



## **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.

## **STAY EXTENSION**

2. **THIS COURT ORDERS** that the Stay Period provided in the Amended and Restated Initial Order dated April 15, 2014 (the “**Initial Order**”) in these proceedings, as amended, be and is hereby extended until and including February 27, 2015, or such later date as this Court may order.

## **DEFINITIONS**

3. **THIS COURT ORDERS** that all capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the 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**”), or the Order of this Court dated September 29, 2014 (the “**September 29 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 third Amending Agreement to Amended and Restated Debtor-in-Possession Term Sheet substantially in the form attached as Exhibit “A” to the Tenth Aziz Affidavit (the “**Third DIP Amendment**”), which amends the Amended and Restated Term Sheet, as amended.

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

6. **THIS COURT ORDERS** that from and after the date of this Order, all references in the 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), the Second DIP Amendment (as defined in the September 29 Order), and the Third DIP Amendment, and the terms “DIP Facility”, “DIP Lenders”, “Agent”, “DIP Obligations” and “Definitive Documents” shall refer to such terms as defined in or relating to the Amended and Restated Term Sheet, as amended by the DIP Amendment, the Second DIP Amendment and the Third 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, the Second DIP Amendment and the Third 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 Initial Order, as amended).

8. **THIS COURT ORDERS** that the DIP Lenders shall be entitled to rely on this Order, the September 29 Order, the August 7 Order, the May 17 Order and the 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, the Second DIP Amendment and the Third DIP Amendment) and the Definitive Documents.

**GENERAL PROVISIONS**

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 Eleventh Report of the Monitor dated October 10, 2014, and the Monitor's activities described therein are hereby approved.

ENTREÉ / LE / INDORE À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

NOV 24 2014  
NB

 A. J. Manning R.S.J.

**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., Instalans 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  
COMMERCIAL LIST**

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