

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

**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
1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH STORE FINANCIAL
SERVICES INC., 1545688 ALBERTA INC., FORMERLY KNOWN AS THE CASH
STORE INC., 986301 ALBERTA INC., FORMERLY KNOWN AS TCS CASH STORE
INC., 1152919 ALBERTA INC., FORMERLY KNOWN AS INSTALOANS INC., 7252331
CANADA INC., 5515433 MANITOBA INC., 1693926 ALBERTA LTD. DOING
BUSINESS AS "THE TITLE STORE"**

Court File No. CV-13-48194300CP

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N :

DAVID FORTIER

Plaintiff

- and -

**THE CASH STORE FINANCIAL SERVICES INC., NANCY BLAND, GORDON J.
REYKDAL, CRAIG WARNOCK, J. ALBERT MONDOR, RON CHICOYNE and
MICHAEL M. SHAW**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

**MOTION RECORD OF THE SECURITIES PLAINTIFFS
(Representation and Notice Approval)**

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Purchasers of the Applicant's Securities,
including the Ontario Securities Class Action
Plaintiff

TO: ATTACHED SERVICE LIST

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

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"

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SERVICE LIST
(as at August 28, 2015)

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¹ Bodnar et al. v. The Cash Store Financial Services Inc. et al., Supreme Court of British Columbia, Vancouver Reg. No. S041348;
Stewart v. The Cash Store Financial Services Inc. et al, Supreme Court of British Columbia, Vancouver Reg. No. S126361;
Tschrutter et al. v. The Cash Store Financial Services Inc. et al, Alberta Court of Queen’s Bench, Calgary Reg. No. 0301-16243;
Efthimiou v. The Cash Store Financial Services Inc. et al, Alberta Court of Queen’s Bench, Calgary Reg. No. 1201-11816;
Meeking v. The Cash Store Inc. et al, Manitoba Court of Queen’s Bench, Winnipeg Reg. No. CI 10-01-66061;
Rehill v. The Cash Store Financial Services Inc. et al, Manitoba Court of Queen’s Bench, Winnipeg Reg. No. CI 12-01-80578;
Ironbow v. The Cash Store Financial Services Inc. et al, Saskatchewan Court of Queen’s Bench, Saskatoon Reg. No. 1452 of 2012;
Ironbow v. The Cash Store Financial Services Inc. et al, Saskatchewan Court of Queen’s Bench, Saskatoon Reg. No. 1453 of 2012

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² Alliston Mills Shopping Centre, Alliston, ON

³ Essa Road & Mapleton Avenue Shopping Centre, Barrie, ON

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TAB 1

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

**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
1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH STORE FINANCIAL
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INC., 1152919 ALBERTA INC., FORMERLY KNOWN AS INSTALOANS INC., 7252331
CANADA INC., 5515433 MANITOBA INC., 1693926 ALBERTA LTD. DOING
BUSINESS AS "THE TITLE STORE"**

Court File No. CV-13-48194300CP

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SUPERIOR COURT OF JUSTICE**

B E T W E E N :

DAVID FORTIER

Plaintiff

- and -

**THE CASH STORE FINANCIAL SERVICES INC., NANCY BLAND, GORDON J.
REYKDAL, CRAIG WARNOCK, J. ALBERT MONDOR, RON CHICOYNE and
MICHAEL M. SHAW**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

**NOTICE OF MOTION
(Representation and Notice Approval)**

TAKE NOTICE that the Ad Hoc Committee of Purchasers of the Applicant's Securities, including the plaintiff in the Ontario class action commenced against 1511419 Ontario Inc., formerly known as The Cash Store Financial Services Inc. ("**Cash Store**"), Nancy Bland, Gordon J. Reykdal, Craig Warnock, J. Albert Mondor, Ron Chicoyne, and Michael M. Shaw (together with Cash Store, "**Defendants**") in the Ontario Superior Court of Justice bearing (Toronto) Court File No. CV-13-48194300CP ("**Ontario Securities Class Action**"), ("**Securities Plaintiffs**") will make a motion to the Honourable Justice Morawetz on September 30, 2015, at 3:30 pm, at 393 University Avenue, Toronto, Ontario, or at such other time and place as the Court may direct.

PROPOSED METHOD OF HEARING: The motion will be heard orally.

THE MOTION IS FOR an Order:

1. If necessary, validating and abridging the time for service and filing of this notice of motion and motion record, and dispensing with any further service thereof;

Representation

2. Recognizing and appointing the Securities Plaintiffs as representative of all persons, wherever they may reside or be domiciled, who acquired securities of Cash Store from November 24, 2010 through to February 13, 2014, inclusive, except the Excluded Persons¹ ("**Securities Class Action Class Members**") in these insolvency proceedings bearing Court File No. CV-14-10518-00CL ("**CCAA Proceeding**") and the Ontario Securities Class Action, including for the purposes of the proposed settlement agreement

¹ "**Excluded Persons**" means the Defendants, their past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns, and any individual who is an immediate member of the family of an individual Defendant.

between the plaintiff in the Ontario Securities Class Action and the Defendants, among others (“**D&O/Insurer Global Settlement**”);

3. Recognizing and appointing Siskinds LLP as representative counsel to the Securities Class Action Class Members;
4. Approving, authorizing and validating the steps taken by Siskinds LLP on behalf of the Securities Class Action Class Members to negotiate the D&O/Insurer Global Settlement, to bring this motion before this Court to approve the notices to the Securities Class Action Class Members, and to take any other necessary steps to effectuate and implement the D&O/Insurer Global Settlement, including bringing any necessary motion before the Court;

Notice to Securities Class Action Class Members

5. Approving the form and content of the notice (“**Notice**”) to Securities Class Action Class Members of:
 - (a) the hearing (the “**Settlement Approval Hearing**”) to approve:
 - (i) The D&O/Insurer Global Settlement,
 - (ii) The plan for allocating and distributing the proceeds of the D&O/Insurer Global Settlement (“**Plan of Allocation**”), and
 - (iii) The fees and disbursements requests of Siskinds LLP, Kirby McInerney LLP, Hoffner PLLC, Goodmans LLP, and Paul Hastings LLP (“**Fee Request**”); and
 - (b) the claims filing procedure and deadline for Securities Class Action Class Members to submit a claim for participation in the D&O/Insurer Global Settlement (the “**Claims Procedure**”);

6. Approving the form and content of the short-form notice of the Settlement Approval Hearing and Claims Procedure (“**Short-Form Notice**”);
7. Approving the form and content of the notice of objection to the D&O/Insurer Global Settlement, Plan of Allocation, or Fee Request (“**Notice of Objection**”);
8. That the Applicants and the Monitor shall provide to Representative Counsel any lists they have of record and/or beneficial holders of Cash Store securities between November 24, 2010 and February 13, 2014, or any other information they have concerning the identities of and contact details for such holders, to the extent that all such information has not already been provided in the Lists identified in paragraph 9(b);
9. That the Notice and Short-Form Notice shall be disseminated and published as follows (“**Notice Plan**”):
 - (a) Siskinds LLP shall provide or cause to be provided a copy of the Notice directly, either electronically or by mail, to:
 - (i) any person that requests it and all persons in the Database, provided that such persons have provided their contact information; and
 - (ii) the current service list in the CCAA Proceeding.
 - (b) The Notice shall be sent to the following lists provided by the Monitor (“**Lists**”):
 - (i) A list of Canadian non objecting beneficial owners (“**NOBOs**”) of Cash Store shares as of December 24, 2012;
 - (ii) A list of US **NOBOs** of Cash Store shares as of December 12, 2012;
 - (iii) A list of registered holders of Cash Store Notes as of December 20, 2013;
 - (iv) A list of private placement purchasers of \$28 million of the Notes under the \$125 million January 2012 Note Offering; and
 - (v) Any other lists provided by the Applicants and the Monitor as indicated above;

- (c) The Notice shall be sent to:
- (i) the list of 195 brokers in Canada known to RicePoint Administration Inc. (“**RicePoint**”), including the Canadian Depository for Securities (“**CDS**”); and
 - (ii) for greater certainty, any brokers in the United States appearing on any of the Lists identified at paragraph 9(b),
- with a cover letter directing those brokers to provide a copy of the Notice, either electronically or by mail, to those of their clients that are or have been beneficial owners of Cash Store securities;
- (d) The Notice shall be sent to all current Noteholders through the distribution of meeting materials by the Monitor in connection with the Meetings Order for which the Applicants are seeking approval at the hearing before the Court on September 30, 2015;
- (e) The Notice shall be sent to the Indenture Trustee for the Notes with a direction to distribute the Notice to those persons that are or have been registered holders of the Notes and for whom the Indenture Trustee has contact information;
- (f) Copies of the Notice shall be posted on the websites of Siskinds LLP (in English and French), and Kirby McInerney LLP (in English).
- (g) Copies of the Short-Form Notice shall be published in one weekday publication in each of the following print publications:
- (i) *The Globe and Mail* (in English)
 - (ii) *La Presse* (in French)
 - (iii) *Investor’s Business Daily* (in English)
 - (iv) *The Wall Street Journal* (in English).

10. That any person or entity wishing to object to the D&O/Insurer Global Settlement, Plan of Allocation or Fee Request must deliver a Notice of Objection to be received by no later than November 9, 2015 (“**Objection Deadline**”) by mail, courier, or email transmission, to the contact information indicated on the Notice of Objection, and that any Notice of Objection received later than the Objection Deadline shall not be filed with the Court or considered at the hearing to approve the D&O/Insurer Global Settlement Agreement;

Claims and Administration

11. Appointing RicePoint as the claims administrator (“**Administrator**”) for the purposes of holding and distributing the proceeds of the D&O/Insurer Global Settlement allocated to the Securities Class Action Class Members;
12. That any person or entity wishing to participate in the D&O/Insurer Global Settlement must deliver a claim form to RicePoint postmarked no later than January 8, 2016 (the “**Claims Deadline**”), and that no person or entity may file a claim form after the Claims Deadline, subject to the Administrator’s sole discretion to accept late claims only if such claim will not materially delay the distribution of the settlement funds to Securities Class Action Class Members; and
13. Such further and other relief as counsel may advise and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:**Background to the D&O/Insurer Global Settlement**

1. On June 4, 2013, the Ontario Securities Class Action was commenced against the Defendants;
2. Substantially similar class actions against the Defendants were commenced on June 3, 2013 in the Court of Queen's Bench of Alberta (Court File No. 1303 07837) ("**Alberta Action**"), and on July 11, 2013 in the Quebec Superior Court (No. 200-06-000165-137) ("**Quebec Action**");
3. On November 18, 2013, a proposed class action against Cash Store and certain of the individual Defendants was commenced in the United States District Court for the Southern District of New York ("**SDNY Action**")(together with the Ontario Securities Class Action, the Alberta Action, and the Quebec Action, the "**Securities Class Actions**");
4. The Securities Class Actions allege that the Defendants made misrepresentations in Cash Store's public disclosure documents, which caused Cash Store securities to trade at artificially inflated prices;
5. The Defendants deny these allegations;
6. In March 2014, the plaintiffs in the Securities Class Actions entered into a mediation with the Defendants which resulted in an agreement in principle to settle the actions;

7. On April 14, 2014, prior to the parties finalizing the terms of the proposed settlement, Cash Store obtained protection from its creditors pursuant to the *Companies Creditors' Arrangement Act*, R.S.C. 1985, c. C-36 (“**CCAA**”);
8. As a result of the commencement of the CCAA Proceeding, the settlement was not finalized;
9. The Securities Plaintiffs continued to work towards securing a favourable resolution for the Securities Class Action Class Members, including by working cooperatively with Goodmans LLP, counsel to the Ad Hoc Committee of Noteholders, who represent a significant subset of the Securities Class Action Class Members;
10. In December 2014, the parties to the Securities Class Actions, the Ad Hoc Committee of Noteholders, and the Chief Restructuring Officer of the Applicants (“**CRO**”), among others, entered into a second formal mediation in an attempt to resolve the Securities Class Actions;
11. That mediation was not successful; however, counsel to the parties continued to negotiate over the following months, eventually agreeing to resolve the actions on the terms set out in the D&O/Insurer Global Settlement;
12. The D&O/Insurer Global Settlement will, among other things, resolve the claims asserted against the Defendants in the Securities Class Actions in exchange for a payment of \$13,779,167 to be allocated amongst the Securities Class Action Class Members;

Grounds for Representation Orders

13. The Securities Class Action Class Members have a commonality of interest in recovering compensation from the Defendants for the alleged misrepresentations;
14. Many of the Securities Class Action Class Members do not have the resources to participate in the CCAA Proceeding individually, and, absent representation, would be unable to effect any recovery for the alleged misrepresentations by the Defendants;
15. Siskinds LLP, counsel to the Securities Plaintiffs, has strong credentials and significant expertise in prosecuting and settling securities class actions, including within CCAA proceedings, and are motivated to act in the interests of the Securities Class Action Class Members;
16. Siskinds LLP and the Securities Plaintiffs have worked to protect the interests of the Securities Class Action Class Members throughout these CCAA Proceedings, including securing a significant recovery for their benefit;
17. The representation of the Securities Class Action Class Members by the Securities Plaintiffs has facilitated and will facilitate the administration of the CCAA Proceeding and its objectives;

Notice to Securities Class Action Class Members

18. The Settlement Approval Hearing will be heard on November 19, 2015, or such other date as the Court may direct;
19. The Securities Plaintiffs and Defendants have agreed on the form and content of the Notice, Short-Form Notice, and Notice of Objection to advise the Securities Class Action

Class Members of the Settlement Approval Hearing, the Claims Procedure, and the key terms of the D&O/Insurer Global Settlement, Plan of Allocation, Fee Request, and right to object to or make submissions regarding the D&O/Insurer Global Settlement, Plan of Allocation and Fee Request;

20. The Notice Plan is sufficient for the purposes of notifying the Securities Class Action Class Members the Settlement Approval Hearing and Claims Procedure, and of providing adequate opportunity to object to or make submissions regarding the D&O/Insurer Global Settlement, Plan of Allocation, or Fee Request;

Administrator

21. RicePoint has consented to the appointment of RicePoint as the claims administrator for the purposes of holding and distributing the proceeds of the D&O/Insurer Global Settlement allocated to the Securities Class Action Class Members;
22. Sections 12, 19, 20, 21, 29, and 34, among others, of the *Class Proceedings Act, 1992*;
23. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36;
24. The *Rules of Civil Procedure*, O Reg 194; and
25. Such further and other grounds as counsel may advise and this Honourable Court will permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The affidavit of Alex Dimson, sworn September 23, 2015; and
2. Such further and other evidence as counsel may advise and this Honourable Court will permit.

September 23, 2015

SISKINDS LLP

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Lawyers for the Ad Hoc Committee of
Purchasers of the Applicant's Securities,
including the Ontario Securities Class
Action Plaintiff

TO: ATTACHED SERVICE LIST

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 1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH
STORE FINANCIAL SERVICES INC.

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

FORTIER v. THE CASH STORE FINANCIAL SERVICES INC., *et al.*

Court File No: CV-13-48194300CP

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

Proceeding under the *Class Proceedings Act, 1992*

**NOTICE OF MOTION
(Representation and Notice Approval)**

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Lawyers for the Ad Hoc Committee of Purchasers of the
Applicant's Securities, including the Ontario Securities
Class Action Plaintiff

TAB 2

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

**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
1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH STORE FINANCIAL
SERVICES INC., 1545688 ALBERTA INC., FORMERLY KNOWN AS THE CASH
STORE INC., 986301 ALBERTA INC., FORMERLY KNOWN AS TCS CASH STORE
INC., 1152919 ALBERTA INC., FORMERLY KNOWN AS INSTALOANS INC., 7252331
CANADA INC., 5515433 MANITOBA INC., 1693926 ALBERTA LTD. DOING
BUSINESS AS "THE TITLE STORE"**

Court File No. CV-13-48194300CP

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

DAVID FORTIER

Plaintiff

- and -

**THE CASH STORE FINANCIAL SERVICES INC., NANCY BLAND, GORDON J.
REYKDAL, CRAIG WARNOCK, J. ALBERT MONDOR, RON CHICOYNE and
MICHAEL M. SHAW**

Defendants

Proceeding under the *Class Proceedings Act*, 1992

**AFFIDAVIT OF ALEX DIMSON
(Sworn September 23, 2015)**

I, ALEX DIMSON, of the City of Toronto, in the Province of Ontario AFFIRM:

1. I am a lawyer at Siskinds LLP, counsel to the plaintiff in the above-captioned class proceeding against 1511419 Ontario Inc., formerly known as The Cash Store Financial Services Inc. ("**Cash Store**"), Nancy Bland, Gordon J. Reykdal, Craig Warnock, J. Albert Mondor, Ron Chicoyne, and Michael M. Shaw (together with Cash Store, the "**Defendants**") in the Ontario Superior Court of Justice (the "**Ontario Securities Class Action**").
2. For the purpose of the above-captioned proceeding under the *Companies' Creditors Arrangement Act* ("**CCAA**" and "**CCAA Proceedings**"), Siskinds LLP represents the Ad Hoc Committee of Purchasers of the Applicants' Securities, including the plaintiff in the Ontario Securities Class Action (the "**Securities Plaintiffs**").
3. I have knowledge of the matters deposed to below. Where I make statements in this affidavit that are not within my personal knowledge, I have indicated the source of my information and believe such information to be true.

NATURE OF THIS MOTION

Background to the Securities Settlement

4. On June 4, 2013, the Ontario Securities Class Action was commenced against the Defendants under the *Class Proceedings Act, 1992* ("**CPA**") on behalf of investors in Cash Store securities. The action alleges, among other things, that the Defendants made false and misleading statements regarding Cash Store's financial results, assets, business structure, and transactions, which caused Cash Store securities to trade at artificially inflated prices.

5. A similar class proceeding was commenced with Siskinds LLP as counsel on June 3, 2013, in the Alberta Court of Queen's Bench, bearing court file No. 1303-07837 ("**Alberta Securities Class Action**"). On July 11, 2013, Siskinds Demeules, sncrl, a Quebec law firm affiliated with Siskinds, commenced another similar proceeding in the Quebec Superior Court, bearing court file No. 200-06-000165-137 ("**Quebec Securities Class Action**").
6. From the outset, the intention was for Siskinds LLP to take the lead role in prosecuting the three above-noted actions in a coordinated and complementary manner.
7. On November 18, 2013, Kirby McInerney LLP and Hoffner PLLC commenced a class proceeding against Cash Store and certain of the Defendants in the United States District Court for the Southern District of New York, bearing court file No. 13 Civ 3385 (VM). ("**SDNY Securities Class Action**"; together with the Ontario Securities Class Action, Alberta Securities Class Action, and Quebec Securities Class Action, "**Securities Class Actions**"). Substantially similar allegations were made in each of the Securities Class Actions.
8. In March 2014, counsel to the parties in the Securities Class Actions participated in a global mediation before Mr. George Adams in an attempt to resolve the claims asserted in those actions. As a result of that mediation and continuing negotiations over the following weeks, the parties reached an agreement in principle to settle the claims.
9. However, on April 14, 2014, before the parties were able to finalize the terms of the settlement, Cash Store obtained creditor protection under the CCAA and a stay of proceedings was ordered.

10. The CCAA Proceeding presented a risk to the negotiated settlement and to the Securities Class Actions as a whole. There was a risk that a CCAA Plan could be approved that had the effect of extinguishing the claims or imposing an unfavourable settlement on a significant portion of the proposed class members in the Securities Class Actions.
11. Accordingly, Siskinds LLP entered into negotiations with other stakeholders in the CCAA Proceeding in order to represent and protect the interests of the plaintiffs and proposed class members in the Securities Class Actions. The primary objective of Siskinds LLP in the CCAA Proceedings was to ensure that the claims of the Securities Plaintiffs and class members in the Securities Class Actions were not unfairly compromised, and to ensure continued access to the proceeds of Cash Store's D&O liability insurance policies, whether through a damages award or settlement.
12. The Securities Plaintiffs ultimately began to work cooperatively with the Ad Hoc Committee of Noteholders (who represent a significant subset of the proposed class members in the Securities Class Actions, represented by Goodmans LLP) in an effort to maximize the recovery for the claims asserted in the Securities Class Actions. To that end, a second mediation was scheduled with the Defendants and others before Mr. George Adams.
13. In advance of that mediation, Siskinds LLP obtained access to relevant non-public information as well as information (previously unavailable to them) that had come to light in the CCAA Proceeding.

14. The second mediation took place on December 4, 2014. In attendance were counsel to the parties in the Securities Class Actions, the Ad Hoc Committee of Noteholders, and the Chief Restructuring Officer of the Applicants, among others.
15. As a result of the second mediation and negotiations and correspondence over the following months, the parties were able to reach an agreement to settle the Securities Class Action claims (“**Securities Settlement**”). The terms of the Securities Settlement are included in the D&O/Insurer Global Settlement Agreement, which is attached as Schedule “C” to the Plan of Compromise or Arrangement concerning, affecting, and involving the Applicants (“Plan”), which in turn is attached as Exhibit “A” to the Affidavit of William Aziz, sworn September 23, 2015.
16. The D&O/Insurer Global Settlement Agreement allocates a total of CAD\$13,779,167 (“**Settlement Amount**”) to all persons, wherever they may reside or be domiciled, who acquired securities of Cash Store from November 24, 2010 through to February 13, 2014, inclusive, except the Excluded Persons¹ (“**Securities Class Action Class Members**”).

Evidence to Support a Representation Order

17. In assessing the Securities Class Action Class Members’ position in the proposed Securities Settlement, Siskinds LLP had access to and considered the following sources of information:

¹ “**Excluded Persons**” means the Defendants, their past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns, and any individual who is an immediate member of the family of an individual Defendant.

- (a) Cash Store's public disclosure documents and other publicly available information with respect to Cash Store;
 - (b) the available trading data for Cash Store's securities, including certain non-public trading data in respect of the 11.5% Senior Secured Notes due 2017 ("Notes");
 - (c) certain information in the data room created for the Applicants' sales process;
 - (d) certain information and documents which came to light in the CCAA Proceeding;
 - (e) the Defendants' respective insurance policies;
 - (f) the input and opinions of experts in assessing damages in securities class actions;
 - (g) the mediation briefs provided by the parties at the mediations in March 2014 and December 2014; and
 - (h) input from counsel in the SDNY Securities Class Action.
18. Siskinds LLP has had extensive experience litigating and resolving complex class action litigation, including securities litigation. As of the date of this affidavit, Siskinds LLP has had over 20 securities class action settlements approved by courts, including two settlements in the litigation involving Sino-Forest Corporation. Siskinds LLP was appointed as co-representative counsel for investors in Sino-Forest Corporation's joint CCAA and class proceedings (Court File Nos. CV-12-9667-00CL and CV-11-431153-00CP), which, as in these proceedings, involved the settlement of securities class action claims within a CCAA proceeding. Siskinds LLP has also been appointed co-representative counsel for investors of Poseidon Concepts Corp in CCAA proceedings before the Alberta Court of Queen's Bench, Calgary Court File No: 1301-04364.

19. The Securities Class Action Class Members have commonality in interest in recovering compensation from the Defendants for the alleged misrepresentations made by them. Based on my experience as a class action litigator, given the likely size of most of their claims, it would be cost-prohibitive for many of the Securities Class Action Class Members, including the plaintiffs in the Ontario, Alberta, and Quebec Securities Class Actions, to participate in the CCAA proceedings individually. Absent representation, it is likely that many of them would be unable to effect any recovery for the alleged misrepresentations.

Notice Approval

20. The Securities Plaintiffs have prepared a form of notice (“**Notice**”) to the Securities Class Action Class Members. The Notice will advise the Securities Class Action Class Members, among others:
- (a) the date of the hearing (“**Settlement Approval Hearing**”) to approve: (i) the proposed Securities Settlement, (ii) the plan of allocation and distribution of the proceeds of the Securities Settlement (“**Plan of Allocation**”), and (iii) the fees and disbursements requests of Siskinds LLP, Kirby McInerney LLP, Hoffner PLLC, Goodmans LLP, and Paul Hastings LLP (“**Fee Request**”);
 - (b) the key items addressed in the proposed Securities Settlement, Plan of Allocation and Fee Request;
 - (c) the right to object to or make submissions regarding the proposed Securities Settlement, Plan of Allocation and Fee Request, and the method and deadline for making such objections; and

- (d) the procedure by which to file claims, and the deadline for doing so.
21. The Securities Plaintiffs have also prepared a short-form notice to the Securities Class Action Class Members ("**Short-Form Notice**"). The Short-Form Notice advises the Securities Class Action Class Members of the Settlement Approval Hearing, the claims filing deadline, the right and deadline to object, and where to find more information regarding each.
22. Copies of the Notice, Short-Form Notice, and Notice of Objection (for those wishing to object to the Securities Settlement, Plan of Allocation or Fee Request) are attached as Schedules "B", "C", and "D", respectively, to the draft Order at Tab 3 of this Motion Record of the Securities Plaintiffs (Representation and Notice Approval).
23. Siskinds LLP has made best efforts to maintain a database of all persons that have contacted the firm about this action and identified themselves as Securities Class Action Class Members ("**Database**"). Siskinds LLP also made requests from counsel in the other Securities Class Actions to provide us with the identities of anyone that contacted their firms about those actions and identified themselves as Securities Class Action Class Members. I am advised by counsel in the other Securities Class Actions that they have not been contacted by any such persons.
24. As of the date of this affidavit, the Database includes approximately 40 persons.
25. The Monitor, with the assistance of the company, has provided us with the following information regarding Cash Store security holders:
- (a) A list of Canadian non objecting beneficial owners ("**NOBOs**") of Cash Store shares as of December 24, 2012

- (b) A list of US NOBOs of Cash Store shares as of December 12, 2012
- (c) A list of registered holders of Cash Store Notes as of December 20, 2013
- (d) A list of private placement purchasers of \$28 million of the Notes under the \$125 million January 2012 Note Offering.

26. The Securities Plaintiffs and the Defendants have agreed on the following method of disseminating the notices (“**Notice Plan**”):

- (a) Siskinds LLP shall provide or cause to be provided a copy of the Notice directly, either electronically or by mail, to:
 - (i) any person that requests it and all persons in the Database, provided that such persons have provided their contact information; and
 - (ii) the current service list in the CCAA Proceeding.
- (b) The Notice shall be sent to the following lists provided by the Monitor (“Lists”):
 - (i) A list of Canadian non objecting beneficial owners (“NOBOs”) of Cash Store shares as of December 24, 2012;
 - (ii) A list of US NOBOs of Cash Store shares as of December 12, 2012;
 - (iii) A list of registered holders of Cash Store Notes as of December 20, 2013;
 - (iv) A list of private placement purchasers of \$28 million of the Notes under the \$125 million January 2012 Note Offering; and
 - (v) Any other lists provided by the Applicants and the Monitor;
- (c) The Notice shall be sent to:
 - (i) the list of 195 brokers in Canada known to RicePoint Administration Inc. (“**RicePoint**”), including the Canadian Depository for Securities (“**CDS**”); and
 - (ii) for greater certainty, any brokers in the United States appearing on any of the Lists identified at paragraph 26(b) above,

with a cover letter directing those brokers to provide a copy of the Notice, either electronically or by mail, to those of their clients that are or have been beneficial owners of Cash Store securities;

- (d) The Notice shall be sent to all current Noteholders through the distribution of meeting materials by the Monitor in connection with the Meeting Order for which the Applicants are seeking approval at the hearing before the Court on September 30, 2015;
- (e) The Notice shall be sent to the Indenture Trustee for the Notes with a direction to distribute the Notice to those persons that are or have been registered holders of the Notes and for whom the Indenture Trustee has contact information;
- (f) Copies of the Notice shall be posted on the websites of Siskinds LLP (in English and French), and Kirby McInerney LLP (in English).
- (g) Copies of the Short-Form Notice shall be published in one weekday publication in each of the following print publications:
 - (i) *The Globe and Mail* (in English)
 - (ii) *La Presse* (in French)
 - (iii) *Investor's Business Daily* (in English)
 - (iv) *The Wall Street Journal* (in English).

27. I believe the Notice Plan will be sufficient for the purposes of notifying the Securities Class Action Class Members of the Settlement Approval Hearing and their rights as detailed in the Notice.

Administration of the Securities Settlement Proceeds

28. The Securities Plaintiffs propose to appoint RicePoint as the administrator of the proceeds of the Securities Settlement allocated to the Securities Class Action Class Members (“**Administrator**”). I am advised by David Weir, president of RicePoint, that RicePoint is an experienced team of public accountants, case managers, information technology experts, notice administrators, and social media specialists. Over the past 15 years, RicePoint has administered over 31 class action settlements of varying size and complexity, and distributed more than \$500 million in settlement funds.
29. I am advised by David Weir and believe that RicePoint has acted or is acting as claims administrator in the following securities class actions:

Case Name	Settlement Fund	Claims Processed	Claims Deadline
<i>Léveillé c Avantage Link Inc. et al</i>	CAD \$9,850,000	In Progress	Mar 16, 2015
<i>Labourer’s Pension Fund of Central and Eastern Canada v Sino-Forest Corp. (Ernst & Young Settlement)</i>	CAD \$117,000,000	49,628	Feb 14, 2014
<i>Zaniewicz v Zungui Haixi Corp et al</i>	CAD \$10,850,000	1,801	Jan 6, 2014
<i>Sorensen v Easyhome Ltd. et al</i>	CAD \$2,250,000	117	Sep 17, 2013
<i>McKenna v Gammon Gold Inc. et al</i>	CAD \$13,250,000	2,339	Mar 13, 2013
<i>Dobbie v Arctic Glacier Income Fund et al</i>	CAD \$13,750,000	5,390	Sep 11, 2012
<i>Nor-Dor Developments Limited v Redline Communications Group Inc et al</i>	CAD \$3,600,000	237	Mar 5, 2012

Case Name	Settlement Fund	Claims Processed	Claims Deadline
<i>Devlin v Canadian Superior Energy Inc. et al</i>	USD \$5,200,000	3,290	Dec 7, 2011
<i>Metzler v Gildan Activewear Inc. et al</i>	USD \$22,500,000	22,749	Mar 10, 2011
<i>O'Neil v SunOpta Inc. et al</i>	USD \$11,250,000	5,059	Jun 11, 2010
<i>Wheeler v China National Petroleum Corp. et al</i>	CAD \$9,900,000	2,112	Feb 24, 2011
<i>McCann v CP Ships et al</i>	CAD \$12,800,000	11,216	Jun 7, 2010
<i>Marcantonio & Audetre v TVI Pacific Inc. et al</i>	CAD \$2,100,000	609	Jan 18, 2010

30. RicePoint will provide administrative services (claim processing, distribution, post-distribution, tax compliance and consultation) to a minimum of \$40,000 and a maximum of \$225,000, depending on the number of claims filed. The higher end of the fee range will not be reached unless more than 5,000 claims are filed. In the event that there are more than 5,000 claims, RicePoint will charge an additional \$3,000 for every 100 claims above 5,000 claims.² RicePoint's fees for these administrative services will be paid out of the Settlement Amount. These fees exclude case-specific expenses such as taxes, deficiency/rejection letter printing, confirmation postcards, postage and courier, external audit fee, and bank fees.
31. I believe it is unlikely that the number of claims will exceed 5,000. The present settlement is distinguishable from similarly-sized settlements in which over 5,000 claims were processed, due to the significantly higher market capitalization of those companies

² For example, if 20,000 claims are filed, the total fee will be \$675,000.

than that of Cash Store. For example, we have estimated that the market capitalizations of the defendant companies at the end of the class periods in the *Dobbie*, *Gildan*, *SunOpta* and *CP Ships* cases were approximately \$183 million, \$4 billion, \$673 million and \$2 billion, respectively, while that of Cash Store was approximately \$19 million. Furthermore, relatively few noteholders held relatively large stakes in Cash Store, increasing the likelihood that a lower number of claims will be filed in this case.

32. I believe that the proposed fees of RicePoint are:

- (a) proportionate to the size of the settlement;
- (b) consistent with the fees for the administration of other securities class action settlements of similar size and complexity; and
- (c) consistent with the work required in the proposed administration program.

33. I believe that RicePoint has the requisite expertise and capability to effectively execute its duties as the Administrator.

SWORN before me at the City of)
Toronto, in the Province of Ontario,)
This 23rd day of September, 2015.)


A Commissioner, etc.)



Alex Dimson

2701200.12

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 1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH
STORE FINANCIAL SERVICES INC.

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

FORTIER v. THE CASH STORE FINANCIAL SERVICES INC., *et al.*

Court File No: CV-13-48194300CP

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

Proceeding under the *Class Proceedings Act, 1992*

**AFFIDAVIT OF ALEX DIMSON
(SWORN SEPTEMBER 23, 2015)**

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Lawyers for the Ad Hoc Committee of Purchasers of the
Applicant's Securities, including the Ontario Securities
Class Action Plaintiff

TAB 3

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

THE HONOURABLE REGIONAL) WEDNESDAY , THE 30TH DAY
)
SENIOR JUSTICE MORAWETZ) OF SEPTEMBER, 2015

**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
1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH STORE FINANCIAL
SERVICES INC., 1545688 ALBERTA INC., FORMERLY KNOWN AS THE CASH
STORE INC., 986301 ALBERTA INC., FORMERLY KNOWN AS TCS CASH STORE
INC., 1152919 ALBERTA INC., FORMERLY KNOWN AS INSTALOANS INC., 7252331
CANADA INC., 5515433 MANITOBA INC., 1693926 ALBERTA LTD. DOING
BUSINESS AS "THE TITLE STORE"**

Court File No. CV-13-48194300CP

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N :

DAVID FORTIER

Plaintiff

- and -

**THE CASH STORE FINANCIAL SERVICES INC., NANCY BLAND, GORDON J.
REYKDAL, CRAIG WARNOCK, J. ALBERT MONDOR, RON CHICOYNE and
MICHAEL M. SHAW**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

**ORDER
(Representation and Notice Approval)**

THIS MOTION, made by the Ad Hoc Committee of Purchasers of the Applicant's Securities, including the plaintiff in the Ontario Securities Class Action ("**Securities Plaintiffs**"), in their own and proposed representative capacities, for an order (i) approving the form and content of notice of the hearing (the "**Settlement Approval Hearing**") to approve the proposed D&O/Insurer Global Settlement Agreement, the plan for allocating and distributing the proceeds of the D&O/Insurer Securities Class Action Settlement Amount ("**Plan of Allocation**"), and the counsel fee and disbursements requests ("**Fee Request**"), (ii) appointing the Securities Plaintiffs and Siskinds LLP as representative and representative counsel, respectively, to the Securities Class Action Class Members; and (iii) appointing the claims administrator and fixing the Claims Deadline was heard on September 30, 2015, in Toronto, Ontario.

WHEREAS the Securities Class Action Plaintiffs and the Securities Class Action Defendants, among others, have entered into the D&O/Insurer Global Settlement Agreement

AND WHEREAS RicePoint Administration Inc. ("**Ricepoint**") has consented to acting as the claims administrator;

AND ON READING the materials filed, and on hearing submissions of counsel;

Sufficiency of Service and Definitions

1. **THIS COURT ORDERS** that the time for service and filing of this notice of motion and motion record is validated and abridged and any further service thereof is dispensed with.
2. **THIS COURT ORDERS** that unless otherwise indicated, capitalized terms not otherwise defined in this order shall have the meaning attributed to those terms in **Schedule "A"**.

Representation

3. **THIS COURT ORDERS** that the Securities Plaintiffs are hereby recognized and appointed as representatives on behalf of the Securities Class Action Class Members for all purposes in these insolvency proceedings in respect of the Applicants (“**CCAA Proceedings**”) and in the Ontario Securities Class Action, including for the purposes of negotiating, entering into, and implementing the D&O/Insurer Global Settlement Agreement;
4. **THIS COURT ORDERS** that Siskinds LLP is hereby recognized and appointed as counsel for the Securities Class Action Class Members for all purposes in these proceedings, including for the purposes of negotiating, entering into, and implementing the D&O/Insurer Global Settlement Agreement (“**Representative Counsel**”);
5. **THIS COURT ORDERS** that the steps taken by the Securities Plaintiffs and Representative Counsel on behalf of the Securities Class Action Class Members to negotiate and enter into the D&O/Insurer Global Settlement Agreement are hereby approved, authorized and validated, and that Representative Counsel is and was authorized to negotiate the D&O/Insurer Global Settlement Agreement, to bring this motion before this Honourable Court, and to take any other necessary steps to effectuate and implement the D&O/Insurer Global Settlement Agreement, including bringing any necessary motion before the Court.
6. **THIS COURT ORDERS** that the Securities Plaintiffs and Representative Counsel shall have no liability as a result of their respective appointment or the fulfillment of their

duties in carrying out the provisions of this Order save and except for any gross negligence or unlawful misconduct on their part.

7. **THIS COURT ORDERS** that the Securities Plaintiffs and Representative Counsel shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of their powers and duties.

Notice to Securities Class Action Class Members

8. **THIS COURT ORDERS** that the Notice, Short-Form Notice, and Notice of Objection substantially in the forms attached as **Schedules “B”, “C” and “D”** respectively, be and hereby are approved, subject to the right of the parties to make minor non-material amendments to such forms as may be necessary or desirable.
9. **THIS COURT ORDERS** that the Applicants and the Monitor shall, within two (2) calendar days of this Order, provide to Representative Counsel any lists they have of record and/or beneficial holders of Cash Store Financial Services Inc. (“**Cash Store**”) securities between November 24, 2010 and February 13, 2014, or any other information they have concerning the identities of and contact details for such holders, to the extent that all such information has not already been provided in the Lists identified in paragraph 10(b).
10. **THIS COURT ORDERS** that the Notice and Short-Form Notice shall be disseminated and published as follows (“**Notice Plan**”):
 - (a) Siskinds LLP shall provide or cause to be provided a copy of the Notice directly, either electronically or by mail, to:

- (i) any person that requests it and all persons in the Database, provided that such persons have provided their contact information; and
 - (ii) the current service list in the CCAA Proceeding.
- (b) The Notice shall be sent to the following lists provided by the Monitor (“Lists”):
 - (i) A list of Canadian non objecting beneficial owners (“NOBOs”) of Cash Store shares as of December 24, 2012;
 - (ii) A list of US NOBOs of Cash Store shares as of December 12, 2012;
 - (iii) A list of registered holders of Cash Store Notes as of December 20, 2013;
 - (iv) A list of private placement purchasers of \$28 million of the Notes under the \$125 million January 2012 Note Offering; and
 - (v) Any other lists provided by the Applicants and the Monitor pursuant to paragraph 9 of this Order;
- (c) The Notice shall be sent to:
 - (i) the list of 195 brokers in Canada known to RicePoint, including the Canadian Depository for Securities (“CDS”); and
 - (ii) for greater certainty, any brokers in the United States appearing on any of the Lists identified at paragraph 10(b) of this Order,with a cover letter directing those brokers to provide a copy of the Notice, either electronically or by mail, to those of their clients that are or have been beneficial owners of Cash Store securities;
- (d) The Notice shall be sent to all current Noteholders through the distribution of meeting materials by the Monitor in connection with the Meeting Order granted in the CCAA proceeding on September 30, 2015;
- (e) The Notice shall be sent to the Indenture Trustee for the Notes with a direction to distribute the Notice to those persons that are or have been registered holders of the Notes and for whom the Indenture Trustee has contact information;

- (f) Copies of the Notice shall be posted on the websites of Siskinds LLP (in English and French), and Kirby McInerney LLP (in English).
 - (g) Copies of the Short-Form Notice shall be published in one weekday publication in each of the following print publications:
 - (i) *The Globe and Mail* (in English)
 - (ii) *La Presse* (in French)
 - (iii) *Investor's Business Daily* (in English)
 - (iv) *The Wall Street Journal* (in English).
11. **THIS COURT ORDERS** that any person or entity wishing to object to the D&O/Insurer Global Settlement Agreement, Plan of Allocation or Fee Request shall deliver a Notice of Objection to be received by no later than November 9, 2015 (“**Objection Deadline**”) by mail, courier, or email transmission, to the contact information indicated on the Notice of Objection, and that any Notice of Objection received later than the Objection Deadline shall not be filed with the Court or considered at the hearing to approve the D&O/Insurer Global Settlement Agreement.

Claims and Administration

12. **THIS COURT ORDERS** that RicePoint is appointed as the claims administrator (“**Administrator**”) for the purposes of holding and distributing the proceeds of the D&O/Insurer Securities Class Action Settlement Amount allocated to the Securities Class Action Class Members.
13. **THIS COURT ORDERS** that any person or entity wishing to claim from the D&O/Insurer Securities Class Action Settlement Amount must deliver a claim form to

the Administrator postmarked no later than January 8, 2016 (the “**Claims Deadline**”), and that no person or entity may file a claim form after the Claims Deadline, subject to the Administrator’s sole discretion to accept late claims only if such claims will not materially delay the distribution of settlement funds to Securities Class Action Class Members.

14. **THIS COURT REQUESTS**, pursuant to the *Companies’ Creditors Arrangement Act* (Canada), together with such other statutes, regulations and protocols as may apply, and as a matter of comity, that all courts, regulatory and administrative bodies, and other tribunals, in all provinces and territories of Canada, in the United States of America, and in all other nations or states, recognize this order and act in aid of and in a manner complementary to this order and this court in carrying out the terms of this order.

Date:

Morawetz RSJ

Schedule “A”

“**D&O/Insurer Global Settlement Agreement**” means the settlement agreement dated September 22, 2015, as executed by the Securities Class Action Plaintiffs and the Securities Class Action Defendants, among others, a copy of which is appended as Schedule “C” to the Plan of Compromise or Arrangement concerning, affecting, and involving the Applicants, which in turn is attached as Exhibit “A” to the Affidavit of William Aziz, sworn September 23, 2015.

“**D&O/Insurer Securities Class Action Settlement Amount**” means the \$13,779,167 payable by the Securities Class Action Defendants and/or their insurers pursuant to section 39(a) and 39(b) of the D&O/Insurer Global Settlement Agreement.

“**Database**” means the database identified at paragraph 23 of the Affidavit of Alex Dimson, sworn September 23, 2015.

“**Excluded Persons**” means the Securities Class Action Defendants, their past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns, and any individual who is an immediate member of the family of an individual Securities Class Action Defendant.

“**Ontario Securities Class Action**” means the Ontario securities class action proceeding styled as *Fortier v. The Cash Store Financial Services, Inc., et al.* (Ontario Superior Court of Justice, Court File No. CV-13-481943-00CP).

“**Securities Class Action Class Members**” means all persons, wherever they may reside or be domiciled, who acquired securities of Cash Store from November 24, 2010 through to February 13, 2014, inclusive, except the Excluded Persons.

“**Securities Class Action Plaintiffs**” means the plaintiffs in the Securities Class Actions

“**Securities Class Action Defendants**” means the defendants in the Securities Class Actions

“**Securities Class Actions**” means, collectively, the following proceedings: (i) the Ontario Securities Class Action; (ii) *Globis Capital Partners, L.P. v. The Cash Store Financial Services Inc. et al.*, Southern District of New York, Case 13 Civ. 3385 (VM); (iii) *Hughes v. The Cash Store Financial Services, Inc. et al.*, Alberta Court of Queen’s Bench, Court File No. 1303 07837; and (iv) *Dessis v. The Cash Store Financial Services, Inc. et al.*, Quebec Superior Court, No: 200-06-000165-137.

Schedule "B"

CASH STORE SECURITIES LITIGATION**NOTICE OF PROPOSED SETTLEMENT**

TO: All persons and entities, wherever they may reside or be domiciled, who acquired securities of Cash Store Financial Services Inc. ("Cash Store") between November 24, 2010 up to and including February 13, 2014 ("Class Members").

**READ THIS NOTICE CAREFULLY AS IT MAY AFFECT YOUR LEGAL RIGHTS.
YOU MAY NEED TO TAKE PROMPT ACTION**

The Plaintiffs have reached an agreement to settle the Proceedings (as defined below on this page) for a cash payment of CAD\$13,779,167 ("Settlement Amount"). If the settlement is approved by the Ontario Superior Court of Justice and such approval is recognized and enforced by the United States Bankruptcy Court for the Southern District of New York, all claims in the Proceedings by Class Members against all the Defendants and other Released Parties identified below at page 2, will be resolved.

IMPORTANT DEADLINES

Objection Deadline: for those who wish to object or make submissions regarding the proposed Settlement Agreement with Cash Store, the proposed Plan of Allocation, or Class Counsel Fee request. (See page 4 for more details) **November 9, 2015**

Claims Bar Deadline: to file a claim for compensation from the settlement. (See page 5 for more details) **January 8, 2016**

Background of Cash Store Class Actions and CCAA Proceeding

In June and July of 2013, class actions were commenced in the Ontario Superior Court of Justice ("Ontario Proceeding"), the Alberta Court of Queens's Bench ("Alberta Proceeding"), and the Quebec Superior Court ("Quebec Proceeding") (collectively, "Canadian Proceedings") by certain plaintiffs ("Canadian Plaintiffs") against Cash Store and certain of its officers and directors, including Gordon J. Reykdal, Nancy Bland, Craig Warnock, J. Albert Mondor, Ron Chicoyne and Michael M. Shaw ("Individual Defendants") (together with Cash Store, "Defendants").

In November 2013, a class action was commenced by certain plaintiffs (together with the Canadian Plaintiffs, "Plaintiffs") against Cash Store and certain of the Individual Defendants in the United States District Court for the Southern District of New York ("U.S. Proceeding"; together with the Canadian Proceedings, "Proceedings"). The Proceedings allege that Cash Store and the Individual Defendants made false and misleading statements regarding Cash Store's financial results, assets, business structure and transactions, which caused Cash Store securities

to trade at artificially inflated prices during the period from November 24, 2010 through February 13, 2014 (“Class Period”).

On April 14, 2014, Cash Store obtained creditor protection under the *Companies’ Creditors Arrangement Act* (“CCAA”), and the Ontario Superior Court ordered a stay of proceedings against the company and other parties (“CCAA Proceeding”). Orders and other materials relevant to the CCAA Proceeding can be found at the website for the court-appointed monitor (“Monitor”) in the CCAA Proceeding at <http://cfcanada.fticonsulting.com/cashstorefinancial/> (“Monitor’s Website”).

Who Acts for the Class Members

Siskinds LLP, Kirby McInerney LLP, Hoffner PLLC, and Siskinds Desmeules, sencl (collectively, “Class Counsel”) represent the Class Members in the Proceedings. If you want to be represented by another lawyer, you may hire one to appear in court for you at your own expense.

You will not have to directly pay any fees or expenses to Class Counsel. However, Class Counsel will seek to have their fees and expenses paid from any money obtained for the Class Members or paid separately by the Defendants. The fee request of Class Counsel is explained below.

Proposed Settlement with Cash Store

The Plaintiffs have entered into a proposed settlement with the Defendants (“Settlement Agreement”). The Settlement Agreement would settle, extinguish and bar all claims, globally, against the Defendants including the allegations in the Proceedings. The Defendants do not admit to any wrongdoing or liability. A complete copy of the proposed Settlement Agreement and other information about the Proceedings is available on the website of Siskinds LLP at www.classaction.ca/cashstore, and on the website of Kirby McInerney LLP at www.kmlp.com/cashstore (collectively, “Class Action Websites”).

The Settlement Agreement, if approved and its conditions fulfilled, provides that the Settlement Amount of CAD\$13,779,167 shall be paid into an interest bearing account, for the benefit of the Class Members until such time that it is distributed pursuant to a Plan of Allocation to be approved by order of the Ontario Superior Court, and to pay legal fees, disbursements, and other expenses in connection with the settlement. CAD\$8,904,167 of the Settlement Amount will be allocated to Class Members that acquired Cash Store’s 11.5% Senior Secured Notes due January 31, 2017 (“Notes”) during the Class Period, and CAD\$4,875,000 will be allocated to Class Members that acquired shares of Cash Store common stock during the Class Period.

In return, the Proceedings will be dismissed against the Defendants and their respective past, present and future subsidiaries, affiliates and related companies, partners, associates, employees, directors, officers, insurers, family members, heirs, administrators, executors, successors and assigns (collectively, “Released Parties”), and there will be an order forever barring all claims against them in relation to Cash Store, including any allegations relating to the Proceedings. Such order will be final and binding and there will be no ability to pursue a claim against the Defendants through an opt-out process under class proceedings or similar legislation.

The proposed settlement with the Defendants is subject to court approval by the Ontario Superior Court of Justice, and recognition and enforcement of the settlement approval order by the United States Bankruptcy Court for the Southern District of New York (“U.S. Bankruptcy Court”), as discussed below.

Hearing to Approve the Settlement Agreement, Plan of Allocation, and Class Counsel Fees on November 19, 2015 in Toronto, Ontario

On November 19, 2015 at ●, there will be a hearing before the Ontario Superior Court of Justice (“Settlement Approval Hearing”) at which Class Counsel will seek the Court’s approval of (i) the Settlement Agreement; (ii) a plan of allocation and distribution of the Settlement Amount (“Plan of Allocation”) and (iii) the fees and expense reimbursement requests of Class Counsel. The hearing will be held at [●, courtroom number ●]

The proposed Plan of Allocation sets out, among other things, (i) the method by which the Administrator (defined below) will review and process claim forms; and (ii) the method by which the Administrator will calculate the amount of compensation to be distributed to each Class Member. **Persons that suffered the same loss on their Cash Store securities may receive different levels of compensation, depending on the time at which they acquired and/or sold their securities, and whether they had any business or other relationship with Cash Store or the Individual Defendants. Persons or entities that were or are related to Cash Store’s “third party lenders” will not receive any compensation from the settlement.**

The Plan of Allocation can be found at the Class Action Websites, or by contacting Class Counsel at the contact information set out at the end of this notice.

At the Settlement Approval Hearing, the court will determine whether the Settlement Agreement and Plan of Allocation are fair, reasonable, and in the best interests of the Class Members. At that hearing, Class Counsel will also seek court approval of its request for fees and expense reimbursements (“Class Counsel Fees”). As is customary in class actions, Class Counsel is prosecuting the class actions on a contingent fee basis. Class Counsel is not paid as the matter proceeds, and Class Counsel funds the out-of-pocket expenses of conducting the litigation. Class Counsel will be requesting the following fees and disbursements to be deducted from the Settlement Amount before it is distributed to Class Members:

Siskinds LLP and Siskinds Desmeules, sencrl:

Amount requested: CAD\$2,221,289.06, plus disbursements (expenses), plus taxes

Kirby McInerney LLP and Hoffner PLLC

Amount requested: CAD\$1,263,085.94, plus disbursements (expenses), plus taxes

Class Counsel will also request that the fees and disbursements of Paul Hastings LLP (in its capacity as counsel to Coliseum Capital Management LLC), Goodmans LLP (in its capacity as counsel to the Ad Hoc Committee of Cash Store Noteholders), and, the Analysis Group, Inc. (an expert in calculating damages in securities litigation), respectively, in the amounts of US\$22,825.00, CAD\$276,573.32, and US\$112,896.98, plus applicable taxes, if any, incurred in

connection with this settlement be deducted and paid from the Settlement Amount before it is distributed to Class Members.

The court materials in support of these fee and disbursement requests will be posted on the Class Action Websites prior to the Settlement Approval Hearing.

Expenses incurred or payable relating to notification, implementation, and administration of the settlement, including taxes, (“Administration Expenses”) will also be paid from the Settlement Amount.

The amount of funds remaining after deduction of Class Counsel Fees, Administration Expenses, and any other fees, disbursements, expenses, costs, taxes and any other amounts incurred or payable relating to the prosecution or settlement of this action, or the approval, implementation and administration of the settlement including costs, fees, and expenses of notice to Class Members, and the fees, disbursements and taxes paid to the Administrator of the Settlement Amount, and any other fees and expenses ordered by the courts, (“Class Compensation Fund”) will be distributed to Class Members.

All Class Members may attend the Settlement Approval Hearing and ask to make submissions regarding the proposed Settlement Agreement, Plan of Allocation, or the Class Counsel Fees request.

Persons intending to object to the Settlement Agreement, Plan of Allocation, or the Class Counsel Fees request are required to deliver a Notice of Objection, substantially in the form that can be found on the Class Action Websites, and, if this Notice is received by mail or email, enclosed with this Notice, (“Notice of Objection”), to Siskinds LLP by regular mail, courier, or email transmission, to the contact information indicated on the Notice of Objection, so that it is received by no later than 5:00 p.m. on November 9, 2015. Copies of the Notices of Objection sent to Siskinds LLP will be filed with the Ontario Superior Court.

The Monitor will commence an ancillary case to the CCAA Proceeding under chapter 15 of the United States Bankruptcy Code in the U.S. Bankruptcy Court requesting recognition of the CCAA Proceeding. If the Settlement Agreement is approved, there will be a hearing in the U.S. Bankruptcy Court to consider the Monitor’s request for recognition and enforcement in the United States of the order granting approval of the Settlement Agreement. Notice of the Monitor’s motion will be provided and will include the applicable objection deadline and the time and date of the hearing before the U.S. Bankruptcy Court.

THE ONTARIO SUPERIOR COURT MAY APPROVE A PLAN OF ALLOCATION THAT IS DIFFERENT THAN THE PLAN OF ALLOCATION THAT IS PROPOSED BY CLASS COUNSEL. WHETHER OR NOT THEY SUBMIT A VALID CLAIM FORM, ALL PERSONS OR ENTITIES THAT ARE ENTITLED TO PARTICIPATE IN THE SETTLEMENT WILL BE BOUND BY THE PLAN OF ALLOCATION, WHATEVER IT MAY BE, THAT IS APPROVED BY THE ONTARIO SUPERIOR COURT.

The Administrator

The Ontario Superior Court has appointed RicePoint Administration Inc. (“RicePoint”) as the Administrator of the settlement. The Administrator will, among other things: (i) receive and process the Claim Forms (discussed below), (ii) make determinations of Class Members’ eligibility for compensation pursuant to the Plan of Allocation; (iii) communicate with Class Members regarding their eligibility for compensation; and (iv) manage and distribute the Class Compensation Fund. The Administrator can be contacted at:

Mailing Address: Cash Store Financial Services Inc. Securities Class Action
P.O. Box 3355
London, ON N6A 4K3

Telephone: 1-866-432-5534

Email Address: cashstoresecurities@ricepoint.com

URL for electronic filing: www.[●].com

Claims Filing Procedure and Deadline

Class Members will only be eligible for compensation from the Class Compensation Fund if they submit a complete Claim Form, including any supporting documentation required by the Claim Form, to the Administrator before **January 8, 2016**, (“**Claims Bar Deadline**”). Class Members are entitled to submit a Claim Form regardless of whether they submitted a Notice of Objection.

Claim Forms are available on the Class Action Websites, or, if you are receiving this notice by mail or email, attached to this notice.

To be eligible for compensation, Class Members must submit their Claim Form, postmarked via mail to the Administrator at the address listed above, or electronically through the URL for electronic filing listed above, NO LATER THAN the Claims Bar Deadline of January 8, 2016. If you do not submit a Claim Form by the Claims Bar Deadline of January 8, 2016, you will not receive any compensation from the Settlement Amount, but will remain bound by the final Settlement order and release.

The Class Compensation Fund will be distributed to Class Members in accordance with the Plan of Allocation that is approved by the court.

Further Information

If you would like additional information, please contact Siskinds LLP, Kirby McInerney LLP, Hoffner PLLC, or Siskinds Desmeules, sencrl using the information below:

<p>Serge Kalloghlian Siskinds LLP 100 Lombard Street, Toronto, ON, M5C 1M3 Re: Cash Store Class Action Tel: 1.800.461.6166 x 2380 (within North America) Tel: 519.672.2251 x 2380 (outside North America) Email: cashstore@siskinds.com</p>	<p>Ira M. Press Kirby McInerney LLP 825 Third Avenue, New York, NY 10022 Re: Cash Store Class Action Tel: 212-371-6600 Email: ipress@kmlp.com</p>
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Samy Elnemr Siskinds Desmeules, Avocats, sencrl 480, Saint-Laurent, suite 501, Montréal, Québec, H2Y 3Y7 Re: Cash Store Class Action Tel: 514.849.1970 Email: samy.elnemr@siskindsdesmeules.com	David S. Hoffner Hoffner PLLC 800 Third Avenue, 13 th Floor, New York, NY 10022 Re: Cash Store Class Action Tel: 212-471-6203 Email: hoffner@hoffnerpllc.com
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Interpretation

If there is a conflict between the provisions of this notice and the Settlement Agreement, the terms of the Settlement Agreement will prevail.

Please do not direct inquiries about this notice to the court. All inquiries should be directed to Class Counsel.

DISTRIBUTION OF THIS NOTICE HAS BEEN AUTHORIZED BY THE ONTARIO SUPERIOR COURT OF JUSTICE

Did you acquire securities of Cash Store Financial Services Inc.?

A proposed **CAD\$13,779,167 settlement** has been reached in the securities class actions commenced in Canada and the United States against Cash Store Financial Services Inc.

YOU MUST FILE A CLAIM TO PARTICIPATE

YOU HAVE A RIGHT TO OBJECT

A hearing will be held at ● a.m. on November 19, 2015 in the Ontario Superior Court of Justice to seek an Order approving the proposed settlement ("Settlement"), the method of distributing the settlement funds ("Plan of Allocation"), and the fees and expenses to be paid to lawyers ("Counsel Fees")(collectively, "Approval Order").

You have a right to object if you do not agree with the proposed Settlement, Plan of Allocation, or request for Counsel Fees.

IMPORTANT DEADLINES

To participate in the Settlement, you must file a claim by **January 8, 2016**.

To object to the Approval Order you must file an objection by **November 9, 2015**.

FOR MORE INFORMATION

visit www.classaction.ca/cashstore

and read the "**Cash Store Securities Litigation - Notice of Proposed Settlement**" to learn how to file a claim to participate in the Settlement, and how to object to the Approval Order.

OR CALL 1-800-461-6166 x 2380

Schedule "D"

THIS IS NOT A CLAIM FORM

NOTICE OF OBJECTION

ONLY USE THIS FORM IF YOU DO NOT LIKE THE CASH STORE SETTLEMENT

TO: SISKINDS LLP
680 Waterloo Street
PO Box 2520
London, ON N6A 3V8

Attention: Nicole Young

Email: cashstore@siskinds.com

RE: CASH STORE SETTLEMENT

I,

(insert name of person or entity objecting to the settlement)

acquired (please check all that apply)

- Shares
- Senior Secured Notes due January 31, 2017 ("Notes")

between November 24, 2010 and February 13, 2014 ("Class Period").

I **OBJECT** to the Cash Store Settlement, Plan of Allocation, or Counsel Fee requests for the following reasons (please attach extra pages if you require more space):

(Only submit an objection if you want to STOP or CHANGE the settlement, plan of allocation or counsel fee award)

THIS IS NOT A CLAIM FORM

THIS IS NOT A CLAIM FORM

- I DO NOT intend to appear at the hearing of the motion to approve the Cash Store Settlement, and I understand that my objection will be filed with the court prior to the hearing of the motion presently scheduled for ● .m. on November 19, 2015, at [361] University Ave., Toronto Ontario.
- I DO intend to appear, in person or by counsel, and to make submissions at the hearing of the motion to approve the Cash Store Settlement presently scheduled for ● .m. on November 19, 2015, at [361] University Ave., Toronto Ontario.

MY ADDRESS FOR SERVICE IS:
MY LAWYER'S ADDRESS FOR SERVICE IS (if applicable):

Name:

Name:

Address:

Address:

Tel:

Tel:

Fax:

Fax:

Email:

Email:

In order to object, you **must include proof** that you acquired your Cash Store securities during the Class Period. Please check the following box to confirm you have done so:

- I have attached to this Notice of Objection, proof of my purchase of shares and/or Notes of Cash Store Financial Services Inc. between November 24, 2010 and February 13, 2014, such as a copy of trade confirmation or account statement.

Remember, this is an **OBJECTION** form. This form will **NOT** entitle you to participate in the settlement. To participate in the settlement, you must submit the Claim Form (you are allowed to submit both forms).

- I understand that this is an objection form and will not entitle me to participate in the settlement. In order to participate in the settlement, I must still submit the form titled "Claim Form."
- I understand that my objection must be received by Siskinds LLP by mail, email, or courier at the address at the front of this form no later than **November 9, 2015** or it will not be filed with or considered by the Court.

Date: _____

Signature: _____

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 1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH
STORE FINANCIAL SERVICES INC.

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

FORTIER v. THE CASH STORE FINANCIAL SERVICES INC., *et al.*

Court File No: CV-13-48194300CP

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

Proceeding under the *Class Proceedings Act, 1992*

**ORDER
(Representation and Notice Approval)**

Siskinds LLP
Barristers & Solicitors
680 Waterloo Street
P.O. Box 2520
London, ON N6A 3V8

Charles M. Wright (LSUC # 36599Q)
Tel: 519-660-7753
Fax: 519-660-7754

100 Lombard Street, Suite 302
Toronto, ON M5C 1M3

Serge Kaloghlian (LSUC # 55557F)
Tel: 416-594-4392
Fax: 416-594-4393

Lawyers for the Ad Hoc Committee of Purchasers of the
Applicant's Securities, including the Ontario Securities
Class Action Plaintiff

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 1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH
STORE FINANCIAL SERVICES INC.

FORTIER v. THE CASH STORE FINANCIAL SERVICES INC., *et al.*

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

Court File No: CV-13-48194300CP

ONTARIO

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

Proceeding under the *Class Proceedings Act, 1992*

**MOTION RECORD OF THE SECURITIES
PLAINTIFFS (REPRESENTATION AND
NOTICE APPROVAL)**

Siskinds LLP

Barristers & Solicitors
680 Waterloo Street
P.O. Box 2520
London, ON N6A 3V8

Charles M. Wright (LSUC # 36599Q)

Tel: 519-660-7753
Fax: 519-660-7754

100 Lombard Street, Suite 302
Toronto, ON M5C 1M3

Serge Kalloghlian (LSUC # 55557F)

Tel: 416-594-4392
Fax: 416-594-4393

Lawyers for the Ad Hoc Committee of Purchasers of the
Applicant's Securities, including the Ontario Securities
Class Action Plaintiff