

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST



THE HONOURABLE REGIONAL) WEDNESDAY, THE 30TH
)
SENIOR JUSTICE MORAWETZ) DAY OF APRIL, 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". (each one and all of the
above, collectively, the "**Applicants**")

ORDER (ADDITIONAL TPL PROTECTIONS)

ON READING the affidavit of William Aziz sworn April 28, 2014 and the Exhibits thereto, Affidavit of Murray McCann sworn April 22, 2014 and the Exhibits thereto, the Affidavit of Sharon Fawcett sworn April 22, 2014 and the Exhibits thereto, the second report of the Monitor and on hearing the submissions of counsel for the CRO, the DIP Lenders, the Ad Hoc Committee, the Monitor, Trimor Annuity Focus Limited Partnership #5 ("Trimor"), 0678786 B.C. Ltd. ("**McCann**"), such other counsel present, no other person appearing although duly served as appears from the affidavit of service of Karin Sachar sworn April 30, 2014,

DEFINED TERMS

1. THIS COURT ORDERS that all capitalized but undefined terms used in this Order shall have the meanings given in the amended and restated initial order of the Honourable Mr. Senior Regional Justice Morawetz in these proceedings dated April 15, 2014 (the “**Initial Order**”).

ADDITIONAL THIRD PARTY LENDER PROTECTIONS

2. THIS COURT ORDERS that where, from and after the date of the Initial Order, any of the Applicants receive any amounts in connection with the repayment of any TPL Brokered Loan (i) for which McCann is listed as the lender; (ii) which is attributable to McCann according to the Applicants' records; or (iii) which has been assigned to McCann (collectively, the “**McCann Loans**”),

- (a) the Applicants shall keep detailed records of all such amounts and identify them as receipts in respect of TPL Brokered Loans for the McCann Loans (the “**Post-Filing McCann Receipts**”);
- (b) pending segregation in accordance with paragraph (c) below, the Post-Filing McCann Receipts shall be included in, and treated in accordance with the provisions contained in the Initial Order governing the TPL Net Receipt Minimum Balance;
- (c) the Applicants shall, without delay, open a separate bank account, separate and apart from the Applicants' operating or other accounts, and, after the account is opened, shall deposit the Post-Filing McCann Receipts into such account from time to time as soon as possible after receipt thereof;
- (d) the Applicants shall not be entitled to use such Post-Filing McCann Receipts for the purpose of brokering new TPL Brokered Loans or for any other purpose without a further Order of the Court or the prior written consent of McCann; and
- (e) none of the charges created by the Initial Order, or otherwise in this CCAA Proceeding, shall apply to the Post-Filing McCann Receipts without a further Order of the Court.

3. THIS COURT ORDERS that where, from and after the date of the Initial Order, any of the Applicants receive any amounts in connection with the repayment of any TPL Brokered Loan connected to the Applicants' Ontario operations (i) for which Trimor is listed as the lender; (ii) which are attributable to Trimor according to the Applicants' records; or (iii) which has been assigned to Trimor (collectively, the "**Trimor Ontario Loans**"),

- (a) the Applicants shall keep detailed records of all such amounts and identify them as receipts in respect of TPL Brokered Loans for the Trimor Ontario Loans (the "**Post-Filing Trimor Ontario Receipts**");
- (b) pending segregation in accordance with paragraph (c) below, Post-Filing Trimor Receipts shall be included in, and treated in accordance with the provisions contained in the Initial Order governing the TPL Net Receipt Minimum Balance;
- (c) the Applicants shall, without delay, open a separate bank account, separate and apart from the Applicants' operating or other accounts, and, after the account is opened, shall deposit the Post-Filing Trimor Ontario Receipts into such account from time to time as soon as possible after receipt thereof;
- (d) the Applicants shall not be entitled to use such Post-Filing Trimor Ontario Receipts for the purpose of brokering new TPL Brokered Loans or for any other purpose without a further Order of the Court or the prior written consent of Trimor; and
- (e) none of the charges created by the Initial Order, or otherwise in this CCAA Proceeding, shall apply to the Post-Filing Trimor Receipts without a further Order of the Court.

4. THIS COURT ORDERS from the date of this Order, to the extent any of the Applicants receive any amounts in connection with the repayment of any TPL Brokered Loan connected to the Applicants' operations outside Ontario (i) for which Trimor is listed as the lender; (ii) which are attributable to Trimor according to the Applicants' records; or (iii) which has been assigned to Trimor (collectively, the "**Trimor Non-Ontario Loans**"),

- (a) the Applicants shall keep detailed records of all such amounts and identify them as receipts in respect of TPL Brokered Loans for the Trimor Non-Ontario Loans (the **“Post-Filing Trimor Non-Ontario Receipts”**);
- (b) such Post-Filing Trimor Non-Ontario Receipts shall be included in and treated in accordance with the provisions contained in the Initial Order governing the TPL Net Receipt Minimum Balance;
- (c) the Applicants shall only be entitled to use such Post-Filing Trimor Non-Ontario Receipts:
 - (i) for the purpose of brokering new TPL Brokered Loans in the name of Trimor provided that, with effect upon any such new TPL Brokered Loan being made, it is hereby declared that Trimor shall be the owner of such new TPL Brokered Loan and all proceeds therefrom and such TPL Brokered Loan and all proceeds therefrom shall not form part of the Property and shall not be subject to the Charges; or
 - (ii) on any other basis as may be agreed in writing between Trimor, the DIP Lender, the Applicants and the Monitor.

5. THIS COURT ORDERS that the Applicants shall maintain a minimum cash balance in an amount equal to \$3,300,000 (in addition to the Post-Filing McCann Receipts) subject to further Order of the Court or the consent of the Monitor.

MR/O
and the Post-Filing Trimor Ontario Receipts

6. THIS COURT ORDERS that , with the exception of the declaration in paragraph 4(c)(i), nothing in this Order shall prejudice the rights of any of the parties to assert any arguments in this proceeding in relation to the matters contemplated hereby, provided however that any such arguments shall be dealt with on a reasonable timeline to be agreed to by the Monitor or further ordered by this Court.

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

MAY 01 2014

MB

[Signature]

RSJ.

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

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER (ADDITIONAL TPL PROTECTIONS)

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