

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE

)

THURSDAY THE 28<sup>TH</sup>

CHIEF JUSTICE MORAWETZ

)

DAY OF OCTOBER, 2021

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**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 1511419 ONTARIO INC., FORMERLY  
KNOWN AS THE CASH STORE FINANCIAL SERVICES INC.,  
1545688 ALBERTA INC., FORMERLY KNOWN AS THE CASH  
STORE INC., 986301 ALBERTA INC., FORMERLY KNOWN  
AS TCS CASH STORE INC., 1152919 ALBERTA INC.,  
FORMERLY KNOWN AS INSTALOANS INC., 7252331  
CANADA INC., 5515433 MANITOBA INC., AND 1693926  
ALBERTA LTD DOING BUSINESS AS "THE TITLE STORE"**

APPLICANTS

**ORDER**

**THIS MOTION**, made on notice by the Applicant, 1511419 Ontario Inc., formerly known as The Cash Store Financial Services Inc., ("**Cash Store**"), for an Order approving the terms of the Litigation Funding Agreement between Cash Store and Augusta Pool 4 Canada Limited, was heard this day via Zoom videoconference.

**ON READING** the Motion Record of Cash Store, the Supplementary Motion Record of Cash Store, and the Twenty-Eighth Report of the FTI Consulting Inc. in its capacity as Monitor (the "**Monitor**"), and on hearing the submissions of counsel for Cash Store, the Monitor, the

**Defendants** (as defined in the Notice of Motion) in the three ongoing professional negligence actions by Cash Store and for the Augusta Funder.

**AND ON BEING ADVISED** that counsel to Cash Store and the Defendants have agreed this Order does not affect Cash Store's obligations under the Initial Security for Costs Orders of Justice Myers dated June 5, 2017 and is without prejudice to Cash Store's or the Defendant's rights on any motion to vary or amend those Orders.

1. **THIS COURT ORDERS** that the terms of the Litigation Funding Agreement ("**LFA**") between Cash Store and Augusta Pool 4 Canada Limited, dated September 8, 2021 attached as **Exhibit "E"** to the affidavit of William Aziz sworn October 8, 2021, are approved.

2. **THIS COURT ORDERS** that the Augusta Funder will be granted a first ranking charge and security interest in accordance with the "**Security Agreement**" defined in Part 1 of **Exhibit "A"** to the LFA.

3. **THIS COURT ORDERS** that the amendments to the Contingency Fee Retainer Agreement, the Litigation Trustee Retainer Agreement and the Litigation Funding and Indemnity Reserve Agreement set out in **Exhibit "B"** of the Litigation Funding Agreement are approved.

4. **THIS COURT ORDERS** that the Monitor is authorized and directed to distribute the funds currently held in Cash Store's restricted bank account (in the amount of \$3,787,653.49) in accordance with the terms and conditions of the Plan of Compromise or Arrangement concerning, affecting and involving the Applicants (the "**Plan**"), and the Sanction Order of the Court dated November 16, 2015 sanctioning the Plan and authorizing the Applicants and the Monitor to implement the Plan as follows:

- (a) The sum of \$250,000.00 shall be paid to Goodmans LLP, counsel for the Ad Hoc Committee of Noteholders, to pay outstanding invoices for services rendered in connection with litigation trust matters and to fund a go-forward retainer.
- (b) The sum of \$56,006.12 shall be paid to the Monitor, to pay outstanding invoices for services rendered.
- (c) The sum of \$9,660.37 shall be paid to McCarthy Tétrault LLP, counsel to the Monitor, to pay outstanding invoices for services rendered.
- (d) The sum of \$3,471,987.00, being the balance of the funds in Cash Store's restricted bank account, shall be paid, to the estate's creditors.

5. **THIS COURT ORDERS** that the unredacted copy of the Litigation Funding Agreement filed with the Court will be sealed.



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Chief Justice G.B. Morawetz

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 1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH STORE FINANCIAL SERVICES INC., 1545688 ALBERTA INC., FORMERLY KNOWN AS THE CASH STORE INC., 986301 ALBERTA INC., FORMERLY KNOWN AS TCS CASH STORE INC., 1152919 ALBERTA INC., FORMERLY KNOWN AS INSTALOANS INC., 7252331 CANADA INC., 5515433 MANITOBA INC., AND 1693926 ALBERTA LTD DOING BUSINESS AS "THE TITLE STORE"

Applicants

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

***ONTARIO***

SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

**Proceedings commenced at Toronto, Ontario**

**ORDER**

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