

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"

June 16/14

June 16, 2014

- R. Staley, R. Sabni, J. Bell fw 0678786 B.C. Ltd.*
- A. Hating J. Hamer A. Schickman fw J. Hamer.*
- A. Persky O Pasparaki fw DIP dealer.*
- J. Dacks fw CEO of Applicants.*
- B. Hamer fw J. Hamer*
- B. O'Neil fw Ad hoc Committee*
- H. Nurevaldr fw Toronto.*

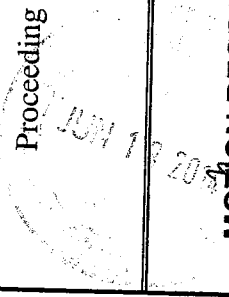
I having reviewed the record and hearing submissions I am satisfied that the parties are acting in good faith and with the diligence such that the request for a stay of proceedings is granted.

to be made in the interim

Ontario

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto



MOTION RECORD OF THE APPLICANTS
(Motion Returnable June 16, 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

and such reply is sought.
With respect to the Request to approve
the proposed sales process, concerns were
raised by counsel to Trime and T'Leun
that the process could give rise to a
credit bid from those involved in
the process. However, counsel to the
CPO submitted that the prospect of a
credit bid would, ~~not~~ in the view of
the Advisors, not result in a "chill"
coming over the process, rather the
opposite would be more likely. It
also notes that neither Trime nor
T'Leun were able to ~~go suggest~~
an alternative process. It seems to
me that, in the absence of an
alternative process, it is reasonable
to accept the recommendation of
the parties, partly for the sake of
the proposed sales process, if
it is approved.

With respect to the request to
approve certain reports of the
Ninth, there was no objection
to the approval of Reports
4 + 5 which are grouped
together with the actions
described therein.

Counsel to N'lan commented
that Report 7 was only
recently secured and there
are some outstanding issues
raised in both Report 6 and 7.

Consideration of these Reports
~~was~~ is deferred to a
future hearing.

An Order has been signed to
give effect to the foregoing.

 J. H. Jones RST.