

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., Instalcons Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1093926 Alberta Ltd Doing Business as "The Title Store"

Jan 26-15

- M. Patson + M. Wasserman for Chief Restructuring Officer.
- B. O'Neill for Ad hoc Committee
- B.R. Wolf + S. Fultz for FTI Toronto
- E. Cobb for DIP holder
- K. Craig for Easyfinancial
- A. Hartney for Credit Administrators (Borrowers)

The mdr was not assigned.

They reviewed the applicant of the 1/23 and the statement beyond the 1/23

I am satisfied that the assets purchase agreement ("11/14") as filed Cash Store and easyfundment services have should be approved.

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

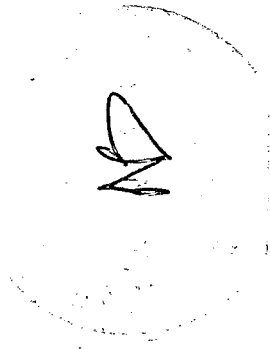
MOTION RECORD OF THE APPLICANTS
(easyfinancial Motion Returnable January 26, 2015)

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Counsel for the Chief Restructuring Officer



The record establishes that there has been a thought process of the market through the sales process.

The process for the sale of the Sunday assets ~~was~~ ^{attracted} ~~attracted~~ & bids which were ~~submitted~~ & evaluated by the Trustee, CRO as ~~notified~~.

The ~~best~~ ^{bid} of easyfinance was selected as the Successful Bid based on the judgment of the CRO (with the concurrence of the Trustee and financial advisors). I am satisfied that the Punderson's ~~best~~ ^{Bid} reports the best available outcome for all stakeholders.

The test to be met for approval of transactions of this type is set out in s36 of the CCAA. The test is, in my view, adequately nuanced in the CRO's ~~particular~~ ^{particular} study of paragraph 26. For the reasons set out in the ~~particular~~ ^{particular} I am satisfied that the s36 test has been met.

Conced to the CRO that noted that
cases issues with 37 leadless
are major. The Trustee is satisfied
with the ^{notice} process ^{for section 11.3 Assigned Contract;} which is set out
at paragraph 5 of the order
will provide all leadless with
sufficient opportunity to address the
outstanding issues.

The trustee ~~with~~ with ease/paid
is approved.

There was no objection to the ~~trustee's~~
request ~~for~~ to approve the
11th, 12th, 12th and suggested to the 12th

Report of all Trustee. The report
and activities are approved.

The Trustee ^{CRO have} has requested that the
Capital exhibit to the 13th Report
be sealed. It relates to the
bids received. I am satisfied,

having considered Sierra Club that
the Exhibit should be sealed
as it contains sensitive commercial
information, the disclosure of
which could be harmful to state health.
Motion granted and Resolved and
1st by order (as framed James Inc)
has been signed in the form
presented (with amendments to paragraph
5 to the draft in the 1st
Recod).

 J. F. James RST.