

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

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF THE
CASH STORE FINANCIAL SERVICES INC., THE CASH STORE INC., TCS CASH STORE
INC., INSTALOANS INC., 7252331 CANADA INC., 5515433 MANITOBA INC., 1693926
ALBERTA LTD DOING BUSINESS AS "THE TITLE STORE"

APPLICANTS

AFFIDAVIT OF PATRICK RIESTERER

I, Patrick Riesterer, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am an associate lawyer with Osler, Hoskin & Harcourt LLP, counsel for the Special Committee of Cash Store Financial Services Inc.
2. The affidavit of Steven Carlstrom sworn April 14, 2014 describes certain correspondence between counsel for the Special Committee and Mr. Grant Stapon and/or Mr. Ken Lenz (collectively or individually, "McCann's Counsel"), counsel for 0678786 B.C. Ltd. and McCann Family Holding Corporation (collectively, "McCann") prior to the Applicants filing for an Initial Order under the *Companies' Creditors Arrangement Act*.
3. At 7:33 p.m. ET on April 13, 2014, my colleague Marc Wasserman sent an e-mail to McCann's Counsel.
4. At 8:57 p.m. ET on April 13, 2014, my colleague Marc Wasserman sent a further e-mail to McCann's Counsel.

5. At 12:34 a.m. ET on April 14, 2014, I sent a copy of the draft Initial Order to McCann's counsel by e-mail.
6. At 2:58 a.m. ET on April 14, 2014, I sent a blacklined copy of the draft Initial Order to McCann's counsel by e-mail.
7. On Monday, April 14, 2014, commencing at approximately 5:00 a.m. ET, my colleague Karin Sachar served McCann's Counsel by e-mail with the Application Record, dated April 14, 2014, Factum of the Applicants, dated April 13, 2014, and Book of Authorities of the Applicants, dated April 13, 2014.
8. At 8:20 a.m. ET on April 14, 2014, counsel for the proposed Monitor sent a copy of the Pre-Filing Report of the proposed Monitor to the Service List by e-mail, including McCann's Counsel.
9. At 10:28 a.m. ET on April 14, 2014, my colleague Marc Wasserman sent an e-mail to McCann's Counsel.
10. During the course of April 14, 2014, I am informed by my colleague Marc Wasserman and believe that he twice spoke to McCann's counsel (once with my colleague Jeremy Dacks) to keep him apprised of the status of the CCAA application and the fact that further attendances would be happening later that day.
11. At 10:24 p.m. ET on April 14, 2014, my colleague Marc Wasserman sent an e-mail to McCann's counsel.
12. At 7:00 a.m. ET on April 15, 2014, my colleague Jeremy Dacks sent an e-mail to McCann's Counsel informing McCann's counsel that a further hearing would be held in this matter at 10:00 a.m.
13. At 8:14 a.m. ET on April 15, 2014, counsel for the Monitor sent a copy of the First Monitor's Report to the Service List by e-mail, including McCann's Counsel.
14. The correspondence referred to at paragraphs 2 through 13 of this Affidavit is collectively attached as Exhibit "A".

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario this 15th day of April, 2014.



COMMISSIONER FOR TAKING AFFIDAVITS

Catherine Kelly
Osler, Hoskin & Harcourt LLP



PATRICK RIESTERER

THIS IS EXHIBIT "A" REFERRED TO IN
THE AFFIDAVIT OF **PATRICK RIESTERER**
SWORN BEFORE ME THIS DAY
OF APRIL, 2014



A Commissioner for Taking Affidavits

Dacks, Jeremy

From: Wasserman, Marc
Sent: Sunday, April 13, 2014 7:33 PM
To: Ken Lenz; Grant Stapon
Cc: Dacks, Jeremy

Are you available tonight for a quick call?

Dacks, Jeremy

From: Wasserman, Marc
Sent: Sunday, April 13, 2014 8:57 PM
To: Ken Lenz; Grant Stapon
Cc: Dacks, Jeremy
Subject: Re: cash store

Just checking in. Can we please speak asap?

From: Wasserman, Marc
Sent: Sunday, April 13, 2014 7:32 PM
To: Ken Lenz; Grant Stapon
Cc: Dacks, Jeremy
Subject:

Are you available tonight for a quick call?

Dacks, Jeremy

From: Riesterer, Patrick
Sent: Monday, April 14, 2014 12:34 AM
To: 'Ken Lenz'; Grant Stapon
Cc: Wasserman, Marc; Dacks, Jeremy
Subject: Cash Store Financial
Attachments: #30285971v7_LEGAL_1_ - CSF - initial order.doc; WS_BinaryComparison_#30329251v1
_LEGAL_1_ - DOCSTOR-#1769736-v9-Model_Initial_CCAA_Order-#30285971v7_LEGAL_1_
- CSF - initial order.pdf

All,
Please find attached a copy of the draft initial order to be sought tomorrow, together with a blackline against the Ontario model initial order. Please note that we are aware that there are clean up and other changes still to be made, but we are sending it to you now in the interest of time.
Yours very truly,
Patrick

OSLER

Patrick Riesterer
Associate

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Osler, Hoskin & Harcourt LLP
Box 50, 1 First Canadian Place
Toronto, Ontario, Canada M5X 1B8

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Dacks, Jeremy

From: Riesterer, Patrick
Sent: Monday, April 14, 2014 2:58 AM
To: 'Ken Lenz'; 'Grant Stapon'
Cc: Wasserman, Marc; Dacks, Jeremy
Subject: RE: Cash Store Financial
Attachments: WSComparison_#30329777v1_LEGAL_1_ - Blackline 2 - CSF - initial order-#30285971v9
_LEGAL_1_ - CSF - initial order.pdf

All,
Further to my previous email, please find attached a blackline showing changes to the Initial Order circulated earlier tonight.

From: Riesterer, Patrick
Sent: Monday, April 14, 2014 12:34 AM
To: 'Ken Lenz'; Grant Stapon
Cc: Wasserman, Marc; Dacks, Jeremy
Subject: Cash Store Financial

All,
Please find attached a copy of the draft initial order to be sought tomorrow, together with a blackline against the Ontario model initial order. Please note that we are aware that there are clean up and other changes still to be made, but we are sending it to you now in the interest of time.
Yours very truly,
Patrick

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Dacks, Jeremy

From: Meredith, Heather L. [HMEREDITH@MCCARTHY.CA]
Sent: Monday, April 14, 2014 8:20 AM
To: Sachar, Karin; rchadwick@goodmans.ca; boneill@goodmans.ca; virginie.gauthier@nortonrosefulbright.com; alexander.schmitt@nortonrosefulbright.com; stapong@bennettjones.com; lenzk@bennettjones.com; adam.maerov@mcmillan.ca; brett.harrison@mcmillan.ca; charles.gauthier@computershare.com; jkruger@blg.com; Wasserman, Marc; Dacks, Jeremy; Riesterer, Patrick
Cc: greg.watson@fticonsulting.com; jeffrey.rosenberg@fticonsulting.com; Gage, James D.
Subject: The Cash Store Financial Service Inc - Pre-Filing Report of the Proposed Monitor
Attachments: Cash_Store_FTI_Pre-Filing_Report.pdf

All,

Please find attached the Pre-Filing Report of the proposed Monitor, FTI Consulting Canada Inc., which is served upon you in relation to the application returnable today.

Sincerely,



Heather Meredith

Partner | Associée
Bankruptcy & Restructuring | Faillite et restructuration
T: 416-601-8342
C: 416-725-4453
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Dacks, Jeremy

From: Wasserman, Marc
Sent: Monday, April 14, 2014 10:28 AM
To: Ken Lenz; Grant Stapon
Cc: Dacks, Jeremy
Subject: Cash Store

We are back from court. Are you available to discuss?

Marc

Dacks, Jeremy

From: Wasserman, Marc
Sent: Monday, April 14, 2014 10:24 PM
To: Grant Stapon
Cc: Dacks, Jeremy
Subject: Cash Store

Are you available tonight. I would like to give you an update on where matters stand.

Thanks,
Marc

Dacks, Jeremy

From: Dacks, Jeremy
Sent: Tuesday, April 15, 2014 7:00 AM
To: Wasserman, Marc; 'stapong@bennettjones.com'
Subject: Re: Cash Store

Grant. We are back before Justice Morawtz at 10:00 am today to deal with the TPL Protections and the DIP Charge. The hearing will be at 330 University, 8th floor.

From: Wasserman, Marc
Sent: Monday, April 14, 2014 10:24 PM Eastern Standard Time
To: Grant Stapon <stapong@bennettjones.com>
Cc: Dacks, Jeremy
Subject: Cash Store

Are you available tonight. I would like to give you an update on where matters stand.

Thanks,
Marc

Dacks, Jeremy

From: Gage, James D. [JGAGE@MCCARTHY.CA]
Sent: Tuesday, April 15, 2014 8:14 AM
To: rchadwick@goodmans.ca; boneill@goodmans.ca; 'Pasparakis, Orestes'; virginie.gauthier@nortonrosefulbright.com; lenzk@bennettjones.com; adam.maerov@mcmillan.ca; brett.harrison@mcmillan.ca; jkruger@blg.com; stapong@bennettjones.com; Wasserman, Marc; Dacks, Jeremy
Cc: Meredith, Heather L.; Boake, Barbara J.; Greg Watson (greg.watson@fticonsulting.com); Jeffrey Rosenberg (jeffrey.rosenberg@fticonsulting.com); Bill E. Aziz (baziz@bluetreeadvisors.com)
Subject: FW: Cash Store Financial - First Report of the Monitor dated April 15, 2014
Attachments: Cash Store Financial - First Report of the Monitor.pdf; Appendix A - Coliseum Proposal.pdf; Appendix B - AHC Proposal.pdf

Attached please the First Report of the Monitor dated April 15, 2014, as well as our correspondence with Justice Morawetz this morning.

Jamey

From: Gage, James D.
Sent: Tuesday, April 15, 2014 8:11 AM
To: 'morawetz@rogers.com'
Cc: Meredith, Heather L.
Subject: Cash Store Financial - First Report of the Monitor dated April 15, 2014

Good Morning Your Honour.

Further to your request yesterday afternoon, attached please find the First Report of the Monitor dated April 15, 2014. We will bring a copy for you to Court this morning, or we can arrange to have a copy delivered to you, as you direct.

We will also be serving a copy on the Service List.

Jamey Gage

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IN THE MATTER OF the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended

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

AND IN THE MATTER OF a plan of compromise or arrangement of The Cash Store Financial Services Inc., The Cash Store Inc., TCS Cash Store Inc., Instalcons Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd. Doing Business as "The Title Store"

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

AFFIDAVIT OF PATRICK RIESTERER

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Counsel to the Special Committee of the
Board of Directors of The Cash Store Financial
Services Inc.