

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., Instalans Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd Doing Business as "The Title Store"

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

Sep 29 / 14

- J. Dacks + J. Wasserman for CRO*
- B. O'Neill for Ad Hoc Committee + W. St. John*
- J. Carhart for 424187 ALI & LIT First*
8028702 Canada Inc. [LIT] Leaders
- A. Nevsky + V. Comstock for DIP Leaders*
- H. Meredith for the 1 Trust*
- A. S. Fidler Agent for Reg Council*
- Z. Ishaq for M'Com*

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceeding commenced at Toronto

MOTION RECORD OF THE APPLICANTS
(Motion Returnable September 29, 2014)



OSLER, HOSKIN & HARCOURT LLP
P.O. Box 50, 1 First Canadian Place
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

*The mtg was not attended, although
Mr. Carhart, in absence of 424187 ALI & LIT
and 8028702 Canada Inc. expressed
a degree of concern relating to the
changes that would impact his client
who appear apparently and in contrast to
the group of First Inc Leaders. However,
at his concern did not result in
his client expressing the necessary support*

by the Applicants.

I am satisfied having reviewed the record which includes the affidavit of The Applicants sworn September 25, 2014 and the 9th Report that the Applicants are working in good faith and due diligence and that the request to extend the Stay Period to November 22, 2014 is appropriate in the circumstances. The substantive issues are still developing and priority issues as between stakeholders remain to be determined.

The Cash Flow Statement in the 10th Report confirms that additional DIP financing is required. This is addressed through the Second DIP Amendment. The agreement with the DIP lenders provides financing by way of a waiver of a request to liquidate and an additional \$5 million borrowing.


~~The additional borrowing was not liquidated as the initial request was rejected.~~

The Second DIP Amendment is approved.

Counsel to the Trustee advised that no adverse comment was received to the 9th Report which is approved together with the 10th Report described

them.

Plate quoted and order signed.

 R.S.U.