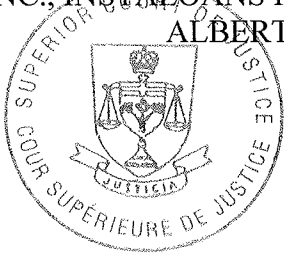


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE REGIONAL ) MONDAY, THE 1<sup>ST</sup> DAY  
)  
SENIOR JUSTICE MORAWETZ ) OF DECEMBER, 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**

**(Approval of Litigation Counsel Retainer)**

**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 November 18, 2014 and the Exhibits thereto (the "**Tenth Aziz Affidavit**") and the Twelfth Report of FTI Consulting Canada Inc. in its capacity as Monitor (the "**Monitor**"), the Supplement to the Twelfth Report of the Monitor dated November 27, 2014, 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 sworn and filed:

**LITIGATION COUNSEL RETAINER**

1. **THIS COURT ORDERS THAT** the Litigation Counsel Retainer (as defined the Tenth Aziz Affidavit) and the activities contemplated therein be and are hereby approved.

**GENERAL PROVISIONS**

2. **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.

3. **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.

 R.S.J.

ENTRÉ EN VIGUEUR À TORONTO  
ON / REGISTRATION  
LE / DATED IN REGISTERED NO.:



DEC 1 - 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**

**OSLER, HOSKIN & HARCOURT LLP**  
1 First Canadian Place  
P.O. Box 50  
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 of the Applicants