater certainty,  
nothing in this ~~Order~~ Order

affects any restriction imposed by  
applicable law on the collection of  
any amounts receivable that are  
Purchased Assets.

Finally, the 10<sup>th</sup> Part of the  
Master is approved together  
with the activities described  
therein.

Motion granted and order signed.

[subject to  
edit if typed]

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