



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

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

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THE HONOURABLE REGIONAL )  
)  
SENIOR JUSTICE MORAWETZ )

SATURDAY 17  
~~FRIDAY~~, THE 16<sup>TH</sup>

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 361 University Avenue, Toronto, Ontario.

ON READING the affidavit of William E. Aziz sworn May 15, 2014 and the Exhibits thereto (the "**Third Aziz Affidavit**") and the Fourth Report of FTI Consulting Canada Inc. in its capacity as Monitor (the "Monitor"), and on being advised that the secured creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for the Chief Restructuring Officer, the DIP Lenders (as defined in the Term Sheet (as defined below)), 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 15, 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.

## **DEFINITIONS**

2. THIS COURT ORDERS that all capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Amended and Restated Initial Order dated April 15, 2014 (the “**Amended and Restated Initial Order**”), as amended.

## **EXTENDING STAY**

3. THIS COURT ORDERS that the Stay Period provided in the Amended and Restated Initial Order be and is hereby extended until and including June 17, 2014, or such later date as this Court may order.

## **DIP FINANCING**

4. THIS COURT ORDERS that the Applicants are hereby authorized and empowered to enter into, and directed to execute and deliver, the amended and restated term sheet substantially in the form attached as Exhibit “C” to the Third Aziz Affidavit (the “**Amended and Restated Term Sheet**”), which amends, restates and replaces the Term Sheet (as such term is defined in the Amended and Restated Initial Order).


5. THIS COURT ORDERS that the Amended and Restated Term Sheet be and is hereby approved.

6. THIS COURT ORDERS that from and after the date of this Order, all references in the Amended and Restated Initial Order to the “Term Sheet” shall refer to the Amended and Restated Term Sheet, and the terms “DIP Facility”, “DIP Lenders”, “Agent” and “DIP Obligations” shall refer to such terms as defined in or relating to the Amended and Restated Term Sheet.

7. THIS COURT ORDERS that the Applicants are authorized and empowered to borrow under the DIP Facility provided for under, and subject to the terms of, the Amended and Restated Term Sheet, and that the DIP Obligations thereunder and under the Definitive Documents, shall continue to have the benefit and the priority of the DIP Priority Charge (as such term is defined in the Amended and Restated Initial Order).

8. THIS COURT ORDERS that the DIP Lenders shall be entitled to rely on this Order and the Amended and Restated Initial Order, each as issued, for all advances made under the Term Sheet and the Amended and Restated Term Sheet, the DIP Priority Charge and the Definitive Documents up to and including the date this Order and the Amended and Restated Initial Order (as amended hereby) may be varied or amended.

#### AMENDMENTS TO AMENDED AND RESTATED INITIAL ORDER

 9. ~~THIS COURT ORDERS that paragraph 53 of the Amended and Restated Initial Order, as amended by the Order dated May 13, 2014, shall be deleted in its entirety and replaced by the following:~~

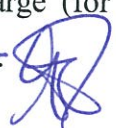
THIS COURT ORDERS that the priorities of the Directors' Charge, the Administration Charge, the DIP Priority Charge, the KERP Charge, and the TPL Charge as among them, shall be as follows:

First – Administration Charge;

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

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

Fourth – the liens securing obligations under the Credit Agreement;

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



10. THIS COURT ORDERS that paragraph 55 of the Amended and Restated Initial Order shall be deleted in its entirety and replaced by the following:


THIS COURT ORDERS that each of the Directors' Charge, the Administration Charge, the KERP Charge, the DIP Priority Charge, and the TPL Charge (all as constituted and defined herein) shall constitute a charge on the Property and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person, except for any valid purchase money security interest created prior to the date of the Amended and Restated Initial Order in favour of any Person that is a Secured Creditor (as defined in the CCAA) or in respect of any amounts that are subject to a super priority claim under the *Bankruptcy and Insolvency Act* (Canada) , and except that the Directors' Subordinated Charge shall rank behind the liens securing obligations under the Credit Agreement.

#### **GENERAL**

11. 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.

12. 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.

13. THIS COURT ORDERS that the Pre-Filing Report of the proposed Monitor dated April 14, 2014, the First Report of the Monitor dated April 15, 2014, the Second Report of the Monitor dated April 27, 2014, the Third Report of the Monitor dated May 9, 2014 and the Supplement to the Third Report of the Monitor dated May 13, 2014 and the Monitor's activities described in each such report are hereby approved.



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

MAY 21 2014



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., Instalans 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#44066M  
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