

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE REGIONAL) TUESDAY, THE 5TH
)
SENIOR JUSTICE MORAWETZ) DAY OF AUGUST, 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

THESE MOTIONS, made by 0678786 B.C. Ltd. ("McCann"), Trimor Annuity Focus LP No. 5 ("Trimor") and the DIP Lenders (as defined in the Order dated May 17, 2014) were heard on June 11 and 16, 2014 at 330 University Avenue, Toronto, Ontario.

ON READING the Amended Notice of Motion of McCann dated May 15, 2014, the Amended Notice of Motion of Trimor dated May 14, 2014 (collectively the "TPL Motions"), the Notice of Cross-Motion of the DIP Lenders dated May 20, 2014 (the "Cross-Motion"), the affidavit of Steven Carlstrom sworn April 14, 2014, the affidavit of Erin Armstrong sworn April 13, 2014, the affidavit of Murray McCann sworn April 22, 2014, the affidavit of Sharon Fawcett sworn April 22, 2014, the affidavit of Erin Armstrong sworn May 8, 2014, the Second Affidavit of William E. Aziz sworn May 9, 2014 and the affidavit of Donald MacLean sworn May 15, 2014 (collectively, the "Affidavits"), the exhibits to the Affidavits, the transcript of the cross-examination of Steven Carlstrom on his affidavit sworn April 14, 2014 held April 22, 2014, the

transcript of the cross-examination of Sharon Fawcett on her affidavits sworn April 11 and April 22, 2014 held May 21, 2014, the transcript of the cross-examination of Erin Armstrong on her affidavits sworn April 13 and May 8, 2014 held May 21, 2014, the transcript from the Cross-Examination of Murray McCann on his affidavit sworn April 22, 2014 held May 21, 2014, the transcript of the cross-examination of Jennifer Pede on the affidavit of Don MacLean sworn May 15, 2014 held May 27, 2014 (collectively, the “Cross-Examinations”) and the exhibits to the Cross-Examinations and the productions made in connection therewith, and the Monitor’s Reports filed in these proceedings, and on hearing the submissions of counsel for the Chief Restructuring Officer of the Applicants, the DIP Lenders, the Monitor, the Ad Hoc Committee, McCann, Trimor and Tim Yeoman,

DISPOSITION OF TPL MOTIONS

1. THIS COURT ORDERS that the TPL Motions be and are hereby dismissed.
2. THIS COURT ORDERS that the Cross-Motion is hereby dismissed without prejudice to the DIP Lenders to renew their motion in accordance with the Endorsement in respect of the TPL Motions and the Cross-Motion dated August 5, 2014 (the “Endorsement”).
3. THIS COURT ORDERS that, subject to paragraph 6, the Applicants are the beneficial owners of the Disputed Post-Filing Receipts as defined in paragraph 11 of the Endorsement and neither Trimor nor McCann shall take any steps to collect any advances or loans made to the Applicants’ customers, irrespective of whether such loans or advances have been designated in the name of Trimor or McCann or otherwise assigned to Trimor or McCann by the Applicants, and any recoveries or collections on such advances or loans by Trimor and McCann shall be deemed to be held in trust for the Applicants.
4. THIS COURT ORDERS that, subject to paragraph 6, notwithstanding anything to the contrary in the Amended and Restated Initial Order dated April 15, 2014 (the “Initial Order”) and the Order (Additional TPL Protections) dated April 30, 2014 (the “TPL Protection Order”):

- (a) the Disputed Post-Filing Receipts, TPL Post-Filing Receipts (as defined in the Initial Order), the Post-Filing McCann Receipts, the Post-Filing Trimor Ontario Receipts and the Post-Filing Trimor Non-Ontario Receipts (as such terms are defined in the TPL Protection Order) shall form part of the Applicant's Property (as defined in the Initial Order) and shall be subject to the Charges;
 - (b) the Applicants shall no longer be required to hold any of the Disputed Post-Filing Receipts, TPL Post-Filing Receipts, the Post-Filing McCann Receipts, the Post-Filing Trimor Ontario Receipts or the Post-Filing Trimor Non-Ontario Receipts separate and apart from the Applicants' operating or other accounts in accordance with any provision of the Initial Order or the TPL Protection Order;
 - (c) the Applicants are hereby authorized to use the Disputed Post-Filing Receipts, TPL Post-Filing Receipts, the Post-Filing McCann Receipts, the Post-Filing Trimor Ontario Receipts and the Post-Filing Trimor Non-Ontario Receipts for general operating purposes and any other purpose whatsoever, subject to the terms of the Initial Order (as amended by this Order) and the terms and conditions of the DIP Facility and the Term Sheet (in each case as defined in the Order dated May 17, 2014);
 - (d) paragraph 35 of the Initial Order shall no longer be of any force and effect; and
 - (e) the Applicants shall no longer be directed pursuant to paragraph 10 of the Initial Order to make any retention payments to TPLs.
5. THIS COURT ORDERS that paragraph 42 of the Initial Order is hereby amended so that the final sentence of paragraph 42 shall read as follows: "The Applicants shall also be

IN THE MATTER OF the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended

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

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., 1693926 Alberta Ltd. doing business as "The Title Store"

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#444066M
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