



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

THE HONOURABLE REGIONAL)
)
 SENIOR JUSTICE MORAWETZ) TUESDAY, THE 13TH
) DAY OF MAY, 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

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 May 9, 2014 and the Exhibits thereto (the "**Second Aziz Affidavit**"), and on hearing the submissions of counsel for the Chief Restructuring Officer ("**CRO**"), the DIP Lenders, the Monitor, the Ad Hoc Committee, Trimor Annuity Focus LP #5, McCann Family Holding Corporation, and such other counsel present, no other person appearing although duly served as appears from the affidavit of service of Karin Sachar sworn May 9, 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.

EXTENDING STAY

2. THIS COURT ORDERS that the Stay Period provided in the Amended and Restated Initial Order dated April 15, 2014 be extended until and including May 16, 2014, or such later date as this Court may order.

KEY EMPLOYEE RETENTION PLAN

3. THIS COURT ORDERS that the Maximum Amount (as defined below) in respect of the Key Employee Retention Plan (the “**KERP**”) described in the Second Aziz Affidavit is hereby approved and the CRO, in consultation with the Monitor, is hereby authorized to implement and finalize the terms of the KERP.

4. THIS COURT ORDERS that the KERP Participants (as defined in the Second Aziz Affidavit) shall be entitled to the benefit of and are hereby granted a charge (the “**KERP Charge**”) on the Property (as defined in the Amended and Restated Initial Order and as amended by the Order granting Additional TPL Protections dated April 30, 2014), which charge shall not exceed \$400,000, to secure amounts owing to the KERP Participants under the KERP.

AMENDMENTS TO AMENDED AND RESTATED INITIAL ORDER

5. THIS COURT ORDERS that (a) the KERP Charge shall be included in the definition of “Charges” set out in paragraph 54 of the Amended and Restated Initial Order; (b) the KERP Charge shall be included in the list of Charges contained in paragraphs 56 and 57 of the Amended and Restated Initial Order; and (c) the KERP Participants shall be included in the definition of “Chargees” set out in paragraph 57 of the Amended and Restated Initial Order and shall be entitled to all of the protection and benefits contained in the Amended and Restated Initial Order for “Charges” and “Chargees”.

6. THIS COURT ORDERS that paragraph 53 of the Amended and Restated Initial Order shall be deleted in its entirety and replaced by the following:

THIS COURT ORDERS that the priorities of the Directors' Charge, the Administration Charge, the DIP Priority Charge, the KERP Charge, and the TPL Charge as among them, shall be as follows:

First – Administration Charge;

Second – Directors' Charge (up to a maximum of \$1,250,000);

Third – DIP Priority Charge and the TPL Charge on a *pari passu* basis;

Fourth – KERP Charge;

Fifth – the liens securing obligations under the Credit Agreement;

Sixth – Directors' Charge (for the remaining amount of \$1,250,000) (the "Directors' Subordinated Charge").

CESSATION OF BROKERED LOAN BUSINESS

7. THIS COURT ORDERS that, notwithstanding any provision contained in the Amended and Restated Initial Order, the cessation of the Applicants' brokered loan business in all jurisdictions in which it is currently carried out is hereby approved and the CRO, in consultation with the Monitor, is hereby authorized to take all steps to conduct an orderly cessation of such business.

GENERAL

8. 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.

9. 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.

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

MAY 13 2014

MB

A handwritten signature in black ink, appearing to read "Natasha Brown", written over a horizontal line.

Natasha Brown
Registrar

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., Installoys 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

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