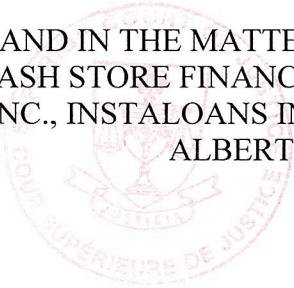


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE REGIONAL) TUESDAY, THE 22ND
)
SENIOR JUSTICE MORAWETZ) DAY OF JULY, 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 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of William E. Aziz sworn July 17, 2014 and the Exhibits thereto (the "Fifth Aziz Affidavit") and the Eighth Report of FTI Consulting Canada Inc. in its capacity as Monitor (the "Monitor"), and on hearing the submissions of counsel for the Chief Restructuring Officer, the DIP Lenders, 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 July 18, 2014,

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.

2. THIS COURT ORDERS that the Applicants, through the Chief Restructuring Officer and in consultation with the Monitor, are authorized (and where necessary, authorized *nunc pro tunc*) to take all steps necessary with respect to The Cash Store Financial Limited and The Cash Store Limited (collectively, the “UK Companies”), which operate the Applicants’ business in the United Kingdom, to:

- (a) Demand repayment of the debts owing by The Cash Store Financial Limited and The Cash Store Limited to The Cash Store Financial Services Inc.;
- (b) Apply to the High Court of Justice, Chancery Division (the “UK Court”) for the appointment of an administrator over The Cash Store Limited to facilitate the realization of the UK Companies’ assets;
- (c) Petition the UK Court for the appointment of a liquidator over The Cash Store Financial Limited;
- (d) Execute a witness statement(s) in support of the UK Court application(s);
- (e) Execute any other documentation required to effect the proposed administration and liquidation of the UK Companies; and
- (f) Assist the proposed administrator and liquidator to facilitate the administration or liquidation of the UK Companies.

3. 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, including the High Court of Justice, Chancery Division, to give effect to this Order and to assist the Applicants, 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.

4. 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.



A handwritten signature in blue ink, appearing to read "J. H. Brown, RST", is written over a horizontal line.

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



JUL 22 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., Instaloans 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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