

CITATION: The Cash Store Financial Services Inc. (Re), 2015 ONSC 6087
COURT FILE NO.: CV-14-10518-00CL
DATE: 2015-10-01

SUPERIOR COURT OF JUSTICE - ONTARIO

RE: 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, 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., 1693926 ALBERTA LTD. doing business as
"THE TITLE STORE"

Court File No. CV-13-481943-00CP

RE: DAVID FORTIER

v.

THE CASH STORE FINANCIAL SERVICES INC., NANCY BLAND,
GORDON J. REYKDAL, CRAIG WARNOCK, J. ALBERT MONDOR, RON
CHICOYNE and MICHAEL M. SHAW

Court File No. 7908/12 CP

RE: TIMOTHY YEOMAN

v.

THE CASH STORE FINANCIAL SERVICES INC., THE CASH STORE INC.,
INSTALOANS INC., DIRECTCASH BANK, DIRECTCASH ATM
PROCESSING PARTNERSHIP, DIRECTCASH ATM MANAGEMENT
PARTNERSHIP, DIRECTCASH PAYMENTS INC., DIRECTCASH
MANAGEMENT INC., and DIRECTCASH CANADA LIMITED
PARTNERSHIP

Court File No. 4171/14

RE: TIMOTHY YEOMAN

v.

GORDON J. REYKDAL, MICHAEL J.L. THOMPSON, HALLDOR KRISTJANSSON, and EDWARD C. MCCLELLAND

Court File No. 4172/14

AND RE: RONALD PAYNE and TIMOTHY YEOMAN

v.

TRIMOR ANNUITY FOCUS LIMITED PARTNERSHIP, TRIMOR ANNUITY FOCUS LIMITED PARTNERSHIP #2, TRIMOR ANNUITY FOCUS LIMITED PARTNERSHIP #3, TRIMOR ANNUITY FOCUS LIMITED PARTNERSHIP #4, TRIMOR ANNUITY FOCUS LIMITED PARTNERSHIP #5, TRIMOR ANNUITY FOCUS LIMITED PARTNERSHIP #6, 1396309 ALBERTA LTD., 367463 ALBERA LTD., 0678786 B.C. LTD. (formerly c.o.b. as MCCANN FAMILY HOLDING CORPORATION), L-GEN MANAGEMENT INC., OMNI VENTURES LTD., BRIDGEVIEW FINANCIAL CORP., INTER-PRO PROPERTY CORPORATION (U.S.A.) and FSC ABEL FINANCIAL INC.

BEFORE: Regional Senior Justice G.B. Morawetz

COUNSEL: *Patrick Riesterer*, for the Chief Restructuring Officer of the Applicants

Geoff R. Hall and Stephen Fulton, for the Monitor (FTI Consulting Canada Inc.)

Megan Keenberg, Litigation Counsel to Cash Store

Daniel Murdoch, for Cassels Brock

Eric R. Hoaken, for Direct Cash in Class Action Proceedings

Robert Kennedy, for Direct Cash in CCAA Proceedings

Paul Bennett and Mark Hunter, for Western Canada Class Action Proceedings

Jonathan Foreman, Andrew Hatnay and Lindsay Merrifield (Ontario Consumers Class Action)

Aubrey Kauffman, for KPMG Inc.

David Chernos, for Canacord

Brendan O'Neill and Carolyn Descours, for the Ad Hoc Committee of Noteholders

Ilan Ishai, for the McCann Entities

Serge Khallughlian and Charles Wright, for the Ad Hoc Committee of Purchasers of Applicants' Securities, including the Plaintiff in the Ontario Securities Class Action ("Securities Plaintiffs")

Lisa Corne, for Computershare Canada as Indenture Trustee

Michael Byers, for Craig Warnock

Evan Cobb, for Coliseum and the DIP Lenders

Aira Laskin, for Albert Mondor, Michael Shaw, Ron Chicoyne, William Dunn and Robert Gibson

Matthew Lerner, for Gordon Reykdal

HEARD: September 30, 2015

ENDORSEMENT

[1] Prior to hearing submissions in respect of the five motions returnable today, I indicated to all counsel that in my capacity as Regional Senior Judge for the Toronto Region, I appointed myself to hear the motion to approve the Settlement and other ancillary matters related to the Settlement (presently scheduled for November 19, 2015), the motion to approve notice to those affected by the Settlement and for a representation order (scheduled for September 30, 2015), and any other motion required to implement the Settlement, under both the *Class Proceedings Act, 1992* and the *Companies' Creditors Arrangement Act*.

[2] This Endorsement covers five motions that were heard on September 30, 2015. All five motions were unopposed and orders were granted with reasons to follow.

1 – Meetings Order

[3] The Chief Restructuring Officer brought a motion for an order (the "Meetings Order"), which would authorize the applicants to call, hold and conduct meetings (the "Meetings") of creditors whose claims are to be affected by the Plan of Compromise and Arrangement (the "Plan") for the purpose of enabling such creditors to consider and vote on a resolution to approve the Plan. The proposed Meetings Order would also approve the Information Package (as defined in the Meetings Order), and approve the procedures to be followed with respect to the calling and conduct of the Meetings.

[4] Initially, the proposed Meetings Order also provided for the acceptance of the filing of the Plan. KPMG Inc. filed materials opposing this requested relief. The parties were in

agreement that the determination of this issue could be deferred and, accordingly, it will be addressed on Tuesday, October 6, 2015.

[5] The motion was granted and the order signed in the form attached at Tab 3 of the Motion Record, modified to take into account the agreement to defer the consideration of the issue relating to the acceptance of the filing of the Plan.

2 – Motion of the Securities Plaintiffs (Representation and Notice Approval)

[6] This motion was brought by the Ad Hoc Committee of Purchasers of the Applicants' Securities (including the Plaintiff in the Ontario Securities Class Action (the "Securities Plaintiffs")) for an order appointing the Securities Plaintiffs as representative of the Securities Class Action Class Members in the CCAA proceeding and the Ontario Securities Class Action, including for the purposes of the proposed Settlement Agreement between the Plaintiff and Defendants in the Ontario Securities Class Action, among others ("D&O/Insurer Global Settlement").

[7] The Securities Plaintiffs also sought the appointment of Siskinds LLP as representative counsel to the Securities Class Action Class Members and approval of the form and content of the Notices to the Securities Class Action Class Members and the Plan for Disseminating the Notices.

[8] The motion was granted and the order signed in the form presented, modified to take into account that the Short Form Notice is also to be published in the Edmonton Journal.

3 - Motion of Timothy Yeoman (Approval of Notices of Class Action Settlements)

[9] Timothy Yeoman, the Plaintiff in the Class Proceedings, court file numbers 7908/12CP, 4171/14CP, and 4172/14CP, brought a motion for an order approving the Short Form and Long Form Notices of Settlement Approval Hearing, and approving the Plan for distributing said Notices.

[10] The motion was granted and the order signed in the form presented.

4 – Motion of Timothy Yeoman (Representation Order re: Third Party Lender Class Action)

[11] Mr. Yeoman, Plaintiff in the Class Proceedings, court file number 4172/14CP (the "Third Party Lender Class Action") brought a motion for an order appointing himself as representative of the Class Members (the "Class Representative"), and for an order appointing Harrison Pensa LLP as representative counsel to the Class Members, and Koskie Minsky LLP as agent to Harrison Pensa LLP.

[12] The motion was granted and the order was signed in the form presented.

5 – Timothy Yeoman (Representation Order re: Directors and Officers Class Action)

[13] Timothy Yeoman, Plaintiff in the Class Proceedings, court file number 4171/14CP (the “Directors and Officers Class Action”) brought a motion for an order appointing himself as representative of the Class Members (the “Class Representative”), and for an order appointing Harrison Pensa LLP as the representative counsel to the Class Members, and Koskie Minsky LLP as agent to Harrison Pensa LLP.

[14] The motion was granted and the order was signed in the form presented.


Regional Senior Justice G.B. Morawetz

Date: October 1, 2015