

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE REGIONAL) THURSDAY, THE 7TH
)
SENIOR JUSTICE MORAWETZ) DAY OF AUGUST, 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
(Further Amended DIP Facility and Stay Extension)

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 August 6, 2014 and the Exhibits thereto (the "**Sixth Aziz Affidavit**") and the Ninth 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 described herein were given notice, and on hearing the submissions of counsel for the Chief Restructuring Officer, the DIP Lenders (as defined in the Amended and Restated Term Sheet (as defined below)), the Monitor, the Ad Hoc Committee and such other counsel present, no other person appearing although duly served as appears from the affidavit of service of Karin Sachar sworn August 6, 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, or the Order of this Court dated May 17, 2014 (the "**May 17 Order**").

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 September 30, 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 amending agreement to the Amended and Restated Term Sheet substantially in the form attached as Exhibit "A" to the Sixth Aziz Affidavit (the "**DIP Amendment**"), which amends the Amended and Restated Term Sheet.

5. THIS COURT ORDERS that the DIP Amendment 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, as amended by the DIP Amendment, 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, as amended by the DIP Amendment.

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, as amended by the DIP Amendment, 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, the May 17 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 (as amended by the DIP Amendment), the DIP Priority Charge and the Definitive Documents up to and including the date this Order, the May 17 Order and the Amended and Restated Initial Order (as amended thereby) may be varied or amended.


9. THIS COURT ORDERS that the Trust Account (as defined in the DIP Amendment) shall be maintained by Norton Rose Fulbright Canada LLP and that the Trust Account shall hold the Second Extension Amount (as defined in the DIP Amendment) or any portions thereof that have not yet become the subject of a DIP Advance (as defined in the DIP Amendment) in accordance with the DIP Amendment. The funds in the Trust Account shall be held by Norton Rose Fulbright Canada LLP in trust for the DIP Lenders (as defined in the Amended and Restated Term Sheet) in accordance with the terms of an escrow agreement acceptable to the DIP Lenders and Norton Rose Fulbright Canada LLP and shall only be disbursed in accordance with the terms of such escrow agreement. For greater certainty, the funds in the Trust Account shall not be subject to the Charges.

GENERAL

10. 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.

11. 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.

12. THIS COURT ORDERS that the Sixth Report of the Monitor dated June 6, 2014, the , Seventh Report of the Monitor dated June 13, 2014, and the Eighth of the Monitor dated July 21, 2014 and the Monitor's activities described in each such report are hereby approved.



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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

AUG - 3 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., Instalcons 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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