

**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"

APPLICANTS

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**MOTION RECORD OF THE APPLICANTS**  
(Stay Extension Motion Returnable May 20, 2015)

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May 20, 2015

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# TAB 1

**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 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"

APPLICANTS

**NOTICE OF MOTION**

**THE APPLICANTS**, 1511419 Ontario Inc., formerly known as The Cash Store Financial Services, Inc., ("**CSF**") and its affiliated companies 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., and 1693926 Alberta Ltd. doing business as "The Title Store" (collectively the "**Applicants**"), will make a motion to the Court on May 20, 2015 at 9:00 a.m., or as soon after that time as the motion can be heard, at 361 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR:**

1. An Order:
  - (a) Abridging the time for service of this Notice of Motion and the supporting materials and dispensing with service on any person other than those served;

- (b) Extending the stay of proceedings against the Applicants until September 18, 2015; and
- (c) Such further and other relief as this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

***Background***

1. The capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the affidavit of William E. Aziz sworn May 19, 2015;
2. The Amended and Restated Initial Order of Justice Morawetz dated April 15, 2014 (the “**Initial Order**”) declared that the Applicants are companies to which the CCAA applies and provided an initial stay of proceedings against the Applicants until May 14, 2014. The stay of proceedings was subsequently extended by this Honourable Court until June 1, 2015 (the “**Stay Period**”);

***Stay Extension***

3. The Applicants have been proceeding with good faith and due diligence to complete a restructuring under the CCAA;
4. On October 15, 2014, this Honourable Court granted an Order approving an Asset Purchase Agreement among the Applicants, as vendors, and National Money Mart Company (“**Money Mart**”), as purchaser, made as of October 8, 2014 (the “**Money Mart Transaction**”);
5. The Money Mart Transaction closed on February 6, 2015 and final purchase price adjustments under the Money Mart Transaction were completed in April 2015.

6. The Applicants executed the Transition Services Agreement with Money Mart on February 5, 2015 as a condition precedent to the completion of the Money Mart Transaction;
7. On April 10, 2015, the requirements of the Transition Services Agreement were fulfilled;
8. Cash Store is in the process of completing final reconciliations of payments due from Money Mart in respect of the TSA;
9. On January 26, 2015, this Honourable Court granted an Order approving an Asset Purchase Agreement among the Applicants, as vendors, and easyfinancial Services Inc (“**easyfinancial**”), as purchaser, made as of January 16, 2015 (the “**easyfinancial Transaction**”);
10. The easyfinancial Transaction closed on February 9, 2015;
11. On April 10, 2015, this Honourable Court granted an Order approving the proposed sale transaction (the “**CSFAML Transaction**”) contemplated by the Asset Purchase Agreement among the Applicants, as vendors, and CSF Asset Management Ltd., as purchaser;
12. CSFAML Transaction closed on April 14, 2015;
13. The purchase price for each of the Money Mart Transaction, the easyfinancial Transaction and the CSFAML Transaction were supported by Monitor’s Reports. The Monitor’s 11th Report, 13th Report and 16th Report each included a confidential appendix, which are subject to a sealing order;

14. As the transactions have closed, it is no longer necessary to maintain the confidentiality of the purchase price information for each of the Money Mart Transaction, the easyfinancial Transaction and the CSFAML Transaction;

15. The extension of the Stay Period is requested:

- (a) To permit the Court to hear a motion brought by representative counsel appointed in respect of the putative class action styled *Timothy Yeoman v. The Cash Store Financial Services et al.* to settle priority disputes relating to the distribution of proceeds of the Money Mart Transaction, the easyfinancial Transaction and the CSFAML Transaction;
- (b) To permit the Applicants, the CRO and the Monitor to attempt to finalize the terms of a settlement of the securities class action;
- (c) To permit the Applicants, the CRO and the Monitor to develop a plan of compromise or arrangement to distribute the estate's funds to those entitled to them;
- (d) To permit the Applicants, the CRO and the Monitor to address the Ontario fee collection issue and seek a consensual resolution with the Ontario regulator regarding a plan for distribution of any funds that were collected in error;
- (e) To permit the Applicants, the CRO and the Monitor to file the remaining tax returns and to receive any tax refunds owing from previous years, currently estimated to be in excess of \$3 million; and

(f) To permit the Applicants and the Monitor to continue to deal with various estate matters and address the wind down of the companies;

16. It is forecast that the Applicants will have sufficient liquidity to continue operations during the proposed extended Stay Period;

17. It is necessary and in the best interests of the Applicants and their stakeholders that the Stay Period be extended so that the Applicants are afforded the “breathing space” provided by the CCAA as they attempt to restructure their affairs;

18. The provisions of the CCAA, including sections 11 and 11.02 thereof, and the inherent and equitable jurisdiction of this Honourable Court;

19. Rules 2.03, 3.02, and 16 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and

20. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

1. Affidavit of William E. Aziz dated May 19, 2015 and attached exhibits;
2. The Seventeenth Report of the Monitor; and

3. Such further and other materials as counsel may advise and this Honourable Court may permit.

May 19, 2015

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Counsel to the Chief Restructuring Officer  
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**TO: SERVICE LIST**

**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 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 Instalogs 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

**NOTICE OF MOTION**

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Applicants

# TAB 2

**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 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"

APPLICANTS

**AFFIDAVIT OF WILLIAM E. AZIZ**  
**(Sworn May 19, 2015)**

I, William E. Aziz, of the Town of Oakville, in the Province of Ontario, MAKE OATH AND SAY:

1. This Affidavit is made in support of a motion by 1511419 Ontario Inc., formerly known as The Cash Store Financial Services, Inc., ("**Cash Store**") and its affiliated companies 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., and 1693926 Alberta Ltd. doing business as "The Title Store" (collectively the "**Applicants**") for an Order extending the stay of proceedings against the Applicants until September 18, 2015.

2. I am the President of BlueTree Advisors Inc. ("**BlueTree**"), which has been retained by Cash Store to act as Chief Restructuring Officer ("**CRO**") to the Applicants. I was retained pursuant to an Engagement Letter dated April 14, 2014, which was subsequently amended by a

letter dated July 17, 2014. BlueTree was appointed as CRO of the Applicants pursuant to paragraph 23 of the Amended and Restated Initial Order of Justice Morawetz dated April 15, 2014 (the “**Initial Order**”) made in respect of the Applicants’ proceedings under the *Companies’ Creditors Arrangement Act*, RSC 1985, c. C-36, as amended (the “**CCAA**”).

3. As the Applicants’ CRO, in accordance with the Initial Order, I have the authority to direct the operations and management of the Applicants and their restructuring, and the Applicants’ officers (including its executive management team) report to me. As such, I have personal knowledge of the matters deposed to herein, except where otherwise stated. I have spoken with certain of the Applicants’ officers, advisors and/or employees as well as the Monitor, and where I have relied on information from such discussions, I believe it to be true.

The information in this affidavit is arranged under the following headings:

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### ***Money Mart Sale Transaction Completed***

4. As explained in my February 9, 2015, affidavit, on October 15, 2014, this Honourable Court granted an Order (the “**Money Mart Approval Order**”) approving the proposed sale transaction (the “**Money Mart Transaction**”) contemplated by the Asset Purchase Agreement (the “**Money Mart APA**”) among the Applicants, as vendors, and National Money Mart Company ( “**Money Mart**”), as purchaser, dated October 8, 2014. The appeal period in respect of the Money Mart Approval Order expired without any motions for leave to appeal, and the Money Mart Approval Order is final and binding.

5. The Money Mart Transaction closed on February 6, 2015. Final purchase price adjustments under the Money Mart APA were completed in April 2015. The Applicants and the Monitor continue to work in good faith with Money Mart to complete the reconciliation of certain amounts due to Cash Store under the Money Mart APA in relation to Accrued Liabilities and Accounts Payable.

6. The Applicants executed a Transition Services Agreement with Money Mart on February 5, 2015 (the "TSA") as a condition precedent to the completion of the Money Mart Transaction. Pursuant to the TSA, the Applicants were required to provide essential operational and back office support to Money Mart to allow for a smooth transition to Money Mart. Cash Store was responsible for providing assistance with the in store point of sale system, certain record keeping and accounting services and information technology requirements at Money Mart's Acquired Locations until these locations were migrated onto Money Mart's systems.

7. The Applicants fulfilled the requirements of the TSA on April 10, 2015. Consequently, Cash Store had no further need for certain leased equipment or for certain services provided under contract. The relevant contracts were therefore disclaimed. In addition, the employment of the vast majority of the Applicants' remaining employees has been terminated and retention bonuses have been paid to those employees who qualified for a bonus.

8. The Applicants also disclaimed the lease for their former head office at 15511-123 Avenue, Edmonton, AB. The Applicants have closed the head office and are in the process of selling all of their remaining assets, including office furniture and office equipment. The Applicants have moved to a smaller office to achieve significant rent savings.

9. Cash Store is in the process of completing final reconciliations of payments due from Money Mart in respect of the TSA. It is anticipated that the final reconciliation will be complete in the near term.

10. As described in my affidavit dated November 18, 2014, a portion of the net proceeds of the Money Mart Transaction have been distributed to the DIP Lenders to repay amounts due by Cash Store pursuant to the DIP Facility and to the professionals entitled to a success fee in respect of the Money Mart Transaction. With the exception of the Exit Amount payable in respect of the DIP Facility, outstanding amounts under the DIP Facility have been repaid.

### ***easyfinancial Sale Transaction Completed***

11. As explained in my February 9, 2015, affidavit, on January 26, 2015, this Honourable Court granted an Order (the “**easyfinancial Sale Approval Order**”) approving the proposed sale transaction (the “**easyfinancial Transaction**”) contemplated by the Asset Purchase Agreement (the “**easyfinancial APA**”) among the Applicants, as vendors, and easyfinancial Services Inc (“**easyfinancial**”), as purchaser, dated January 16, 2015. The easyfinancial Transaction closed on February 9, 2015. Certain minor post-closing activities remain to be completed.

### ***CSF Asset Management Ltd. Transaction Completed***

12. On April 10, 2015, this Honourable Court granted an Order (the “**CSFAML Approval and Vesting Order**”) approving the proposed sale transaction (the “**CSFAML Transaction**”) contemplated by the Asset Purchase Agreement (the “**CSFAML APA**”) among the Applicants, as vendors, and CSF Asset Management Ltd. (“**CSFAML**”), as purchaser. The appeal period in respect of the CSFAML Approval and Vesting Order expired without any motions for leave to appeal, and the CSFAML Approval and Vesting Order is final and binding.

13. The CSFAML Transaction involved the sale of certain consumer loan accounts receivable that were residual assets of the Applicants that were not sold pursuant to the Money Mart Transaction or the easyfinancial Transaction, books and records associated with the consumer loan accounts receivable, the lease for one retail location and certain other assets.

14. The CSFAML Transaction closed on April 14, 2015 and the Monitor has received the funds from the CSFAML Transaction that were payable on closing. The Applicants also received the first of the Monthly Payments (as defined in the CSFAML APA) on May 11, 2015. The Applicants are working with CSFAML to address certain minor transition issues to ensure that all the consumer loan accounts receivable and associated books and records that were sold to CSFAML are properly transferred to CSFAML.

### ***Disclosure of Purchase Price for the Transactions***

15. There are a number of stakeholders who have an interest in knowing the proceeds of the Money Mart Transaction, the easyfinancial Transaction and the CSFAML Transaction. In the view of the Applicants, it is no longer necessary to maintain the confidentiality of the purchase price information now that each of the transactions has closed and the purchase price and certain other relevant financial information relating to the transactions should be disclosed. The Monitor agrees with this assessment.

16. Notwithstanding the foregoing, the sealing orders should remain in effect because the confidential appendices to the Monitor's 11<sup>th</sup>, 13<sup>th</sup> and 15<sup>th</sup> Reports include sensitive information, including confidential personal information such as the names and salaries of former Cash Store employees, that should not be part of the public record. The Monitor shares the Applicants' views regarding the confidential appendices.

## **Stay Extension**

17. The Applicants were granted protection from their creditors under the CCAA pursuant to the Initial Order. The Initial Order granted, *inter alia*, a stay of proceedings until May 14, 2014, or such later date as this Honourable Court may order (the “**Stay Period**”).

18. On May 13, 2014, the Stay Period was extended until May 16, 2014 and was subsequently extended until May 20, 2014. On May 17, 2014, this Honourable Court extended the Stay Period until June 17, 2014. On June 16, 2014, this Honourable Court extended the Stay Period until August 15, 2014. On August 7, 2014, this Honourable Court extended the Stay Period until September 30, 2014. On September 29, 2014, this Honourable Court extended the Stay Period until November 28, 2014. On November 21, 2014, this Honourable Court extended the Stay Period until February 27, 2015. On February 11, 2015, this Honourable Court extended the Stay Period until and including March 6, 2015. On March 2, 2015, this Honourable Court extended the Stay Period until and including June 1, 2015.

19. The Applicants have been proceeding in good faith and with due diligence to effect a restructuring under the CCAA, and in particular:

- (a) to complete the Money Mart Transaction, easyfinancial Transaction, and CSFAML Transaction, including any post-closing requirements;
- (b) to complete the requirements of the TSA; and
- (c) to attempt to resolve the multiple disputes between the various interested parties, including disputes with representative counsel to the putative consumer class

action styled *Timothy Yeoman v. The Cash Store Financial Services et al.*  
 (“**Representative Counsel**”).

20. In addition to the activities outlined above, I have, among other things:
- (a) Continued to communicate with the Applicants’ various payday regulators;
  - (b) Continued to work with senior management with respect to winding down the business operations of the Applicants and the management of their cash resources;
  - (c) Responded to a number of inquiries from the Applicants’ stakeholders;
  - (d) Continued to work towards the sale of all remaining assets;
  - (e) Worked closely with the Monitor with respect to all aspects of the Applicants’ restructuring under the CCAA.
21. The extension of the Stay Period is requested:
- (a) To permit the Court to hear a motion to settle priority disputes brought by Representative Counsel relating to the distribution of proceeds of the Money Mart Transaction, the easyfinancial Transaction and the CSFAML Transaction. A case conference to set the date for the priority dispute motion is scheduled for May 20, 2015;
  - (b) To permit the Applicants and I, in consultation with the Monitor, to attempt to finalize the terms of a settlement of the securities class action;

- (c) To permit the Applicants and I, in consultation with the Monitor, to develop a plan of compromise or arrangement to distribute the estate's funds to those entitled to them;
- (d) To permit the Applicants and I, in consultation with the Monitor, to address the Ontario fee collection issue and seek a consensual resolution with the Ontario regulator regarding a plan for distribution of any funds that were collected in error;
- (e) To permit the Applicants and I, in consultation with the Monitor, to file the remaining tax returns and to receive any tax refunds owing from previous years, currently estimated to be in excess of \$3 million; and
- (f) To permit the Applicants and the Monitor to continue to deal with various estate matters and address the wind down of the companies.

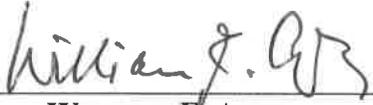
22. It is necessary and in the best interests of the Applicants and their stakeholders that the Stay Period be extended and the Applicants afforded the "breathing space" provided by the CCAA as they attempt to restructure their affairs.

23. I believe that the funds received from the Money Mart Transaction, the easyfinancial Transaction, the CSFAML Transaction, and any tax refunds paid to the Applicants will provide sufficient liquidity to allow the Applicants to operate during the proposed extended Stay Period. I understand that the Monitor will file a Report including cash flow statements that will indicate that the Applicants will have sufficient liquidity to operate during the proposed extended Stay Period.

24. I believe that it is appropriate to extend the Stay Period to September 18, 2015 and that the Applicants have acted and continue to act in good faith and with due diligence in these CCAA proceedings. It is my understanding that the extension of the Stay Period to September 18, 2015 is supported by the Monitor.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario this 19<sup>th</sup> day of May, 2015.

  
\_\_\_\_\_  
COMMISSIONER FOR TAKING AFFIDAVITS  
Patrick Kiederer

}   
\_\_\_\_\_  
WILLIAM E. AZIZ

**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 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"**

*Ontario*  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

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Counsel for the Chief Restructuring Officer

# TAB 3

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

THE HONOURABLE REGIONAL ) FRIDAY, THE 20<sup>th</sup> DAY  
)  
SENIOR JUSTICE MORAWETZ ) OF MAY, 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"

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 361 University Avenue, Toronto, Ontario.

**ON READING** the affidavit of William E. Aziz sworn May 19, 2015 (the "**Aziz Affidavit**") and the Seventeenth 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 sworn and filed:

Draft

## **SERVICE**

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.

## **STAY EXTENSION**

2. **THIS COURT ORDERS** that the Stay Period provided in the Amended and Restated Initial Order dated April 15, 2014 (the “**Initial Order**”) in these proceedings, as amended, be and is hereby extended until and including September 18, 2015, or such later date as this Court may order.

## **MONITOR’S ACTIVITIES**

3. **THIS COURT ORDERS** that the Sixteenth Report of the Monitor dated April 7, 2015 and the Monitor’s activities therein are hereby approved.

## **GENERAL PROVISIONS**

4. **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.

Draft

5. **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.

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Draft

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 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"

*Ontario*  
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**ORDER**

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Draft

**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 1511419 Ontario Inc., formerly known as The Cash Store Financial Services, Inc. and its affiliated companies 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 Installoys Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd. doing business as "The Title Store"**

***Ontario***  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

Proceeding commenced at Toronto

**MOTION RECORD OF THE APPLICANTS**  
(Sale Approval Motion Returnable April 9, 2015)

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