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*Attorneys for FTI Consulting Canada Inc., as
Monitor and Foreign Representative of
The Cash Store Financial Services Inc.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 15
 :
THE CASH STORE FINANCIAL SERVICES INC., :
 : Case No. 15-12813 (MEW)
Debtor in a Foreign Proceeding. :
 :
-----X

**MOTION FOR ORDER SPECIFYING FORM AND
MANNER OF SERVICE OF NOTICE**

FTI Consulting Canada Inc. is the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of The Cash Store Financial Services Inc. (“**CSF**”), The Cash Store Inc., TCS Cash Store Inc., Installoys Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd. d/b/a “The Title Store” (collectively, the “**Cash Store Applicants**”),¹ in a proceeding (the “**Canadian Proceeding**”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”).

¹ CSF, The Cash Store Inc., TCS Cash Store Inc., and Installoys Inc. have formally changed their names and are currently registered as the following Ontario and Alberta numbered companies: 1511419 Ontario Inc., 1545688 Alberta Inc., 986301 Alberta Inc., and 1152919 Alberta Inc.

The Monitor has commenced this chapter 15 case ancillary to the Canadian Proceeding by filing a *Verified Petition for Recognition of Foreign Proceeding and Related Relief* (the “**Petition**”)² with the accompanying documentation required pursuant to sections 1504 and 1515 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”).

The Monitor makes this motion (the “**Motion**”) pursuant to sections 105(a), 1514, and 1515 of the Bankruptcy Code and Rules 1007, 1011, 2002, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) for an order in the form annexed hereto as Exhibit A (the “**Proposed Order**”) (i) approving notice of the Petition in the form annexed thereto as Exhibit 1 (the “**Notice**”), (ii) specifying the manner of service of the Notice, (iii) scheduling a hearing to consider the Petition, and (iv) establishing deadlines for the filing of responses and objections to the relief sought in the Petition.

In support thereof, the Monitor respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the “Amended Standing Order of Reference Re: Title 11” of the United States District Court for the Southern District of New York (Preska, C.J.) dated January 31, 2012.

2. This case has been properly commenced pursuant to section 1504 of the Bankruptcy Code by the filing of this Petition for recognition of the Canadian Proceeding pursuant to section 1515 of the Bankruptcy Code. This is a core proceeding pursuant to section 157(b)(2)(P) of title 28 of the United States Code, and the Court may enter a final order in respect of it under Article III of the United States Constitution.

² Capitalized terms used but not defined herein shall have the meanings assigned to them in the Petition.

3. Venue is proper in this District pursuant to 28 U.S.C. § 1410(2) and (3) because CSF is a defendant in a class action in this District, and venue here is otherwise consistent with the interests of justice and convenience of the parties having regard to the relief sought by the Monitor.

BACKGROUND

4. For a detailed description of the Cash Store Applicants' business, corporate organization, operations, capital structure, the Canadian Proceeding, and circumstances leading to the filing of this chapter 15 case, the Court is respectfully referred to the Petition.

RELIEF REQUESTED

5. Bankruptcy Rule 2002(q)(1) provides that 21 days' notice of a hearing on a petition for recognition of a foreign proceeding must be given to "the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all entities against whom provisional relief is being sought under §1519 of the [Bankruptcy] Code, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and such other entities as the court may direct." Fed. R. Bankr. P. 2002(q)(1). Bankruptcy Rules 2002(m) and 9007, in turn, provide that when notice is to be given under the Bankruptcy Rules, the court may enter orders designating the form and manner in which such notice shall be given. Fed. R. Bankr. P. 2002(m) and 9007.

6. The Monitor respectfully requests that the Notice be approved by this Court pursuant to Bankruptcy Rules 2002(m) and 9007, and that it be permitted to serve the Notice (i) by electronic mail to the extent email addresses are available and otherwise by United States mail, first-class postage prepaid, upon the Office of the United States Trustee for the Southern District of New York, the U.S. Internal Revenue Service, and all other parties against

whom relief is sought (or their counsel), including any such parties that have addresses outside the United States, as reflected in the schedule attached hereto as Exhibit B, in accordance with Bankruptcy Rules 1010 and 7004(a) and (b) within three (3) business days of entry of the Proposed Order or another order granting the relief requested herein, and (ii) by posting on the Monitor's website at <http://cfcanada.fticonsulting.com/cashstorefinancial/>. The Monitor requests that the foregoing be approved as adequate and sufficient notice of the Petition in light of the extensive notice already provided in the Canadian Proceeding as described in the Petition and the *Declaration of Kurt J. Elgie Regarding Notice of Proposed Securities Class Action Settlement* filed contemporaneously herewith.³ Copies of notices served in the Canadian Proceeding are annexed hereto as Exhibit C.

7. In addition, if any party files a notice of appearance in this case, the Monitor proposes to serve the Notice and subsequent notices upon such party within five (5) days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel).

8. The Monitor respectfully requests that the Court require that objections or responses, if any, to the Petition be made pursuant to the Bankruptcy Code, the local rules of the Court, and the Bankruptcy Rules and in writing describing the basis therefore, which objection or response must be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court's electronic case filing system, and by all other parties in interest, on a 3.5 inch disc, preferably in Portable Document Format (PDF), Word Perfect or any other Windows-based word processing format, with a hard copy to the Chambers of the Honorable

³ See also Meetings Order and Representation and Notice Approval Order entered by the Ontario Court which are annexed as Exhibits B and C, respectively, to the *Declaration of Ken Coleman* filed contemporaneously herewith, detailing notice provided in the Canadian Proceeding.

Michael E. Wiles, United States Bankruptcy Judge, and served upon counsel for the Monitor, by the deadline ordered by this Court. Notices to counsel for the Monitor should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020, Attention: Ken Coleman and Mark Nixdorf.

9. The Monitor respectfully requests that a hearing to consider the Petition be scheduled at a time convenient for the Court and the parties, in accordance with Bankruptcy Rule 2002(q). A hearing before the Ontario Court to consider whether to sanction the Plan and thereby make it binding in Canada is scheduled on November 19, 2015 (the “**Sanction Hearing**”). In order to align this ancillary case with the main proceeding, and thereby minimize cost and delay, the Monitor respectfully requests that this Court schedule hearing to consider the Petition as close as possible to the Sanction Hearing.

10. The Monitor respectfully requests that the Court waive the requirements of section 1514(c) of the Bankruptcy Code, which provides that when “a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim” 11 U.S.C. § 1514(c). The claims process for CSF will be managed by the Monitor, and ample notice of all relevant bar dates and related requirements will be provided in the Canadian Proceeding.

NOTICE

11. The Monitor requests that this Court enter the Proposed Order without notice to creditors. Upon entry of the Proposed Order, the Monitor will serve the Notice in the manner approved in the Proposed Order. In light of the nature of the relief requested herein, the Monitor submits that no other or further notice of this Motion is necessary or required.

CONCLUSION

WHEREFORE, the Monitor respectfully requests (i) the entry of an order in the form of the Proposed Order approving the form and manner of service of the Notice, (ii) the waiver of the requirements of section 1514(c) of the Bankruptcy Code, and (iii) such other and further relief as is appropriate under the circumstances.

Dated: New York, New York
October 16, 2015

ALLEN & OVERY LLP

By: /s/ Ken Coleman
Ken Coleman
Mark Nixdorf
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New York, New York 10020
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*Attorneys for FTI Consulting Canada Inc., as
Monitor and Foreign Representative of
The Cash Store Financial Services Inc.*

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
 In re: : Chapter 15
 :
 THE CASH STORE FINANCIAL SERVICES INC., :
 : Case No. 15-12813 (MEW)
 Debtor in a Foreign Proceeding. :
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ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE

FTI Consulting Canada Inc. is the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of The Cash Store Financial Services Inc. (“**CSF**”), The Cash Store Inc., TCS Cash Store Inc., Instaloes Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd. d/b/a “The Title Store” in a proceeding (the “**Canadian Proceeding**”)¹ under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”). The Monitor has commenced this chapter 15 case ancillary to the Canadian Proceeding by filing a *Verified Petition for Recognition of Foreign Proceeding and Related Relief* (the “**Petition**”) with the accompanying documentation required pursuant to sections 1504 and 1515 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”).

By its *Motion for Order Specifying Form and Manner of Service of Notice* (the “**Motion**”), the Monitor requested the entry of an order pursuant to sections 105(a), 1514, and 1515 of the Bankruptcy Code and Rules 1007, 1011, 2002, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) (i) approving the notice of the Petition in the form annexed hereto as Exhibit 1 (the “**Notice**”), (ii) specifying the manner of service of the

¹ CSF, The Cash Store Inc., TCS Cash Store Inc., and Instaloes Inc. have formally changed their names and are currently registered as the following Ontario and Alberta numbered companies: 1511419 Ontario Inc., 1545688 Alberta Inc., 986301 Alberta Inc., and 1152919 Alberta Inc.

Notice, and (iii) scheduling a hearing on the relief sought in the Petition, and (iv) establishing deadlines for the filing of responses and objections to the relief sought in the Petition.

The Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and sections 109(a) and 1501 of the Bankruptcy Code, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (iii) venue is proper in this district pursuant to 28 U.S.C. § 1410(2) and (3), and after due deliberation and good and sufficient cause appearing for approval of the Motion,

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

ORDERED, that the Motion is approved; and it is further

ORDERED, that the form of the Notice is hereby approved; and it is further

ORDERED, that copies of the Notice shall be served by the Monitor by (i) by electronic mail to the extent email addresses are available and otherwise by United States mail, first-class postage prepaid, upon the Office of the United States Trustee for the Southern District of New York, the U.S. Internal Revenue Service, and all other parties (or their counsel) as set forth in the schedule attached hereto as Exhibit 2, in accordance with Bankruptcy Rules 1010 and 7004(a) and (b), on or before October ____, 2015 and (ii) by posting on the Monitor's website at <http://cfcanada.fticonsulting.com/cashstorefinancial/>; and it is further

ORDERED, that if any party files a notice of appearance in this case, the Monitor shall serve the Notice and subsequent notices upon such party within five (5) days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel); and it is further

ORDERED, that responses or objections to the Petition must be made pursuant to the Bankruptcy Code, the local rules of the Court, and the Bankruptcy Rules and in writing

describing the basis therefore, which objection or response must be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court's electronic case filing system, and by all other parties in interest, on a 3.5 inch disc, preferably in Portable Document Format (PDF), Word Perfect or any other Windows-based word processing format, with a hard copy to the Chambers of the Honorable Michael E. Wiles, United States Bankruptcy Judge, and served upon counsel for the Monitor, by no later than _____, **2015, at _:00 .m.** Eastern Time. Notices to counsel for the Monitor should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020, Attention: Ken Coleman and Mark Nixdorf; and it is further

ORDERED, that a hearing to consider the Petition is scheduled for _____, **2015, at _:00 .m.** Eastern Time; and it is further

ORDERED, that service of the Notice in accordance with this Order is hereby approved as adequate and sufficient notice and service on all interested parties; and it is further

ORDERED, that all notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to any and all matters relating to the interpretation or implementation of this Order.

Dated: New York, New York
October __, 2015

United States Bankruptcy Judge

EXHIBIT 1

Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
 In re: : Chapter 15
 :
 THE CASH STORE FINANCIAL SERVICES INC., :
 : Case No. 15-12813 (MEW)
 Debtor in a Foreign Proceeding. :
 :
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**NOTICE OF FILING AND HEARING ON PETITION SEEKING RECOGNITION OF
FOREIGN PROCEEDING PURSUANT TO CHAPTER 15 OF
THE UNITED STATES BANKRUPTCY CODE AND RELATED RELIEF**

PLEASE TAKE NOTICE that on October 16, 2015, FTI Consulting Canada Inc., in its capacity as the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of The Cash Store Financial Services Inc. (“**CSF**”), The Cash Store Inc., TCS Cash Store Inc., Instaloans Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd. d/b/a “The Title Store”¹ in a proceeding (the “**Canadian Proceeding**”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”), filed a petition (the “**Petition**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) under chapter 15 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”) commencing a case ancillary to the Canadian Proceeding and seeking: (i) recognition of the Canadian Proceeding as a “foreign main proceeding”, and (ii) enforcement in the United States of certain provisions of the Cash Store Applicants’ Plan of Compromise and Arrangement under the CCAA (the “**Plan**”) relating to CSF’s affairs in the United States as sanctioned by an order of the Ontario Court which is expected to be entered following a hearing on November 19, 2015 (the “**Plan Sanction Order**”).

PLEASE TAKE FURTHER NOTICE that the enforcement of Plan requested by the Monitor in the United States is conditioned on the prior entry of the Plan Sanction Order by the Ontario Court. A hearing to consider the Plan Sanction Order is currently scheduled on November 19, 2015 before the Ontario Court. If the Plan Sanction Order is entered by the Ontario Court, the Monitor will file a copy with the Bankruptcy Court and make it available on the Monitor’s website at <http://cfcanada.fticonsulting.com/cashstorefinancial/>.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing on **November __, 2015 at __: __.m. (ET)** before the Honorable Michael E. Wiles in Courtroom 617 of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408 to consider the Petition and any responses or objections thereto (the “**Recognition Hearing**”).

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to submit a response or objection to the Petition must do so pursuant to the Bankruptcy Code and the Local and Federal Rules of Bankruptcy Procedure. Such response or objection must be made in writing describing the basis therefore and filed with the Bankruptcy Court electronically in accordance with General Order M-399 by registered

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users of the Court's electronic case filing system, and by all other parties in interest, on a 3.5 inch disc, preferably in Portable Document Format (PDF), Word Perfect or any other Windows-based word processing format, with a hard copy to the Chambers of Michael E. Wiles, United States Bankruptcy Judge, and served upon counsel for the Monitor so as to be received by them no later than **November __, 2015 at __: __ .m. (ET)**. Notices to counsel for the Monitor should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, NY 10020, Attention: Ken Coleman and Mark Nixdorf.

PLEASE TAKE FURTHER NOTICE that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the relief requested in the Petition without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court at the Recognition Hearing of the adjourned date or dates or any further adjourned hearing.

PLEASE TAKE FURTHER NOTICE that no time period or place for the filing of proofs of claim has been established and secured creditors need not file proofs of claim at this time.

Copies of the Petition and other filings in this case are presently available (1) on the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov> (a PACER login and a password are required to retrieve a document), (2) from the Monitor through its website at <http://cfcanada.fticonsulting.com/cashstorefinancial/>, and/or (3) upon request of the Monitor's counsel addressed to:

Allen & Overy LLP
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New York, New York 10020
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Attention: Mark Nixdorf
mark.nixdorf@allenovery.com

Dated: New York, New York
October __, 2015

ALLEN & OVERY LLP

By: /s/ Ken Coleman
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*Attorneys for FTI Consulting Canada Inc., as
Monitor and Foreign Representative of
The Cash Store Financial Services Inc.*

EXHIBIT 2

Service List

Party/Counsel	Address
Counsel to the Chief Restructuring Officer (“CRO”)	<p>Osler Hoskin & Harcourt LLP P.O. Box 50, 1 First Canadian Place Toronto ON M5X 1B8 Attention: Marc Wasserman Attention: Jeremy Dacks Attention: Patrick Riesterer Attention: Karin Sachar</p>
CRO Litigation Counsel	<p>Thornton Grout Finnigan LLP Suite 3200, 100 Wellington Street West P.O. Box 329, Toronto-Dominion Centre Toronto, ON M5K 1K7 Canada Attention: John L. Finnigan Attention: Erin Pleet Attention: Megan Keenberg</p>
Financial Advisors to the CRO	<p>Rothschild Inc. 1251 Avenue of the Americas 33rd floor New York NY 10020 USA Attention: Neil Augustine Attention: Bernard Douton</p>
Monitor	<p>FTI Consulting Canada Inc. TD Waterhouse Tower 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto ON M4K 1G8 Attention: Greg Watson Attention: Jeff Rosenberg</p>
Counsel to the Monitor	<p>McCarthy Tétrault Suite 5300, TD Bank Tower Box 48, 66 Wellington Street West Toronto ON M5K 1E6 Attention: James Gage Attention: Heather Meredith Attention: Geoff R. Hall Attention: Stephen Fulton</p>
Counsel to <i>Ad Hoc</i> Noteholders	<p>Goodmans LLP Bay Adelaide Centre 333 Bay Street, Suite 3400 Toronto ON M5H 2S7 Attention: Robert J. Chadwick Attention: Brendan O’Neill</p>

Party/Counsel	Address
Counsel to Coliseum Capital Management	<p>Norton Rose Fulbright Canada LLP Suite 3800, Royal Bank Plaza, South Tower 200 Bay Street, P.O. Box 84 Toronto, ON M5J 2Z4 Attention: Orestes Pasparakis Attention: Alan Merskey Attention: Virginie Gauthier Attention: Alex Schmitt</p>
Lawyers for 0678786 B.C. Ltd. (formerly the McCann Family Holding Corporation)	<p>Bennett Jones LLP (Calgary Office) 4500 Bankers Hall East, 855 2nd Street SW Calgary, AB T2P 4K7 Attention: Grant Stapon Attention: Kenneth Lenz</p> <p>Bennett Jones LLP (Toronto Office) Suite 3400, One First Canadian Place P.O. Box 130, Toronto, ON M5X 1A4 Attention: Robert W. Staley Attention: Raj S. Sahni Attention: Jonathan Bell</p>
Computershare Trust Company, N.A., as Indenture Trustee, and Computershare Trust Company of Canada, as Collateral Trustee and Indenture Trustee (“Computershare”)	<p>Computershare Trust Company of Canada and Computershare Trust Company, NA 100 University Avenue, 11th Floor, North Tower Toronto, ON M5J 2Y1 Attention: Patricia Wakelin, Corporate Trust Officer Attention: Shelley Bloomberg, Manager, Corporate Trust Attention: Mohanie Shivprasad, Associate Trust Officer Attention: Tina Vitale, Senior VP, Corporate Trust Attention: John Wahl, Corporate Trust Officer Attention: Michael Smith Attention: Lisa Kudo</p>
Lawyers for Computershare and agents for Perkins Coie LLP, US counsel to Computershare	<p>Dickinson Wright LLP 199 Bay Street, Suite 2200, P.O. Box 447 Commerce Court Postal Station Toronto, ON M5L 1G4 Attention: Michael A. Weinczok Attention: David P. Preger</p>
US Counsel to Computershare	<p>Perkins Coie LLP 30 Rockefeller Plaza 22nd Floor New York, New York 10112-0085 United States of America Attention: Tina N. Moss Attention: Ronald T. Sarubbi</p>

Party/Counsel	Address
Counsel to Mr. Cameron Schiffner	<p>Duncan Craig LLP 2800 Scotia Place 10060 Jasper Avenue Edmonton, Alberta T5J 3V9 Attention: Darren R. Bieganeck, Q.C.</p>
Counsel to the Plaintiff in the class action of <i>Timothy Yeoman v. The Cash Store Financial Services Inc. et al.</i> (Court File No. 7908/12CP)	<p>Harrison Pensa LLP 450 Talbot Street London, ON N6A 5J6 Attention: Jonathan Foreman Attention: Genevieve Meisenheimer Attention: Lindsay Merrifield</p>
Agents for Harrison Pensa, counsel to Timothy Yeoman (class plaintiff) (Court File No. 7908/12CP)	<p>Koskie Minsky LLP 20 Queen Street West, Suite 900 P.O. Box 52 Toronto, ON M5H 3R3 Attention; Andrew J. Hatnay Attention: James Harnum Attention: Adrian Scotchmer</p>
Lawyers for an Ad Hoc Committee of Purchasers of the Applicant's Securities, including the Representative Plaintiff in the Ontario Class Action against the Applicant	<p>Siskinds LLP 100 Lombard Street, Suite 302 Toronto, ON M5C 1M3 Canada Attention: Charles M. Wright Attention: Serge Kalloghlian Attention: Alex Dimson</p>
Counsel for DirectCash Bank, DirectCash ATM Processing Partnership, DirectCash ATM Management Partnership, DirectCash Payments Inc., DirectCash Management Inc. and DirectCash Canada Limited Partnership ("DirectCash") who are co- defendants with The Cash Store Financial Services Inc. and The Cash Store Inc. (the "Cash Store") in class action (Court File No. 7908/12CP)	<p>Lax O'Sullivan Scott Lisus LLP Suite 2750, 145 King Street West Toronto, ON M5H 1J8 Canada Attention: Eric R. Hoaken</p> <p>JJS Barristers Suite 800, The Lancaster Building 304 - 8 Avenue SW Calgary, Alberta T2P 1C2 Canada Attention: Robert Hawkes, Q.C.</p>

Party/Counsel	Address
Omini Ventures Ltd.	Bruce Cormie Email: muskytoe@hotmail.com
L-Gen Management Inc.	Vernon Nelson Email: vmnelson7@hotmail.com
1396309 Alberta Ltd.	Bruce Hull Email: bruce.hull@hotmail.com
Counsel for the Plaintiffs in 8 class proceedings commenced against Cash Store	Hordo Bennett Mounteer LLP 1400 – 128 West Pender Vancouver, B.C. V6B 1R8 Attention: Paul R. Bennett Attention: Mark W. Mounteer
Chief Restructuring Officer of the Applicants	BlueTree Advisors Inc. Attention: William E. Aziz Suite 5600 100 King Street West First Canadian Place Toronto, ON M5X 2A2, Canada
Counsel to DirectCash (as defined above) in all matters pertaining to this restructuring other than the class action matter.	Dentons Canada LLP 850 - 2nd Street SW 15th Floor, Bankers Court Calgary Alberta T2P 0R8 Dentons Canada LLP 77 King Street West Suite 400, Toronto-Dominion Centre Toronto, Ontario M5K 0A1 Canada Attention: David W. Mann Attention: Robert J. Kennedy Attention: Doug Schweitzer
Counsel to GMR Marketing, a Division of Omnicom Canada Inc.	Gowling Lafleur Henderson LLP 1 First Canadian Place 100 King Street West, Suite 1600 Toronto, Ontario M5X 1G5 Canada Attention: Neil Abbott
Lawyers for Gordon Reykdal, Edward C. McClelland and 424187 Alberta Ltd.	Lenczner Slaght Royce Smith Griffin LLP 130 Adelaide St W., Suite 2600 Toronto, ON Canada M5H 3P5 Attention: Peter Griffin Attention: Matthew B. Lerner
Lawyers for Moody's	Ross Barristers 123 John Street, Suite 300 Toronto, ON M5V 2E2 Attention: Mark A. Ross

Party/Counsel	Address
Counsel to Mr. Walker, Noteholder	<p>Donald J. Blackett Barrister & Solicitor #221, 1001 – 6th Avenue Canmore, Alberta T1W 3L8</p>
Counsel to Quinco Financial Inc., the landlord for the head office premises for The Cash Store Financial Services Inc.. in Edmonton	<p>Bryan & Company LLP 2600 Manulife Place 10180 – 101 Street Edmonton, Alberta, T5J 3Y2 Michael W. Crozier</p>
Counsel to Craig Warnock, Cash Store’s CFO and a defendant in the Ontario class action and the Alberta action initiated by Assistive Financial Corp.	<p>Crawley MacKewn Brush LLP Suite 800 179 John Street Toronto, ON M5T 1X4 Attention: Melissa MacKewn Attention: Michael L. Byers</p>
Counsel to Reynolds Mirth Richards & Farmer LLP	<p>Reynolds Mirth Richards & Farmer LLP Manulife Place Suite 3200-10180 101 St NW Edmonton, AB T5J 3W8 Attention: Douglas N. Tkachuk, Q.C.</p>
Counsel at the Alberta Securities Commission / Investigative Accountant	<p>Alberta Securities Commission Suite 600, 250-5th Street SW Calgary, AB, T2P 0R4 Attention: Lorenz Berner Attention: Nicole Chute CA</p>
Lawyers for 424187 Alberta Ltd.	<p>Miller Thomson LLP Scotia Plaza 40 King Street West, Suite 5800 P.O. Box 1011 Toronto, ON M5H 3S1 Attention: Jeffrey Carhart</p>
Lawyers for Emerson Developments (Holdings) Ltd.	<p>Blaney McMurtry LLP 2 Queen Street East, Suite 1500 Toronto, Ontario M5C 3G5 Attention: John C. Wolf</p>

Party/Counsel	Address
Lawyers for KS Alliston West LP and bcIMC Realty Corporation (collectively the “Bentall Kennedy Landlords”)	Blaney McMurtry LLP 2 Queen Street East, Suite 1500 Toronto, Ontario M5C 3G5 Attention: John C. Wolf
Counsel to National Money Mart Company	Davies Ward Phillips & Vineberg LLP 1501 McGill College, Suite 2600 Montreal, QC H3A 3N9 Attention: Elliot Greenstone
Counsel to National Money Mart Company	King & Spalding 1180 Peachtree Street, NE Atlanta, GA 30309 Attention: Austin Jowers
Lawyers for McBeetle Holdings	Polly Faith LLP 80 Richmond St. W., Suite 1300 Toronto ON M5H 2A4 Attention: Harry Underwood
Lawyers for KPMG LLP	McLennan Ross LLP 600 McLennan Ross Building 12220 Stony Plain Road Edmonton, AB T5N 3Y4 Attention: Graham McLennan, Q.C.
Lawyers for KPMG LLP	Fasken Martineau DuMoulin LLP 333 Bay Street, Suite 2400 Bay Adelaide Centre, Box 20 Toronto, ON M5H 2T6 Attention: Aubrey E. Kauffman Attention: Dylan A. Chochla
Lawyers for Albert Mondor, Ron Chicoyne, Michael Shaw, Robert Gibson and William Dunn	Torys LLP 79 Wellington St. W., 30 th Floor Box 270, TD South Tower Toronto, ON M5K 1N2 Attention: John A. Fabello Attention: Rebecca Wise
Lawyers for Cassels Brock & Blackwell LLP	Stikeman Elliott LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9 Attention: Daniel Murdoch Attention: David R. Byers Attention: David Spence

Party/Counsel	Address
Lawyers for Canaccord Genuity Inc.	<p>Chernos Flaherty Svonkin LLP 40 University Avenue, Suite 710 Toronto, Ontario M5J 1T1 Attention: David Chernos Attention: Patrick Flaherty</p>
<p>Counsel for Lead Plaintiffs in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i>, 13 Civ. 3385 (S.D.N.Y.) (VM)</p>	<p>Hoffner PLLC 800 Third Avenue, 13th Floor New York, NY 10022 Attention: David S. Hoffner</p> <p>Kirby McInerney LLP 825 Third Avenue New York, NY 10022 Attention: Ira M. Press</p>
<p>Attorneys for Tanda K. Tindell in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i>, 13 Civ. 3385 (S.D.N.Y.) (VM)</p>	<p>Scott Scott, L.L.P.(NYC) 405 Lexington Ave , 40th Floor New York, NY 10174 Attention: Joseph Peter Guglielmo</p>
<p>Attorney for Raymond Burek in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i>, 13 Civ. 3385 (S.D.N.Y.) (VM)</p>	<p>The Rosen Law Firm P.A. 350 5th Avenue, Suite 5508 New York, NY 10118 Attention: Phillip C. Kim</p>
<p>Attorneys for The Cash Store Financial Services Inc., Gordon Reykdal, and Michael Shaw in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i>, 13 Civ. 3385 (S.D.N.Y.) (VM)</p>	<p>Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of The Americas New York, NY 10019 Attention: Richard A. Rosen Attention: Caitlin Elizabeth Grusauskas</p>

Party/Counsel	Address
Attorneys for Nancy Bland in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i> , 13 Civ. 3385 (S.D.N.Y.) (VM)	Axinn, Veltrop & Harkrider, LLP 114 West 47th Street New York, NY 10036 Attention: Donald W. Hawthorne Attention: Gail Lee Gottehrer Attention: Thomas Gerard Rohback
Attorney for Craig Warnock in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i> , 13 Civ. 3385 (S.D.N.Y.) (VM)	Mayer Brown LLP (NY) 1675 Broadway New York, NY 10019 Attention: Joseph De Simone

EXHIBIT B

Service List

Party/Counsel	Address
Counsel to the Chief Restructuring Officer (“CRO”)	<p>Osler Hoskin & Harcourt LLP P.O. Box 50, 1 First Canadian Place Toronto ON M5X 1B8 Attention: Marc Wasserman Attention: Jeremy Dacks Attention: Patrick Riesterer Attention: Karin Sachar</p>
CRO Litigation Counsel	<p>Thornton Grout Finnigan LLP Suite 3200, 100 Wellington Street West P.O. Box 329, Toronto-Dominion Centre Toronto, ON M5K 1K7 Canada Attention: John L. Finnigan Attention: Erin Pleet Attention: Megan Keenberg</p>
Financial Advisors to the CRO	<p>Rothschild Inc. 1251 Avenue of the Americas 33rd floor New York NY 10020 USA Attention: Neil Augustine Attention: Bernard Douton</p>
Monitor	<p>FTI Consulting Canada Inc. TD Waterhouse Tower 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto ON M4K 1G8 Attention: Greg Watson Attention: Jeff Rosenberg</p>
Counsel to the Monitor	<p>McCarthy Tétrault Suite 5300, TD Bank Tower Box 48, 66 Wellington Street West Toronto ON M5K 1E6 Attention: James Gage Attention: Heather Meredith Attention: Geoff R. Hall Attention: Stephen Fulton</p>
Counsel to <i>Ad Hoc</i> Noteholders	<p>Goodmans LLP Bay Adelaide Centre 333 Bay Street, Suite 3400 Toronto ON M5H 2S7 Attention: Robert J. Chadwick Attention: Brendan O’Neill</p>

Party/Counsel	Address
Counsel to Coliseum Capital Management	<p>Norton Rose Fulbright Canada LLP Suite 3800, Royal Bank Plaza, South Tower 200 Bay Street, P.O. Box 84 Toronto, ON M5J 2Z4 Attention: Orestes Pasparakis Attention: Alan Merskey Attention: Virginie Gauthier Attention: Alex Schmitt</p>
Lawyers for 0678786 B.C. Ltd. (formerly the McCann Family Holding Corporation)	<p>Bennett Jones LLP (Calgary Office) 4500 Bankers Hall East, 855 2nd Street SW Calgary, AB T2P 4K7 Attention: Grant Stapon Attention: Kenneth Lenz</p> <p>Bennett Jones LLP (Toronto Office) Suite 3400, One First Canadian Place P.O. Box 130, Toronto, ON M5X 1A4 Attention: Robert W. Staley Attention: Raj S. Sahn Attention: Jonathan Bell</p>
Computershare Trust Company, N.A., as Indenture Trustee, and Computershare Trust Company of Canada, as Collateral Trustee and Indenture Trustee (“Computershare”)	<p>Computershare Trust Company of Canada and Computershare Trust Company, NA 100 University Avenue, 11th Floor, North Tower Toronto, ON M5J 2Y1 Attention: Patricia Wakelin, Corporate Trust Officer Attention: Shelley Bloomberg, Manager, Corporate Trust Attention: Mohanie Shivprasad, Associate Trust Officer Attention: Tina Vitale, Senior VP, Corporate Trust Attention: John Wahl, Corporate Trust Officer Attention: Michael Smith Attention: Lisa Kudo</p>
Lawyers for Computershare and agents for Perkins Coie LLP, US counsel to Computershare	<p>Dickinson Wright LLP 199 Bay Street, Suite 2200, P.O. Box 447 Commerce Court Postal Station Toronto, ON M5L 1G4 Attention: Michael A. Weinczok Attention: David P. Preger</p>
US Counsel to Computershare	<p>Perkins Coie LLP 30 Rockefeller Plaza 22nd Floor New York, New York 10112-0085 United States of America Attention: Tina N. Moss Attention: Ronald T. Sarubbi</p>

Party/Counsel	Address
Counsel to Mr. Cameron Schiffner	<p>Duncan Craig LLP 2800 Scotia Place 10060 Jasper Avenue Edmonton, Alberta T5J 3V9 Attention: Darren R. Bieganeck, Q.C.</p>
Counsel to the Plaintiff in the class action of <i>Timothy Yeoman v. The Cash Store Financial Services Inc. et al.</i> (Court File No. 7908/12CP)	<p>Harrison Pensa LLP 450 Talbot Street London, ON N6A 5J6 Attention: Jonathan Foreman Attention: Genevieve Meisenheimer Attention: Lindsay Merrifield</p>
Agents for Harrison Pensa, counsel to Timothy Yeoman (class plaintiff) (Court File No. 7908/12CP)	<p>Koskie Minsky LLP 20 Queen Street West, Suite 900 P.O. Box 52 Toronto, ON M5H 3R3 Attention: Andrew J. Hatnay Attention: James Harnum Attention: Adrian Scotchmer</p>
Lawyers for an Ad Hoc Committee of Purchasers of the Applicant's Securities, including the Representative Plaintiff in the Ontario Class Action against the Applicant	<p>Siskinds LLP 100 Lombard Street, Suite 302 Toronto, ON M5C 1M3 Canada Attention: Charles M. Wright Attention: Serge Kalloghlian Attention: Alex Dimson</p>
Counsel for DirectCash Bank, DirectCash ATM Processing Partnership, DirectCash ATM Management Partnership, DirectCash Payments Inc., DirectCash Management Inc. and DirectCash Canada Limited Partnership ("DirectCash") who are co-defendants with The Cash Store Financial Services Inc. and The Cash Store Inc. (the "Cash Store") in class action (Court File No. 7908/12CP)	<p>Lax O'Sullivan Scott Lisus LLP Suite 2750, 145 King Street West Toronto, ON M5H 1J8 Canada Attention: Eric R. Hoaken</p> <p>JJS Barristers Suite 800, The Lancaster Building 304 - 8 Avenue SW Calgary, Alberta T2P 1C2 Canada Attention: Robert Hawkes, Q.C.</p>

Party/Counsel	Address
Omini Ventures Ltd.	Bruce Cormie Email: muskytoe@hotmail.com
L-Gen Management Inc.	Vernon Nelson Email: vmnelson7@hotmail.com
1396309 Alberta Ltd.	Bruce Hull Email: bruce.hull@hotmail.com
Counsel for the Plaintiffs in 8 class proceedings commenced against Cash Store	Hordo Bennett Mounteer LLP 1400 – 128 West Pender Vancouver, B.C. V6B 1R8 Attention: Paul R. Bennett Attention: Mark W. Mounteer
Chief Restructuring Officer of the Applicants	BlueTree Advisors Inc. Attention: William E. Aziz Suite 5600 100 King Street West First Canadian Place Toronto, ON M5X 2A2, Canada
Counsel to DirectCash (as defined above) in all matters pertaining to this restructuring other than the class action matter.	Dentons Canada LLP 850 - 2nd Street SW 15th Floor, Bankers Court Calgary Alberta T2P 0R8 Dentons Canada LLP 77 King Street West Suite 400, Toronto-Dominion Centre Toronto, Ontario M5K 0A1 Canada Attention: David W. Mann Attention: Robert J. Kennedy Attention: Doug Schweitzer
Counsel to GMR Marketing, a Division of Omnicom Canada Inc.	Gowling Lafleur Henderson LLP 1 First Canadian Place 100 King Street West, Suite 1600 Toronto, Ontario M5X 1G5 Canada Attention: Neil Abbott
Lawyers for Gordon Reykdal, Edward C. McClelland and 424187 Alberta Ltd.	Lenczner Slaght Royce Smith Griffin LLP 130 Adelaide St W., Suite 2600 Toronto, ON Canada M5H 3P5 Attention: Peter Griffin Attention: Matthew B. Lerner
Lawyers for Moody's	Ross Barristers 123 John Street, Suite 300 Toronto, ON M5V 2E2 Attention: Mark A. Ross

Party/Counsel	Address
Counsel to Mr. Walker, Noteholder	<p>Donald J. Blackett Barrister & Solicitor #221, 1001 – 6th Avenue Canmore, Alberta T1W 3L8</p>
Counsel to Quinco Financial Inc., the landlord for the head office premises for The Cash Store Financial Services Inc.. in Edmonton	<p>Bryan & Company LLP 2600 Manulife Place 10180 – 101 Street Edmonton, Alberta, T5J 3Y2 Michael W. Crozier</p>
Counsel to Craig Warnock, Cash Store’s CFO and a defendant in the Ontario class action and the Alberta action initiated by Assistive Financial Corp.	<p>Crawley MacKewn Brush LLP Suite 800 179 John Street Toronto, ON M5T 1X4 Attention: Melissa MacKewn Attention: Michael L. Byers</p>
Counsel to Reynolds Mirth Richards & Farmer LLP	<p>Reynolds Mirth Richards & Farmer LLP Manulife Place Suite 3200-10180 101 St NW Edmonton, AB T5J 3W8 Attention: Douglas N. Tkachuk, Q.C.</p>
Counsel at the Alberta Securities Commission / Investigative Accountant	<p>Alberta Securities Commission Suite 600, 250-5th Street SW Calgary, AB, T2P 0R4 Attention: Lorenz Berner Attention: Nicole Chute CA</p>
Lawyers for 424187 Alberta Ltd.	<p>Miller Thomson LLP Scotia Plaza 40 King Street West, Suite 5800 P.O. Box 1011 Toronto, ON M5H 3S1 Attention: Jeffrey Carhart</p>
Lawyers for Emerson Developments (Holdings) Ltd.	<p>Blaney McMurtry LLP 2 Queen Street East, Suite 1500 Toronto, Ontario M5C 3G5 Attention: John C. Wolf</p>

Party/Counsel	Address
Lawyers for KS Alliston West LP and bcIMC Realty Corporation (collectively the “Bentall Kennedy Landlords”)	Blaney McMurtry LLP 2 Queen Street East, Suite 1500 Toronto, Ontario M5C 3G5 Attention: John C. Wolf
Counsel to National Money Mart Company	Davies Ward Phillips & Vineberg LLP 1501 McGill College, Suite 2600 Montreal, QC H3A 3N9 Attention: Elliot Greenstone
Counsel to National Money Mart Company	King & Spalding 1180 Peachtree Street, NE Atlanta, GA 30309 Attention: Austin Jowers
Lawyers for McBeetle Holdings	Polly Faith LLP 80 Richmond St. W., Suite 1300 Toronto ON M5H 2A4 Attention: Harry Underwood
Lawyers for KPMG LLP	McLennan Ross LLP 600 McLennan Ross Building 12220 Stony Plain Road Edmonton, AB T5N 3Y4 Attention: Graham McLennan, Q.C.
Lawyers for KPMG LLP	Fasken Martineau DuMoulin LLP 333 Bay Street, Suite 2400 Bay Adelaide Centre, Box 20 Toronto, ON M5H 2T6 Attention: Aubrey E. Kauffman Attention: Dylan A. Chochla
Lawyers for Albert Mondor, Ron Chicoyne, Michael Shaw, Robert Gibson and William Dunn	Torys LLP 79 Wellington St. W., 30 th Floor Box 270, TD South Tower Toronto, ON M5K 1N2 Attention: John A. Fabello Attention: Rebecca Wise
Lawyers for Cassels Brock & Blackwell LLP	Stikeman Elliott LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9 Attention: Daniel Murdoch Attention: David R. Byers Attention: David Spence

Party/Counsel	Address
Lawyers for Canaccord Genuity Inc.	<p>Chernos Flaherty Svonkin LLP 40 University Avenue, Suite 710 Toronto, Ontario M5J 1T1 Attention: David Chernos Attention: Patrick Flaherty</p>
<p>Counsel for Lead Plaintiffs in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i>, 13 Civ. 3385 (S.D.N.Y.) (VM)</p>	<p>Hoffner PLLC 800 Third Avenue, 13th Floor New York, NY 10022 Attention: David S. Hoffner</p> <p>Kirby McInerney LLP 825 Third Avenue New York, NY 10022 Attention: Ira M. Press</p>
<p>Attorneys for Tanda K. Tindell in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i>, 13 Civ. 3385 (S.D.N.Y.) (VM)</p>	<p>Scott Scott, L.L.P.(NYC) 405 Lexington Ave , 40th Floor New York, NY 10174 Attention: Joseph Peter Guglielmo</p>
<p>Attorney for Raymond Burek in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i>, 13 Civ. 3385 (S.D.N.Y.) (VM)</p>	<p>The Rosen Law Firm P.A. 350 5th Avenue, Suite 5508 New York, NY 10118 Attention: Phillip C. Kim</p>
<p>Attorneys for The Cash Store Financial Services Inc., Gordon Reykdal, and Michael Shaw in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i>, 13 Civ. 3385 (S.D.N.Y.) (VM)</p>	<p>Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of The Americas New York, NY 10019 Attention: Richard A. Rosen Attention: Caitlin Elizabeth Grusauskas</p>

Party/Counsel	Address
Attorneys for Nancy Bland in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i> , 13 Civ. 3385 (S.D.N.Y.) (VM)	Axinn, Veltrop & Harkrider, LLP 114 West 47th Street New York, NY 10036 Attention: Donald W. Hawthorne Attention: Gail Lee Gottehrer Attention: Thomas Gerard Rohback
Attorney for Craig Warnock in <i>Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.</i> , 13 Civ. 3385 (S.D.N.Y.) (VM)	Mayer Brown LLP (NY) 1675 Broadway New York, NY 10019 Attention: Joseph De Simone

EXHIBIT C

Canadian Proceeding Notices

NOTICE OF MEETING
and
INFORMATION STATEMENT
with respect to the
PLAN OF COMPROMISE AND ARRANGEMENT
under the
COMPANIES' CREDITORS ARRANGEMENT ACT

concerning, affecting and involving

**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" (collectively, the "Applicants")**

October 7, 2015

This Information Statement is being distributed to creditors of the Applicants in respect of meetings called to consider the proposed plan of compromise and arrangement that are scheduled to be held on November 10, 2015, at the offices of McCarthy Tétrault LLP, 66 Wellington Street West, Suite 5300, Toronto, Ontario.

These materials require your immediate attention. You should consult your legal, financial, tax and other professional advisors in connection with the contents of these documents. If you have any questions regarding voting procedures or other matters or if you wish to obtain additional copies of these materials, you may contact the court-appointed monitor, FTI Consulting Canada Inc., by telephone at

(416)-649-8105 (Toronto local) or 1-855-774-4790 (toll-free) or by email at cashstorefinancial@fticonsulting.com. Copies of these materials and other materials in the within proceedings are also posted on the following website: <http://cfcanada.fticonsulting.com/cashstorefinancial>.

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" (COLLECTIVELY,
THE "APPLICANTS")

NOTICE OF MEETINGS OF CREDITORS
OF THE APPLICANTS.

NOTICE IS HEREBY GIVEN that meetings (the "**Meetings**") of creditors of the Applicants entitled to vote on a plan of compromise and arrangement (the "**Plan**") proposed by the Applicants under the *Companies Creditors' Arrangement Act* (the "**CCAA**") will be held for the following purposes:

- (1) to consider and, if deemed advisable, to pass, with or without variation, a resolution to approve the Plan; and
- (2) to transact such other business as may properly come before the Meetings or any adjournment thereof.

The Meetings are being held pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated September 30, 2015 (the "**Meetings Order**"). Capitalized terms used herein and not otherwise defined shall have the meaning given to them in the Meetings Order.

NOTICE IS ALSO HEREBY GIVEN that the Meetings Order established the procedures for the Applicants to call, hold and conduct Meetings of the holders of Affected Creditor Claims to consider and pass resolutions, if thought advisable, approving the Plan and to transact such other business as may be properly brought before the Meetings. For the purpose of voting on and receiving distributions pursuant to the Plan, the holders of Claims will be grouped into two classes, being the Senior Lender Class and the Secured Noteholder Class.

NOTICE IS ALSO HEREBY GIVEN that the Meetings will be held at the following dates, times and location:

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Date: November 10, 2015

Time 9:00 a.m. – Senior Lender Class
10:00 a.m. – Secured Noteholder Class

Location: Offices of McCarthy Tétrault LLP, 66 Wellington Street West, Suite 5300, Toronto, Ontario

Subject to paragraph 25 of the Meetings Order, only those creditors with Affected Claims (each an “**Eligible Voting Creditor**”) will be eligible to attend the applicable Meetings and vote on a resolution to approve the Plan. A holder of an Unaffected Claim, as defined in the Plan, shall not be entitled to attend or vote at the Meetings in respect of such Unaffected Claim. September 28, 2015 has been set as the record date for holders of Secured Notes to determine entitlement to vote at the Meetings.

Any Eligible Voting Creditor who is unable to attend the applicable Meeting may vote by proxy, subject to the terms of the Meetings Order. Further, any Eligible Voting Creditor who is not an individual may only attend and vote at the applicable Meeting if a proxy holder has been appointed to act on its behalf at such Meeting. Secured Noteholders must vote by providing instructions to their respective nominees/intermediaries in accordance with the terms of the Meetings Order.

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved at the Meetings by the Required Majorities of the Affected Creditors and other necessary conditions are met, the Applicants intend to make an application to the Court on November 19, 2015 (the “**Sanction Hearing**”) seeking an order sanctioning the Plan pursuant to the CCAA (the “**Sanction Order**”). Among other things, the Plan provides for the distribution of the proceeds of the Applicants’ remaining assets to the Senior Lender Class and the Secured Noteholder Class. Any person wishing to oppose the application for the Sanction Order must serve a copy of the materials to be used to object to the Plan and oppose the application and setting out the basis for such opposition upon the lawyers for the Applicants, the Monitor, and the Ad Hoc Committee as well as those parties listed on the Service List posted on the Monitor’s website. Such materials must be served by not later than November 12, 2015, or, if the hearing for the Sanction Order is delayed, by no later than 5:00 pm the date that is 7 days prior to the Sanction Hearing. **If you do not file a timely objection and appear at the Sanction Hearing, either in person or by your lawyer, the CCAA Court may grant relief that bars or otherwise impairs any rights you may have against, or in respect of, the Applicants and the Released Parties (as defined in the Plan).**

NOTICE IS ALSO HEREBY GIVEN that in order for the Plan to become effective:

- i. the Plan must be approved by the Required Majorities of Affected Creditors entitled to vote and voting on the Plan as required under the CCAA and in accordance with the terms of the Meetings Order;
- ii. the Plan must be sanctioned by the Court; and
- iii. the conditions to implementation and effectiveness of the Plan as set out in the Plan and summarized in the Information Statement must be satisfied or waived.

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Additional copies of the Information Package, including the Information Statement and the Plan, may be obtained from the Monitor's Website at <http://cfcanada.fticonsulting.com/cashstorefinancial>.

DATED at Toronto, Ontario, this 7th day of October, 2015.

INFORMATION STATEMENT

SUMMARY OF PLAN

*This information statement (the “**Information Statement**”) provides a summary of certain information contained in the schedules hereto (collectively, the “**Schedules**”), and is provided for the assistance of creditors only. The governing documents are the Plan, which is attached as Schedule “B” to this Information Statement, and the Meetings Order granted by the Court on September 30, 2015 (the “**Meetings Order**”), which is attached as Schedule “C” to this Information Statement. This summary is qualified in its entirety by the more detailed information appearing in the Plan, the Meetings Order or that is referred to elsewhere in the Information Statement. Creditors should carefully read the Plan and the Meetings Order, and not only this Information Statement. In the event of any conflict between the contents of this Information Statement and the provisions of the Plan or the Meetings Order, the provisions of the Plan or the Meetings Order govern.*

Capitalized words and terms not otherwise defined in this Information Statement have the meaning given to those words and terms in the Plan and the Meetings Order.

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**” or “**Cash Store**”) were engaged in the alternative financial products and services business. The Applicants provided alternative financial products and services to individuals across Canada, including payday loans in applicable jurisdictions, primarily through retail branches under the banners “Cash Store Financial”, “Instaloans” and “The Title Store”. The Applicants operated retail branches in all of Canada’s provinces and territories except Quebec and Nunavut.

The type of product offered by the Applicants varied by jurisdiction, driven primarily by differences in the regulatory framework in different provinces and territories. The following is a summary of the Applicants’ primary product offerings:

- **Direct Loans:** In British Columbia, Alberta, Saskatchewan and Nova Scotia, the Applicants’ primary product offering was the payday loan (a short-term, non-collateralized loan).
- **Brokered Loans:** In New Brunswick, Newfoundland, Northwest Territories, Prince Edward Island and Yukon, the Applicants brokered requests made by their customers for loans from third-party lenders.

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- **Brokered Lines of Credit:** On October 1, 2012 in Manitoba and February 1, 2013 in Ontario, the Applicants stopped offering payday loans and instead launched unsecured medium term revolving credit line products, all of which were brokered out to third-party lenders.

On June 7, 2013, the Director designated under the *Ministry of Consumer and Business Services Act*, R.S.O. 1990, c. M.21, filed an application in the Ontario Superior Court of Justice seeking a declaration that the Applicants' basic line of credit product offered in Ontario (the "**Ontario LOC Product**") was subject to the *Payday Loans Act, 2008*, S.O. 2008, Ch. 9 (the "**Payday Loans Act**"), and that the Applicants must obtain a broker license in order to continue offering this product. On February 12, 2014, the Court concluded that the Ontario LOC Product was subject to the Payday Loans Act and ordered that the Applicants were prohibited from acting as loan broker in respect of the Ontario LOC Product without a broker's license under the Payday Loans Act. On February 12, 2014, the Applicants ceased offering the Ontario LOC Product at all of their Ontario branches.

In addition, on February 15, 2014, regulations came into force in Ontario under the Payday Loans Act that required the Applicant to obtain a lender's license (the "**Lender's License**") under the Payday Loans Act to continue offering certain line of credit products in Ontario. The Applicants applied for a Lender's License in advance of the regulations coming into force and, on February 13, 2014, the Ontario Registrar issued a proposal to refuse to issue a Lender's License to the Applicants. On March 27, 2014, the Ontario Registrar issued a final notice of its decision not to grant a Lender's License to the Applicants. Following the Ontario Registrar's final decision, the Applicants were not eligible to re-apply for a license for period of 12 months. As a result, the Applicants were unable to offer new loans in Ontario. Ontario operations accounted for roughly 30% of the Applicants' revenue in fiscal 2013. In addition, since the Applicants were unable to offer new Ontario LOC Product loans, their ability to collect outstanding customer accounts receivable was also significantly impaired.

Insolvency Proceedings: On April 14, 2014, the Applicants sought and obtained protection from their creditors under the *Companies' Creditors Arrangement Act* (the "**CCAA**") pursuant to an order (the "**Initial Order**") of the Ontario Superior Court of Justice (the "**Court**"). Pursuant to the Initial Order, FTI Consulting Canada Inc. was appointed as monitor (the "**Monitor**") of the Applicants in the CCAA proceedings (the "**CCAA Proceedings**"). The Applicants sought CCAA protection due to immediate challenges to their continued operations based

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primarily upon the regulatory issues affecting their core business, as discussed above, and also multiple class actions that had been filed against the Applicants requiring defence across Canada and the United States, and cash flow issues, all of which resulted in a significant deterioration of the Applicants' liquidity position and the need to file for creditor protection under the CCAA.

At the commencement of the CCAA Proceedings, the Applicants were capitalized mainly by (i) a \$12 million senior secured credit facility (the "**Senior Secured Debt**") and (ii) \$127.5 million of second lien secured notes (the "**Secured Notes**").

CSF's shares previously traded on the New York Stock Exchange ("**NYSE**") and Toronto Stock Exchange ("**TSX**"). CSF voluntarily delisted its shares from the NYSE on February 28, 2014 and was delisted from the TSX effective May 23, 2014.

The Sale Process:

Prior to the commencement of the CCAA Proceedings, Rothschild Inc. was retained by the Applicants to act as financial advisor and commenced a mergers and acquisitions process (the "**Sale Process**") to seek a sale or significant investment in the Applicants. The Sale Process continued during the CCAA Proceedings and resulted in a series asset sale transactions pursuant to which the Applicants sold substantially all of their assets (the "**Asset Sales**") and which were approved by Orders of the Court on October 15, 2014, January 26, 2015 and April 10, 2015. The Asset Sales have all closed and are described further below:

- **National Money Mart Transaction:** the Applicants entered into an asset purchase agreement with National Money Mart Company ("**NMM**") dated October 8, 2014, pursuant to which NMM agreed to purchase a significant portion of the Applicants' business and assets, including 150 of the Applicants' branches and a number of other assets, for a purchase price of \$51,129,141, subject to final adjustments. NMM is one of Canada's largest payday loan lenders and has existing relationships with payday regulators. The transaction with NMM closed on February 6, 2015.
- **easyfinancial Transaction:** the Applicants entered into an asset purchase agreement with easyfinancial Services Inc. ("**easyfinancial**") on January 16, 2015 pursuant to which easyfinancial agreed to purchase the lease rights and obligations for 45 of the Applicants' locations and certain other associated assets for a purchase price of \$2,504,338, subject to final adjustments. The transaction with easyfinancial closed on February 9, 2015.

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- **CSF Asset Management Transaction:** the Applicants entered into an asset purchase agreement with CSF Asset Management Ltd. ("**CSF Asset Management**") pursuant to which CSF Asset Management agreed to purchase certain of the Applicants' receivables in respect of payday loans, lines of credit or other loans made by the Applicants that were not sold as part of the NMM transaction, for a purchase price of \$650,000. The transaction with CSF Asset Management closed on April 14, 2015.

The Monitor received funds on behalf of the Applicants from each of the Asset Sales (the "**Asset Sale Proceeds**"). The Asset Sale Proceeds have since been used in part to fund the Applicants' remaining operations, repay a portion of the DIP Credit Facility (discussed below) and fund the Applicants' ongoing restructuring efforts. The remaining Asset Sale Proceeds are being held in trust by the Monitor.

Following completion of the Asset Sales and the completion of the transition services that were being performed for NMM, the Applicants are engaged in minimal ongoing operational activities and the focus of their efforts has been attending to various post-closing matters with respect to the Asset Sales, the orderly wind-down of the Applicants' remaining business and assets and the resolution of outstanding claims asserted against the Applicants by various plaintiff groups and asserted by the Applicants against certain third party defendants.

The DIP Credit Facility

During the CCAA proceedings, the Applicants were funded mainly through a super-priority debtor-in-possession credit facility (the "**DIP Credit Facility**") approved by the Court and provided by certain members of the Ad Hoc Committee of Secured Noteholders (the "**Ad Hoc Committee**"). On completion of the Asset Sales, the Asset Sales Proceeds were used to repay the majority of the amounts outstanding under the DIP Credit Facility. The remaining amounts due under the DIP Credit Facility will be repaid in full pursuant to the Plan.

Estate Litigation:

On November 14, 2014, pursuant to an engagement agreement (the "**Litigation Counsel Retainer**"), the Applicants retained Thornton Grout Finnigan LLP and Voorheis & Co LLP (collectively, "**Litigation Counsel**") to investigate certain potential claims by the Applicants against third parties (collectively, the "**Estate Claims**") and to advance such claims on behalf of the Applicants. The Litigation Counsel Retainer was approved by the Court on December 1, 2015. The Litigation Counsel Retainer provides for a fee arrangement pursuant to which the Applicants agreed to pay

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Litigation Counsel a contingency fee of 33.33% of amounts recovered in respect of the Estate Claims, plus disbursements and taxes. A copy of the Litigation Counsel Retainer is appended to the Plan as Schedule E.

Litigation Counsel has commenced a number of Estate Claims against various third party defendants. Certain of the Estate Claims have been settled pursuant to the Settlements (discussed below); however, a number of the Estate Claims remain outstanding (the "**Remaining Estate Actions**"). The Remaining Estate Actions are potentially valuable assets of the Applicants' estate. In order to continue the prosecution of the Remaining Estate Actions, an individual shall be designated and retained to act as litigation trustee (the "**Litigation Trustee**") to instruct Litigation Counsel following implementation of the Plan pursuant to the terms and conditions for the retention of the Litigation Trustee as the same may be agreed to among the Applicants, the Litigation Counsel and the Ad Hoc Committee (the "**Litigation Trustee Retainer**").

In addition, pursuant to the Plan, the Applicants shall establish a cash reserve (the "**Litigation Funding and Indemnity Reserve**") in the amount satisfactory to the Applicants, Litigation Counsel, the Ad Hoc Committee and the Monitor, which shall be maintained and administered by the Monitor in accordance with a Litigation Funding and Indemnity Reserve Agreement to be entered into in connection with the Plan. The Litigation Funding and Indemnity Reserve will serve as security for the Litigation Counsel in respect of disbursements, security for costs and/or any adverse cost awards that may be incurred in connection with the prosecution of the Remaining Estate Actions, from and after the implementation of the Plan.

The Settlements:

Throughout the CCAA Proceedings, the Applicants have engaged in ongoing negotiations with various litigation claimants and other interested parties in an effort to resolve (i) numerous claims made against the Applicants and their assets and (ii) numerous claims made by the Applicants against third party defendants. These extensive negotiations have resulted in a series of settlement agreements as described below:

- **Priority Motion Settlement Agreement:** on June 19, 2015, following a mediation with the Honourable Mr. Dennis O'Connor, the Applicants entered into a definitive settlement term sheet with the Consumer Class Action Plaintiffs, Coliseum and 8028702 in their capacity as Senior Secured Lenders, and the Ad Hoc Committee (the "**Priority Motion Settlement Agreement**") pursuant to which, among other

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things, (i) the claims asserted by the Ontario Consumer Class Action Plaintiffs (which claims were subsequently supported by the Western Canada Consumer Class Action Plaintiffs) against the Applicants and their assets and (ii) the claims asserted by the Consumer Class Action Plaintiffs against certain of the Senior Secured Lenders were settled among those parties in exchange for the settlement payments and releases contemplated by the Priority Motion Settlement Agreement, with the support of the Monitor. A copy of the Priority Motion Settlement Agreement is appended to the Plan at Schedule A.

- **DirectCash Global Settlement Agreement:** On September 20, 2015, following a mediation with the Honourable Mr. Douglas Cunningham, the Applicants entered into a definitive settlement agreement with the Consumer Class Action Plaintiffs and DirectCash (the “**DirectCash Global Settlement Agreement**”) pursuant to which, among other things (i) the claims asserted by the Applicants against DirectCash, (ii) the claims asserted by the Consumer Class Action Plaintiffs against DirectCash and (iii) the claims asserted by DirectCash against the Applicants and their directors and officers were settled among those parties in exchange for the settlement payments and releases contemplated in the DirectCash Global Settlement Agreement, with the support of the Monitor and the Ad Hoc Committee. A copy of the DirectCash Global Settlement Agreement is appended to the Plan at Schedule B.
- **D&O/Insurer Global Settlement Agreement:** On September 22, 2015, following two mediations before the Honourable Mr. George Adams, the Applicants entered into a definitive settlement agreement with the Consumer Class Action Plaintiffs, the Securities Class Action Plaintiffs and the Securities Class Action Defendants (the “**D&O/Insurer Global Settlement Agreement**” and, collectively with the Priority Motion Settlement Agreement and the DirectCash Global Settlement Agreement, the “**Settlement Agreements**” and the “**Settlements**”) pursuant to which, among other things (i) the claims asserted by the Securities Class Action Plaintiffs against the Securities Class Action Defendants and any claims the Securities Class Action Plaintiffs may have against the D&Os, (ii) the claims asserted by the Consumer Class Action Plaintiffs against the Securities Class Action Defendants and any claims the Consumer Class Action Plaintiffs may have against the D&Os and (iii) the claims asserted by the Applicants against

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the Securities Class Action Defendants and any claims the Applicants may have against the D&Os were settled among those parties in exchange for the settlement payments and releases contemplated in the D&O/Insurer Global Settlement Agreement, with the support of the Monitor and the Ad Hoc Committee. A copy of the D&O/Insurer Global Settlement Agreement is appended to the Plan at Schedule C.

Classification of Creditors:

The Plan provides for two classes of creditors for the purposes of considering and voting on the Plan: (i) the Senior Lender Class; and (ii) the Secured Noteholder Class.

Meetings:

Pursuant to the Meetings Order granted by the Court on September 30, 2015 and the Order of October 6, 2015, the Meetings have been called for the purposes of having Affected Creditors consider and vote on the resolution to approve the Plan and transact such other business as may be properly brought before the applicable Meeting.

The Senior Lender Meeting is scheduled to be held at 9:00 a.m. (Toronto time) on November 10, 2015 at the offices of McCarthy Tétrault LLP, 66 Wellington Street West, Suite 5300, Toronto, Ontario.

The Secured Noteholder Meeting is scheduled to be held at 10:00 a.m. (Toronto time) on November 10, 2015 at the offices of McCarthy Tétrault LLP, 66 Wellington Street West, Suite 5300, Toronto, Ontario.

The Meetings will be held in accordance with the Meetings Order and any further Order of the Court. The only Persons entitled to attend each of the Meetings are those specified in the Meetings Order.

Greg Watson or another representative of the Monitor as designated by the Monitor, will preside as the chair of the Meetings (the “**Chair**”) and, subject to the Meetings Order or any further Order of the Court, will decide all matters relating to the conduct of the Meetings. The Chair will direct a vote at each Meeting with respect to: (i) a resolution to approve the Plan and any amendments thereto; and (ii) any other resolutions as the Applicants may consider appropriate. The form of resolution to approve the Plan is attached as Schedule “A” to this Information Statement.

The quorum required at each Meeting has been set by the Meetings Order as one Senior Lender and one Secured Noteholder, as applicable, present at such Meeting in person or by proxy. If the requisite quorum is not present at a Meeting, then such Meeting will be adjourned by the Chair to such time and place as the Chair deems

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necessary or desirable.

Entitlement to Vote:

The only Persons entitled to vote at the Senior Lender Meeting in person or by proxy are the Senior Secured Lenders. The only Persons entitled to vote at the Secured Noteholder Meeting in person or by proxy are the Secured Noteholders who held a Secured Noteholder Claim at 5:00 p.m. (Toronto time) on September 28, 2015 (the “**Voting Record Date**”).

With respect to votes to be cast at the Secured Noteholder Meeting by a Secured Noteholder, it is the beneficial holder of the Secured Notes (the “**Beneficial Noteholder**”) who is entitled to cast such votes as an Affected Creditor. Each Secured Lender and each Beneficial Noteholder that casts a vote at the Meetings in accordance with the Meetings Order will be counted as an individual Affected Creditor for the applicable Affected Creditor Class.

Senior Lender Meeting

For purposes of voting at the Senior Lender Meeting, (i) each Senior Secured Lender will be entitled to one vote as a member of the Senior Lender Class; (ii) the voting claim of Coliseum shall be deemed to be equal to the Coliseum Senior Secured Credit Agreement Claim; (iii) the voting claim of 8028702 shall be deemed to be equal to the 8028702 Senior Secured Credit Agreement Claim; and (iv) the voting claim of 424187 shall be deemed to be equal to the 424187 Senior Secured Credit Agreement Claim.

Secured Noteholder Meeting

For purposes of voting at the Secured Noteholder Meeting, (i) each Secured Noteholder with a Secured Noteholder Claim as at the Voting Record Date will be entitled to one vote as a member of the Senior Lender Class; (ii) the voting claim of each Secured Noteholder shall be equal to its Secured Noteholder Claim as at the Voting Record Date.

Disputed Secured Noteholder Claims

If there is any dispute as to any Secured Noteholder’s Secured Noteholder Claim, the Monitor will request the Participant Holder who maintains book entry records or other records evidencing such Secured Noteholder’s ownership of Secured Notes or the Indenture Trustee, as applicable, to confirm with the Monitor the principal amount of Secured Notes held by such Secured Noteholder. If any such dispute is not resolved by such Secured Noteholder and the Monitor by the date of the Secured Noteholder Meeting, the Monitor or the Scrutineers shall tabulate the vote for or against the Plan in respect of the disputed Secured Noteholder Claim separately. If (i) any such dispute remains unresolved as of the date of the Sanction Hearing; and (ii) the approval or non-approval of the Plan would be affected by the votes cast in respect of such disputed Secured Noteholder Claim, then such results shall be reported to the Court at the Sanction Hearing and, if necessary, the Monitor may make a

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request to the Court for directions.

Unaffected Claims and Equity Claims

Persons holding Unaffected Claims are not entitled to vote on the Plan at a Meeting in respect of such Unaffected Claim and, except as otherwise permitted in the Meetings Order, will not be entitled to attend a Meeting.

Appointment of Proxyholders and Voting:

An Affected Creditor that is not an individual may only attend and vote at a Meeting if it has appointed a proxyholder to attend and act on its behalf at such Meeting.

All proxies submitted in respect of the Senior Lender Meeting must be: (i) submitted by 5:00 p.m. (eastern time) on November 4, 2015 (the “**Voting Deadline**”); and (ii) in substantially the form of the Senior Lender Proxy attached to the Meetings Order, or in such other form acceptable to the Monitor or the Chair.

Secured Noteholders who hold their Secured Notes through a Participant Holder and wish to vote at the Secured Noteholders Meeting must provide instructions to their Participant Holder with respect to their position with respect to such votes, and each Participant Holder must submit to the Monitor, to be received by the Monitor no later than the Voting Deadline, a Noteholder Proxy in the form attached to the Meetings Order setting out the voting position of the Beneficial Noteholders on whose behalf it holds Secured Notes and other prescribed information, in accordance with the Meetings Order. Physical Noteholders who wish to vote at the Secured Noteholders Meeting must submit to the Monitor, to be received by the Monitor no later than the Voting Deadline, a Noteholder Proxy in the form attached to the Meetings Order setting out the principal amount of Secured Notes held by such Physical Holder on the Voting Record Date and such Physical Holder’s voting position. On or after the Voting Deadline, the Monitor will record the votes for each applicable Beneficial Noteholder in accordance with the Master Proxies received prior to the Voting Deadline.

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Purpose of the Plan:

The purpose of the Plan is: (i) distribute the Asset Sale Proceeds and any other available proceeds of the Applicants' assets to their secured creditors according to their priorities; (ii) provide a central forum for the distribution of settlement proceeds from the Settlements to the Applicants' various stakeholders (including, subject to the terms of the Settlements, the Applicants' Senior Secured Lenders, Secured Noteholders, shareholders and consumer loan plaintiffs) according to their various interests and entitlements to same; (iii) give effect to the releases contemplated for the released parties under the Settlement Agreements, in exchange for the settlement payments made by those parties under the Settlement Agreements; and (iv) position the CCAA estate of the Applicants to continue to pursue the Remaining Estate Actions pursuant to the Litigation Counsel Retainer and the Litigation Trustee Retainer.

Treatment of Affected Claims:

The Plan provides for a full and final release and discharge of the Affected Claims and Released Claims and a settlement of, and consideration for, all Allowed Senior Secured Credit Agreement Claims and Allowed Secured Noteholder Claims. Generally, the Plan provides for treatment of Affected Claims as follows:

Senior Lender Class

Each Senior Secured Lender with an Allowed Senior Secured Credit Agreement Claim shall receive payment in full of the outstanding principal amount of Senior Secured Debt owed to it plus accrued interest to the Effective Date, less certain amounts to be paid as part of certain of the Settlements as and to the extent agreed to by certain of the Senior Secured Lenders with the respect to their respective Senior Secured Credit Agreement Claims. The Senior Secured Credit Agreement Claims shall be fully, finally, irrevocably and forever compromised, released, discharged, cancelled and barred on the Plan Implementation Date.

Secured Noteholder Class

Each Secured Noteholder shall receive its Pro-Rata amount of the Net Cash On Hand, less certain amounts to be paid as part of the Priority Motion Settlement (the "**Secured Noteholder Initial Plan Payment**").

Each Secured Noteholder shall also be entitled to its Pro-Rata share of any Subsequent Cash on Hand held by the Applicants or the Monitor following the Plan Implementation Date ("**Secured Noteholder Subsequent Plan Payment**"), provided that, in the event that the aggregate of the Secured Noteholder Initial Plan Payment and the Secured Noteholder Subsequent Plan Payment exceed the Secured Noteholder Maximum Claim Amount, any and all such excess amounts shall revert to the Applicants for distribution in accordance with a further Order of the Court on notice to the

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Service List.

Treatment of Unaffected Claims:

The Plan does not affect the Unaffected Creditors and Unaffected Creditors will not receive any consideration or distributions under the Plan in respect of their Unaffected Claims.

Unaffected Claims are any claims other than the Senior Secured Credit Agreement Claims, the Secured Noteholder Claims and the Released Claims, including without limitation (i) any claim secured by any of the Charges and (ii) any and all unsecured claims, other than any unsecured claims that are Released Claims.

Releases:

On the Plan Implementation Date all of the following shall be fully, finally, irrevocably and forever compromised, released, discharged, cancelled and barred pursuant to the Plan, the Sanction Order, the Settlements and the Class Action Settlement Approval Orders: (a) all Senior Secured Credit Agreement Claims; (b) all Secured Noteholder Claims; (c) all Class Action Claims against the Applicants and the D&Os; (d) all Claims that have been or could be asserted against the Applicants and the D&Os in the Class Actions and the Priority Motion; (e) all DirectCash Claims against the DirectCash Released Parties; (f) all D&O Claims against the D&Os other than the Remaining Defendant Claims; (g) all Claims against the Applicants by any of the Released Parties, except as set out in Schedule C of the D&O/Insurer Global Settlement Agreement; (h) all Claims against the Applicants (or any of them) by the Alberta Securities Commission or any other Governmental Entity that have or could give rise to a monetary liability, including fines, awards, penalties, costs, claims for reimbursement or other claims having a monetary value, payable by the Applicants (or any of them); (i) all Claims against the Senior Secured Lenders, solely in their capacity as Senior Secured Lenders; (j) all Claims against the Agent, solely in its capacity as the Agent; (k) all Claims against the Indenture Trustee, solely in its capacities as Indenture Trustee and Collateral Agent; (l) all Claims against the Monitor and its legal advisors; (m) all Claims against the CRO, against its legal advisors and against Mr. William Aziz personally, including in respect of compliance with any Orders of the Alberta Securities Commission; (n) all Claims against the Plan Settlement Parties and their legal and financial advisors in connection with this Plan and the transactions and settlements to be consummated hereunder and in connection herewith; (o) all Coliseum Claims against Coliseum; and (p) all McCann Entity Claims against the McCann Entities.

Notwithstanding the foregoing, nothing in the Plan shall waive, compromise, release, discharge, cancel or bar any of the following:

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(a) the Applicants from or in respect of any Unaffected Claims; (b) any of the Plan Settlement Parties from their respective obligations under the Plan, the Sanction Order, the Settlement Agreements or the Class Action Settlement Approval Orders; (c) the Applicants of or from any investigations by or non-monetary remedies of the Alberta Securities Commission or any other Governmental Entity; (d) the Insurers or any of the Applicants' other insurers from their remaining obligations (if any) under the Insurance Policies; (e) any of the Released Parties from any Non-Released Claims; (f) subject to Section 7.6, any of the Remaining Defendants from any of the Remaining Estate Actions; (g) the right of the Secured Noteholders to receive any further, additional distributions pursuant to the terms of this Plan (including, without limitation, from any Subsequent Cash On Hand as contemplated by Section 6.4(d) of this Plan); and (h) the Remaining Defendant Claims.

(The foregoing is an abridged summary of the releases contained in the Plan. Creditors should refer to the specific provisions of the Plan for the full scope of the releases provided for therein.)

Creditor Approval of Plan:

In order for the Plan to be approved pursuant to the CCAA, the Plan must be approved by a majority in number of Affected Creditors of each Affected Creditor Class representing at least two thirds in value of the Affected Creditor Claims of each Affected Creditor Class, in each case present and voting in person or by proxy on the resolution approving the Plan at the applicable Meeting in each Affected Creditor Class. If such approvals are obtained, in order to make the Plan effective, the Sanction Order must be obtained.

Court Approval of Plan:

If the Plan is accepted by the Required Majorities, the Applicants will apply for the Sanction Order on November 19, 2015, or as soon thereafter as the matter can be heard (the "**Sanction Hearing**") at the Court at 393 University Avenue, Toronto, Ontario, Canada.

Any Person who wishes to oppose the motion for the Sanction Order must serve upon the lawyers for each of the Applicants and the Monitor and upon all other parties on the Service List, and file with this Court, a copy of the materials to be used to oppose the motion for the Sanction Order by no later than 5:00 p.m. (Toronto time) on the date that is seven (7) days prior to the Sanction Hearing. ***Creditors should consult with their legal advisors with respect to the legal rights available to them in relation to the Plan and the Sanction Hearing.*** In the event that the Sanction Hearing is adjourned, only those Persons who are listed on the Service List will be served with notice of the adjourned date of the Sanction Hearing.

U.S. Recognition Order

If the Plan is approved at the Sanction Hearing, it is intended that the

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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 and requesting an order recognizing and enforcing in the United States the Plan and the CCAA order granting approval of the Plan as they relate to the D&O/Insurer Global Settlement Agreement (the “**U.S. Recognition Order**”), provided, however, that the Plan Implementation Date shall not be conditional upon the U.S. Recognition Order in the event that the U.S. Recognition Order is not granted due to a lack of jurisdiction of the U.S. court. Notice of the Monitor’s motion will be provided and will include the applicable objection deadline and time and date of the hearing before the U.S. Bankruptcy Court.

Conditions to Implementation of the Plan:

The implementation of the Plan is conditional upon satisfaction of, among others, the following conditions prior to or at the Effective Time:

- (a) the Plan shall have been approved by the Required Majority of each Affected Creditor Class;
- (b) the Sanction Order shall have been made in a form consistent with the Plan or otherwise acceptable to the Applicants, the Ad Hoc Committee, the Monitor and, as applicable, the Plan Settlement Parties, and shall be in full force and effect, and all applicable appeal periods in respect thereof shall have expired and any appeals therefrom shall have been dismissed;
- (c) the terms of the Settlement Agreements shall have been approved by all applicable Class Action Courts pursuant to the Class Action Settlement Approval Orders;
- (d) the Class Action Settlement Approval Orders shall be in a form consistent with the Plan and the Settlement Agreements or otherwise acceptable in each case to the Applicants, the Ad Hoc Committee and, as applicable, the relevant Plan Settlement Parties;
- (e) for purposes of the D&O/Insurer Global Settlement only, the U.S. Recognition Order shall have been made and shall be in full force and effect, and all applicable appeal periods in respect thereof shall have expired and any appeals therefrom shall have been dismissed (provided, however, that the Plan Implementation Date shall not be conditional upon the U.S. Recognition Order in the event that the U.S.

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Recognition Order is not granted due to a lack of jurisdiction of the U.S. court);

- (f) DirectCash and the Insurers shall have completed the Pre-Plan Implementation Date Transactions set forth in Article 6.2 of the Plan;
- (g) the conditions precedent set forth in section 36 of the D&O/Insurer Global Settlement Agreement shall have been satisfied or waived;
- (h) the steps required to complete and implement the Plan shall be in form and substance satisfactory to the Applicants, the Monitor and the Ad Hoc Committee and, as applicable, each of the relevant Plan Settlement Parties;
- (i) the Estate TPL Action shall have been amended to discontinue the claims asserted by the plaintiff, The Cash Store Financial Services Inc., against 0678789 B.C. Ltd., Trimor Annuity Focus Limited Partnership, Trimor Annuity Focus Limited Partnership #2, Trimor Annuity Focus Limited Partnership #3, Trimor Annuity Focus Limited Partnership #4, and Trimor Annuity Focus Limited Partnership #6, in the Estate TPL Action.

(The foregoing is an abridged summary of certain of the conditions precedent to the implementation of the Plan. A comprehensive list of conditions precedent is provided in Section 9.1 of the Plan.)

Timing of Plan Implementation:

It is anticipated that the Plan will be implemented in accordance with the following timetable:

November 10, 2015	Meetings to vote on the Plan
November 19, 2015	Sanction Order
Within approximately 45-60 days of the Sanction Order	Plan Implementation

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Monitor: The Monitor supports the Applicants' request to convene the Meetings to consider and vote on the Plan.

Further information concerning the Applicants, the CCAA proceeding, the Plan and other events and matters during the course of the CCAA proceedings is available in the numerous reports that have been filed by the Monitor throughout the CCAA proceeding, copies of which are available on the Monitor's website for the CCAA proceeding:

<http://cfcanada.fticonsulting.com/cashstorefinancial>

Recommendations of the CRO: The CRO recommends that the Affected Creditors vote for the resolution to approve the Plan.

Support of the Senior Secured Lenders The Plan has been developed in consultation with the Senior Secured Lenders, each of whom supports the approval of the Plan and intends to vote for the resolution to approve the Plan.

Support of Ad Hoc Committee of Secured Noteholders The Plan has been developed in consultation with the Ad Hoc Committee, which represents holders of over 70% of the principal outstanding amount of the Secured Notes. The members of the Ad Hoc Committee support the approval of the Plan and intend to vote for the resolution to approve the Plan.

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

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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, senci (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 10:00 a.m. (ET), 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 393 University Avenue, Toronto, Ontario, courtroom 708.

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, sencl:

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

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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:	If Mailing From Canada:	If Mailing From United States:
	Cash Store Financial Services Inc. Securities Class Action	Cash Store Financial Services Inc. Securities Class Action
	P.O. Box 3355	P.O. Box 8150
	London, ON N6A 4K3	San Rafael, CA 94901-8150
	Canada	USA

Telephone: 1-866-432-5534

Email Address: cashstoresecurities@ricepoint.com

URL for electronic www.cashstoresettlement.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:

Serge Kalloghlian Siskinds LLP 100 Lombard Street, Suite 302, Toronto, Ontario, 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	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
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: siskindsmontreal@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

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