

**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 WILLIAM E. AZIZ

(Sworn April 27, 2014)

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

Introduction

1. This Affidavit is made to inform the Court of certain of my activities since my appointment as Chief Restructuring Officer ("CRO") of The Cash Store Financial Services, Inc. ("Cash Store Financial") and its affiliated companies The Cash Store Inc., TCS - Cash Store Inc., Instaloes Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd. doing business as "The Title Store" (collectively "Cash Store" or the "Applicants"). It is also made in support of the proposed adjournment of the comeback hearing from April 28, 2014 to May 5, 2014.

2. I am the President of Blue Tree Advisors Inc. (“Blue Tree”), which has been retained by Cash Store Financial to provide my services as CRO to Cash Store. I was retained pursuant to an Engagement Letter dated April 14, 2014.

3. Blue Tree was appointed as CRO of the Applicants pursuant to paragraph 23 of the Amended and Restated Initial Order of Justice Morawetz dated April 15, 2014 (the “Initial Order”).

4. Subsequent to the date of the Initial Order, the special committee of the board of directors of Cash Store Financial (the “Special Committee”) disbanded, and the members of the Special Committee resigned from the board of directors. A copy of the press release announcing the resignation of the members of the Special Committee and my appointment as CRO is attached as Exhibit “A”.

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

Efforts to Negotiate Consensual DIP Financing

6. Upon my appointment as CRO, I consulted with FTI Consulting Canada, Inc. (the “Monitor”) and Rothschild Inc. (“Rothschild”), Cash Store’s financial advisor, to become

apprised of the current state of Cash Store's affairs and to begin planning the immediate steps necessary to stabilize Cash Store's liquidity position as part of these proceedings. I promptly engaged with Rothschild and the Monitor to develop a process to solicit further interim financing proposals and seek court approval for a new Debtor-in-Possession loan (the "New DIP Facility"). These actions were necessary as (i) the Initial Order established the date for the comeback hearing as April 28, 2014; (ii) Cash Store's cash flow projections demonstrated an additional cash need during the week ending May 2, 2014; and (iii) the DIP facility approved in the Initial Order (the "Initial DIP Facility") matured on the date of the comeback hearing.

7. Since my appointment as CRO, I have worked with the Monitor and engaged with counsel to both of the Initial DIP Facility lenders and to the *Ad Hoc* Committee of Noteholders (the "Noteholders") with a view to reaching a consensual and cooperative agreement with respect to additional and/or replacement DIP financing from the two stakeholder groups that had originally offered to provide DIP financing to the Applicants.

8. On April 22, 2014, the Monitor and I met with counsel for the Noteholders, and on April 23, 2014, the Monitor and I met with counsel for Coliseum Capital Management ("Coliseum" or the "Initial DIP Facility Lender") to discuss a potential resolution of Cash Store's financing needs whereby the parties would work together rather than at odds. I have had further conversations with both parties subsequent to these initial meetings.

9. On April 23, 2014, Rothschild sent emails to the Noteholders and Coliseum reminding them that, while the parties were seeking a consensual resolution, in the event that a consensual resolution was not achieved, Cash Store would need to receive the "best and final" proposals from interested parties by no later than noon on Thursday, April 24, 2014. Attached to

both emails was a copy of the Cash Store's cash flow projections. A copy of the April 23, 2014 emails to the Noteholders and Coliseum are attached as Exhibits "B" and "C".

10. On April 24, 2014, on my direction, my counsel sent a letter to the Service List explaining that the parties were in discussions regarding Cash Store's financing needs and that Cash Store anticipated seeking approval for a DIP financing proposal at the comeback hearing on Monday, April 28, 2014. The letter specified that Cash Store anticipated that it would be seeking a priming charge in respect of the New DIP Facility with priority equal to the current DIP Priority Charge (as defined in the Initial Order). A copy of the April 24, 2014 letter is attached as Exhibit "D".

11. Later in the day on April 24, 2014, an agreement in principle was reached with the Noteholders and Coliseum to provide jointly funded and governed debtor-in-possession financing to the Applicants.

12. The Noteholders, Coliseum, and Cash Store have determined that it would be best to seek approval of the consensual New DIP Facility on May 5, 2014 rather than on April 28, 2014 in order to provide the parties with sufficient time to document the agreement in principle. This determination was supported by the fact that the Applicants could manage their cash to allow for a week's delay in approving the New DIP Facility. The Initial DIP Facility Lender also agreed to extend the maturity date of the Initial DIP Facility to May 5, 2014.

13. The Monitor subsequently sent a letter on April 25, 2014 to the Service List stating that the motion for approval of the New DIP Facility would be heard on May 5, 2014 and that any other relief sought in relation to the Initial Order comeback hearing should be sought on May 5, 2014 as well. A copy of the Monitor's letter of April 25, 2014 is attached as Exhibit "E".

Third Party Lender Issues

14. Since my appointment as CRO, I have also taken steps to inform myself with respect to the business of Cash Store and its relationship with its Third Party Lenders (“TPLs”).

15. On April 15, 2014, I participated in discussions with counsel for Trimor Annuity Focus LP #5 (“Trimor”), one of the TPLs, which included negotiations regarding the TPL protections provided in the Initial Order.

16. On April 16, 2014 I met with Cash Store’s Chief Compliance and Regulatory Officer to begin familiarizing myself with the regulatory issues facing Cash Store.

17. Further, I attended the cross-examination of Steve Carlstrom by counsel for 0678786 B.C. Ltd. (formerly the McCann Family Holding Corporation) (“067”) held on April 22, 2014.

18. On April 24 and 25, 2014, I attended meetings with Cash Store’s senior management and Chief Executive Officer in Edmonton

19. In the afternoon on Friday, April 25, 2014, I received a copy a factum delivered by 067 and a draft report of PricewaterhouseCoopers Inc. entitled “Review of Funds owing to Trimor and 0678786” delivered by counsel for Trimor which was provided to be used as evidence at a hearing. I am advised by counsel that the factum provided for the first time the nature of the relief sought by 067. The relief being sought is wide-ranging and the factum contains serious allegations against Cash Store. Counsel for 067 also informed the Service List that 067 intended to seek the relief set out in its factum at the Monday comeback hearing and that it did not consent to an adjournment to May 5, 2014.

20. I am of the view that there was not sufficient time for me in my capacity as a Court Officer to properly consider the matters set out in the factum and to provide a proper response before the comeback hearing scheduled for the morning of April 28, 2014. I agree with the Monitor's view that any relief sought in relation to the Initial Order comeback hearing should be dealt with on May 5, 2014 (or such other date that the Court deems appropriate after that date), given the need to provide sufficient notice to the Court, and in order to allow Cash Store and its stakeholders the opportunity to consider and properly respond to matters. I instructed my counsel to send an email in response to the late served materials, outlining my position on these matters. A copy of the email sent to the Service List is attached as Exhibit "F".

21. It is my intention to sit down with the TPLs as soon as possible, and I am aware that the Monitor is attempting to arrange a meeting with certain TPLs, other stakeholders, and me for early this week to discuss issues relating to the TPLs. If we are unable to resolve the TPL issues, it is my intention to seek a reasonable court ordered timetable to resolve the issues in a timely manner.

Other Matters

22. On April 24, 2014, Cash Store Financial announced that its common shares will be delisted from the Toronto Stock Exchange ("TSX") effective May 23, 2014 for failure by Cash Store Financial to meet the continued listing requirements of the TSX and, specifically, as a result of the company seeking and obtaining the Initial Order granting creditor protection under the *Companies' Creditors Arrangement Act*. A copy of the press release announcing the delisting is attached as Exhibit "G".

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario this
1th day of April, 2014.



COMMISSIONER FOR TAKING AFFIDAVITS

WILLIAM E. AZIZ

**THIS IS EXHIBIT "A" TO THE AFFIDAVIT
OF WILLIAM E. AZIZ SWORN BEFORE ME
ON THIS DAY OF APRIL, 2014.**

A commissioner for taking Affidavits



NEWS RELEASE

April 16, 2014

Cash Store Financial Obtains Court Approval of DIP Financing and Appoints CRO to Replace Special Committee

EDMONTON, April 16, 2014 /CNW/ - The Cash Store Financial Services Inc. ("Cash Store Financial" or the "Company") (TSX: CSF) announced today that, further to its news release of April 14, 2014, the Ontario Superior Court of Justice (Commercial List) ("Court") has granted an amended Order with respect to the Company's application for creditor protection under the *Companies' Creditors Arrangement Act* ("CCAA").

The Court and the Cash Store Financial board of directors have also authorized the Company and its subsidiaries to enter into a debtor-in-possession ("DIP") financing agreement pursuant to which \$8.5 million will be available to the Company to enable the Company and its affiliates to continue operations during the CCAA proceedings, with an option, subject to Court approval, to increase the amount of such DIP financing up to a total of \$20.5 million. The Company has entered into a DIP financing agreement on the approved terms.

Cash Store Financial further announced today that the special committee of the Company's board of directors has appointed Mr. William Aziz, President of Blue Tree Advisors Inc., as Chief Restructuring Officer of the Company ("CRO") and the Court authorized the appointment and established the authority of the CRO. The CRO will assume the responsibilities that would otherwise be carried out by the board of directors, subject to the oversight of FTI Canada Consulting Inc., the court-appointed Monitor, and the Court.

Cash Store Financial announced today that its independent directors, Eugene Davis, Timothy Bernlohr, Donald Campion and Thomas Fairfield, have resigned from the Company's board of directors effective as of the close of business yesterday. The independent directors were also the members of the special committee of independent directors appointed by the board of directors of the Company with the mandate of evaluating strategic alternatives available to the Company with a view to maximizing value for all its stakeholders. The Special Committee has fulfilled its mandate by providing a recommendation to the board of directors that led to the Company commencing proceedings under the CCAA, obtaining DIP financing and obtaining the appointment of the CRO. Accordingly, the Special Committee has been disbanded and the members of the Special Committee have resigned from the board.

Protection under the CCAA and the financing available under the DIP financing agreement will provide Cash Store Financial with the time and stability to attempt to restructure its

affairs under the CCAA, under the supervision of the CRO, the Monitor and the Court.

Cash Store Financial is committed to completing the restructuring process quickly and efficiently. The Company remains open for business and its branches continue to operate. Daily lending is continuing in all jurisdictions outside of Ontario.

About Cash Store Financial

Cash Store Financial is the only lender and broker of short-term advances and provider of other financial services in Canada that is listed on the Toronto Stock Exchange (TSX: CSF). Cash Store Financial operates 510 branches across Canada under the banners "Cash Store Financial" and "Instaloans". Cash Store Financial also operates 27 branches in the United Kingdom.

Cash Store Financial and Instaloans primarily act as lenders and brokers to facilitate short-term advances and provide other financial services to income-earning consumers who may not be able to obtain them from traditional banks. Cash Store Financial also provides a private-label debit card (the "Freedom" card) and a prepaid credit card (the "Freedom MasterCard") as well as other financial services, including bank accounts.

Cash Store Financial is headquartered in Edmonton, Alberta.

Cash Store Financial is a Canadian corporation that is not affiliated with Cottonwood Financial Ltd. or the outlets Cottonwood Financial Ltd. operates in the United States under the name "Cash Store". Cash Store Financial does not do business under the name "Cash Store" in the United States and does not own or provide any consumer lending services in the United States.

For further information, please contact:

Gordon Reykdal, CEO, at 780-408-5118,

Craig Warnock, CFO, at 780-732-5683, or

Peter Block, NATIONAL Public Relations, 416-848-1431

Forward Looking Statements:

This news release contains certain forward-looking statements about the objectives, strategies, financial conditions, results of operations and businesses of Cash Store Financial. Statements that are not historical facts are forward-looking and are subject to important risks, uncertainties and assumptions. These statements are based on our current expectations about our business, and upon various estimates and assumptions. The results or events predicted in these forward-looking statements may differ materially from actual results or events if known or unknown risks, trends or uncertainties affect our business, or if our estimates or assumptions turn out to be inaccurate. As a result, there is no assurance that the circumstances described in any forward-looking statement will materialize. Significant and reasonably foreseeable factors that could cause our results to differ materially from our current expectations, include, but are not limited to, any decision of the Ontario Superior Court of Justice in the CCAA proceedings that is adverse to Cash Store Financial, the inability of Cash Store Financial to fulfill the conditions to funding under any DIP financing agreement to be entered into by Cash Store, and other factors that could affect Cash

Store Financial's ability to continue its operations during the CCAA proceeding, including the factors that are discussed in the section entitled "Risk Factors" contained in our Annual Information Form for the year ended September 30, 2013 dated December 11, 2013 filed by The Cash Store Financial Services Inc. with the Canadian securities commissions (available on SEDAR at www.sedar.com), as updated in our most recent Management's Discussion and Analysis for the three months ended December 31, 2013. Unless required by law, we disclaim any intention or obligation to update any forward-looking statement even if new information becomes available, as a result of future events or for any other reason.

**THIS IS EXHIBIT "B" TO THE A AFFIDAVIT
OF WILLIAM E. AZIZ SWORN BEFORE ME
ON THIS DAY OF APRIL, 2014.**

A commissioner for taking Affidavits

From: Douton, Bernard [mailto:bernard.douton@rothschild.com]
Sent: Wednesday, April 23, 2014 08:48 AM Eastern Standard Time
To: 'Chadwick, Robert' <rchadwick@goodmans.ca>; Christopher DiMauro <cdimauro@hl.com>; Nathan Court <ncourt@HL.com>; O'Neill, Brendan <boneill@goodmans.ca>
Cc: 'Bill Aziz' <baziz@bluetreeadvisors.com>; Wasserman, Marc; Dacks, Jeremy; Meredith, Heather L. <HMEREDITH@MCCARTHY.CA>; Watson, Greg <greg.watson@fticonsulting.com>; Rosenberg, Jeffrey <Jeffrey.Rosenberg@fticonsulting.com>; Gage, James D. <JGAGE@MCCARTHY.CA>; NYC Project Oilers <NYCProjectOilers@Rothschild.com>
Subject: DIP process

All -

While constructive discussions are taking place regarding a consensual resolution to The Cash Store's DIP financing we wanted to remind the Company's key stake holders that we will need to reach agreement in the near term about what proposal we put in front of the Court. To give the judge sufficient time prior to Monday's hearing, we believe The Cash Store needs to receive "best and final" proposals from interested parties no later than noon on Thursday to the extent a compromise can not otherwise be reached. Attached is the summary of the cash flows based on the current liquidity needs of the Company overlaid against the current thinking on the key milestones for the sales process.

To the extent we can not reach a consensual deal over the next day or so, we ask that you submit your "best and final" proposal for any competing financing no later than noon eastern on Thursday April 24th. The Company and its advisors intend to conduct an open and transparent process and will be sharing all proposals received with The Cash Store's key stake holders. Our intention is to inform the court on Friday April 25th as to whether or not we are proceeding with Coliseum DIP or competing proposal.

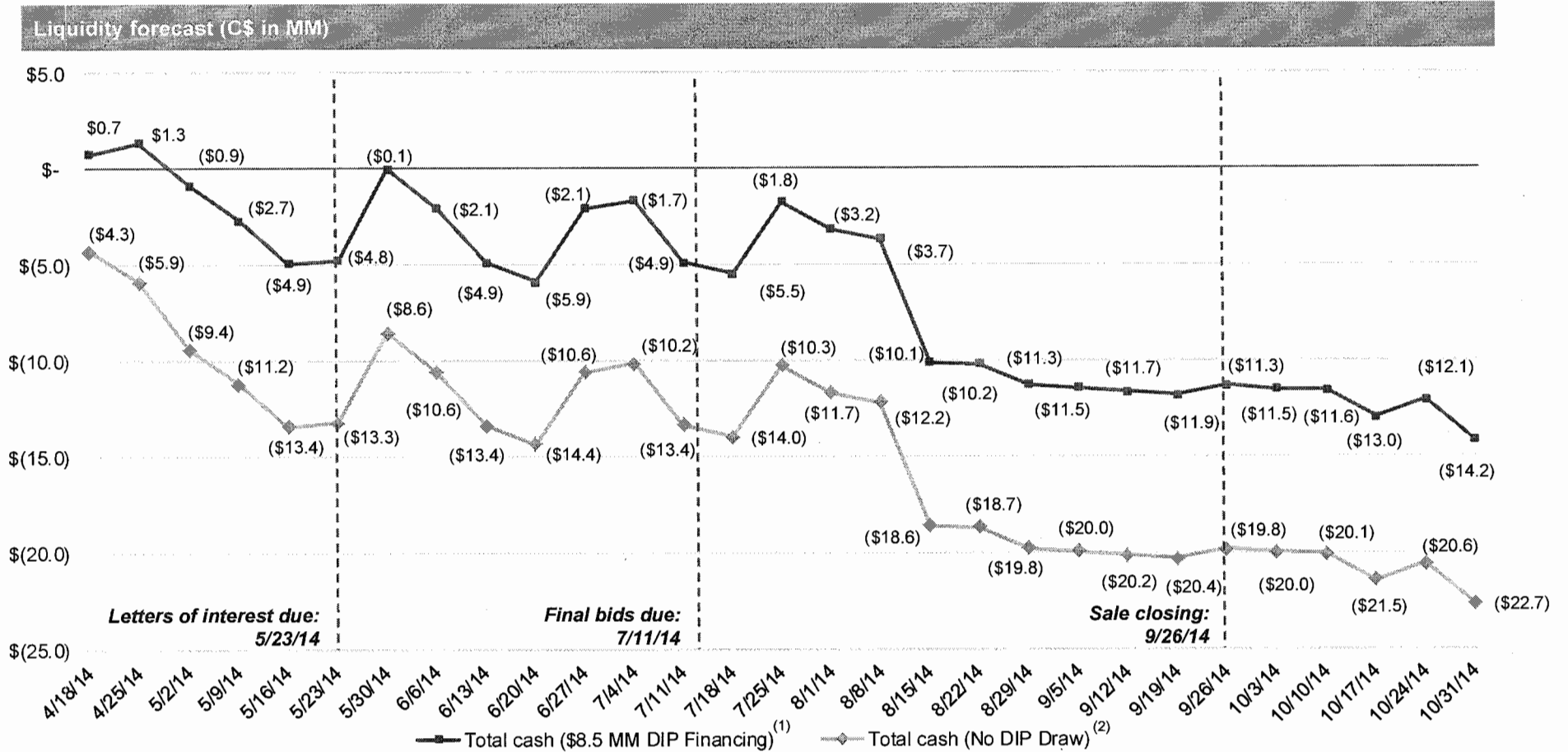
Please let us know if you have any questions.

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If you have received this message in error, please immediately notify the sender by e-mail, delete the message and all copies from your system and destroy any hard copies. You must not, directly or indirectly, use, disclose, distribute, print or copy any part of this message if you are not the intended recipient.

Projected liquidity during sale process

The chart below illustrates the Company's projected liquidity with and without the \$8.5 MM draw under the existing DIP Financing facility and includes the \$3 MM minimum cash balance the Company requires to operate



Notes

- (1) Assumes an \$8.5 MM draw under the DIP Financing facility with 12.5% PIK interest and a 3.5% up-front fee (\$297.5K) on the \$8.5 MM commitment. Also includes 10.5% cash interest and 7.00% PIK interest on \$12.0 MM of incremental draws in excess of \$8.5 MM as well as a 5.0% up-front fee (\$600K) and \$30K monthly agency fee
- (2) Same as Scenario 1, but assumes existing \$8.5 MM DIP Financing facility would need to be refinanced

**THIS IS EXHIBIT "C" TO THE AFFIDAVIT
OF WILLIAM E. AZIZ SWORN BEFORE ME
ON THIS DAY OF APRIL, 2014.**

A commissioner for taking Affidavits

From: Douton, Bernard [<mailto:bernard.douton@rothschild.com>]
Sent: Wednesday, April 23, 2014 08:51 AM Eastern Standard Time
To: chris@ccap-llc.com <chris@ccap-llc.com>; 'CFA CPA Chris Murphy (cmurphy@ccap-llc.com)' <cmurphy@ccap-llc.com>; 'virginie.gauthier@nortonrosefulbright.com' <virginie.gauthier@nortonrosefulbright.com>; 'orestes.pasparakis@nortonrosefulbright.com' <orestes.pasparakis@nortonrosefulbright.com>
Cc: 'Bill Aziz' <baziz@bluetreeadvisors.com>; Wasserman, Marc; Dacks, Jeremy; Meredith, Heather L. <HMEREDITH@MCCARTHY.CA>; Watson, Greg <greg.watson@fticonsulting.com>; Rosenberg, Jeffrey <Jeffrey.Rosenberg@fticonsulting.com>; Gage, James D. <JGAGE@MCCARTHY.CA>; NYC Project Oilers <NYCProjectOilers@Rothschild.com>
Subject: DIP process

All -

While constructive discussions are taking place regarding a consensual resolution to The Cash Store's DIP financing we wanted to remind the Company's key stake holders that we will need to reach agreement in the near term about what proposal we put in front of the Court. To give the judge sufficient time prior to Monday's hearing, we believe The Cash Store needs to receive "best and final" proposals from interested parties no later than noon on Thursday to the extent a compromise can not otherwise be reached. Attached is the summary of the cash flows based on the current liquidity needs of the Company overlaid against the current thinking on the key milestones for the sales process.

To the extent we can not reach a consensual deal over the next day or so, we ask that you submit your "best and final" proposal for any competing financing no later than noon eastern on Thursday April 24th. The Company and its advisors intend to conduct an open and transparent process and will be sharing all proposals received with The Cash Store's key stake holders. Our intention is to inform the court on Friday April 25th as to whether or not we are proceeding with the Coliseum DIP or a competing proposal.

Please let us know if you have any questions.

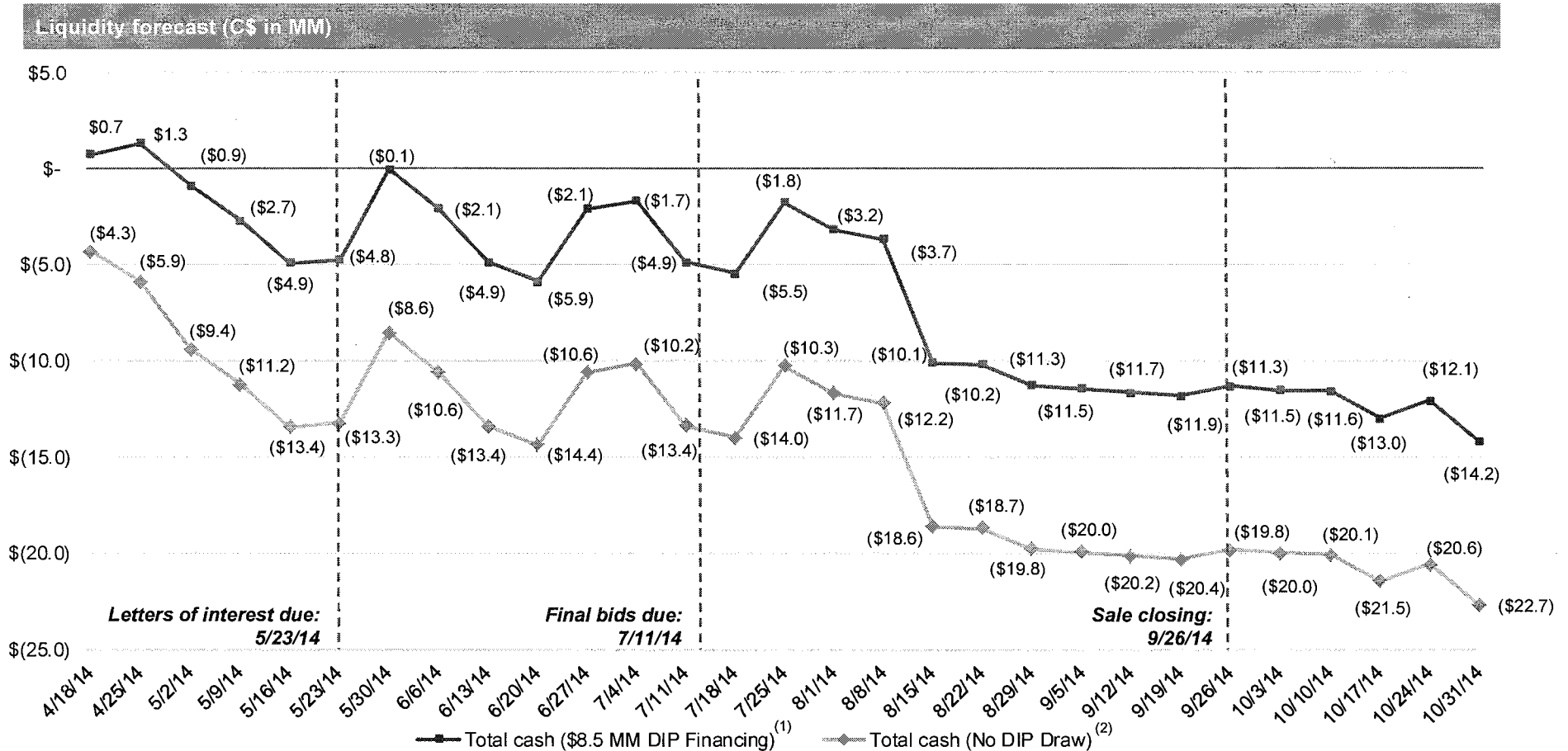
Bernard Douton
Managing Director
Global Financial Advisory

Rothschild
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In the USA Rothschild operates as Rothschild Inc.

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Projected liquidity during sale process

The chart below illustrates the Company's projected liquidity with and without the \$8.5 MM draw under the existing DIP Financing facility and includes the \$3 MM minimum cash balance the Company requires to operate



Notes

- (1) Assumes an \$8.5 MM draw under the DIP Financing facility with 12.5% PIK interest and a 3.5% up-front fee (\$297.5K) on the \$8.5 MM commitment. Also includes 10.5% cash interest and 7.00% PIK interest on \$12.0 MM of incremental draws in excess of \$8.5 MM as well as a 5.0% up-front fee (\$600K) and \$30K monthly agency fee
- (2) Same as Scenario 1, but assumes existing \$8.5 MM DIP Financing facility would need to be refinanced

**THIS IS EXHIBIT "D" TO THE AFFIDAVIT
OF WILLIAM E. AZIZ SWORN BEFORE ME
ON THIS DAY OF APRIL, 2014.**

A commissioner for taking Affidavits

Osler, Hoskin & Harcourt LLP
Box 50, 1 First Canadian Place
Toronto, Ontario, Canada M5X 1B8
416.362.2111 MAIN
416.862.6666 FACSIMILE

OSLER

Toronto

April 24, 2014

Montréal

Patrick Riesterer
Direct Dial: 416.862.5947
PRiesterer@osler.com
Our Matter Number: 1152411

Ottawa

Sent By Email

Calgary

To the Service List

New York

Dear Sirs/Mesdames:

Re: In the matter of the CCAA Proceedings of The Cash Store Financial Services Inc. et al ("Cash Store") – Court File No. CV-14-10518-00CL

Discussions are ongoing regarding achieving a resolution to Cash Store's interim financing ("DIP Financing") needs. It is anticipated that Cash Store will reach an agreement in the near term regarding a DIP Financing proposal that will be presented to Regional Senior Justice Morawetz for approval at the comeback hearing with respect to this matter scheduled for 10 am on Monday, April 28, 2014 at 330 University Avenue in Toronto, Ontario.

It is anticipated that Cash Store will be seeking approval of additional DIP Financing and will be seeking a priming charge in respect of such DIP Financing with priority equal to the current DIP Priority Charge provided for in the Amended and Restated Initial Order dated April 15, 2014. Once an agreement has been reached, materials will be prepared and served on the Service List.

Yours very truly,



Patrick Riesterer
Associate
PR:

**THIS IS EXHIBIT "E" TO THE AFFIDAVIT
OF WILLIAM E. AZIZ SWORN BEFORE ME
ON THIS DAY OF APRIL, 2014.**

A commissioner for taking Affidavits



McCarthy Tétrault LLP
PO Box 48, Suite 5300
Toronto-Dominion Bank Tower
Toronto ON M5K 1E6
Canada
Tel: 416-362-1812
Fax: 416-868-0673

Heather L. Meredith
Partner
Direct Line: (416) 601-8342
Direct Fax: (416) 868-0673
Email: hmeredith@mccarthy.ca

April 25, 2014

DELIVERED BY EMAIL

The Service List

Dear Sirs/Mesdames:

**Re: The Cash Store Financial Services Inc. - Come-Back Hearing
Court File No.: CV-14-10518-00CL**

As you know, the Amended & Restated Initial Order (the "Initial Order") in this matter states that there is a come-back hearing scheduled for April 28, 2014. The Applicants previously indicated an intention to seek approval of additional interim financing and a priming charge in respect of such financing. We now understand that the Applicants will not be seeking such relief on April 28, 2014 but rather intend to seek that relief on May 5, 2014 at 8:30 a.m. before Regional Senior Justice Morawetz. Accordingly, we understand that the Applicants do not intend to seek any relief on April 28, 2014.

The Monitor asks that any other party that intends to seek relief at the come-back hearing, please advise as soon as possible and provide to the Monitor a description of the specific relief sought. Given the time, the need to provide sufficient notice to the Court, and the fact that the Applicants will not be seeking relief on April 28, 2014, the Monitor is of the view that any other relief sought in relation to the Initial Order come-back hearing should be sought on May 5, 2014 as well. Should any party have a different view, please contact us promptly today to discuss.

Yours truly,

McCarthy Tétrault LLP

Per:

Heather L. Meredith
Partner

HLM/sty

**THIS IS EXHIBIT "F" TO THE AFFIDAVIT
OF WILLIAM E. AZIZ SWORN BEFORE ME
ON THIS DAY OF APRIL, 2014.**

A commissioner for taking Affidavits

From: Dacks, Jeremy
Sent: Friday, April 25, 2014 5:15 PM
To: Chadwick, Robert; 'Rob Staley'; Yeoh, Swee-Teen; Wasserman, Marc; Riesterer, Patrick; Sachar, Karin; nycprojectoilers@rothschild.com; nycprojectoilers@rothschild.com; wberman@casselsbrock.com; rjacobs@casselsbrock.com; O'Neill, Brendan; orestes.pasparakis@nortonrosefulbright.com; Alan.Merskey@nortonrosefulbright.com; virginie.gauthier@nortonrosefulbright.com; alexander.schmitt@nortonrosefulbright.com; Grant Stapon; Ken Lenz; adam.maerov@mcmillan.ca; brett.harrison@mcmillan.ca; patricia.wakelin@computershare.com; Shelley.Bloomberg@computershare.com; mohanie.shivprasad@computershare.com; tina.vitale@computershare.com; john.wahl@computershare.com; TMoss@perkinscoie.com; RSarubbi@perkinscoie.com; jkruger@blg.com; PMcCarthy@blg.com; jforeman@harrisonpensa.com; ahatnay@kmlaw.ca; dbiegane@dcclp.com; Ehoaken@counsel-toronto.com; hawkesr@jssbarristers.ca; mweinczok@dickinsonwright.com; Dpreger@dickinsonwright.com; charles.wright@siskinds.com; serge.kalloghlian@siskinds.com; alex.dimson@siskinds.com; 'gmeisenheimer@harrisonpensa.com; jharnum@kmlaw.ca; ascotchmer@kmlaw.ca; Raj Sahni; Jonathan Bell
Cc: 'greg.watson@fticonsulting.com'; jeffrey.rosenberg@fticonsulting.com; Gage, James D.; Meredith, Heather L.
Subject: RE: In the Matter of The Cash Store Financial Services Inc.; Court File No.: CV-14-10518-00CL

We act for the Chief Restructuring Officer of the Applicants. The Chief Restructuring Officer was appointed by the Amended and Restated Initial Order dated April 15, 2014. The Chief Restructuring Officer has been granted the authority to direct the restructuring of the Applicants under the CCAA. As the Monitor advised earlier today, the Applicants will not be seeking additional interim financing and a priming charge in respect of such financing on April 28, 2014, but will be seeking such relief on May 5, 2014. The Applicants also agree with the Monitor's view that any other relief sought in relation to the Initial Order come-back hearing should be dealt with on May 5, 2014 (or another date with a proper court-ordered schedule), given the need to provide sufficient notice to the Court, and in order to allow the company and its stakeholders the opportunity to consider and properly respond to matters.

The Chief Restructuring Officer has taken immediate steps to inform himself with respect to the business and liquidity needs of the Applicants. This afternoon we received a copy of a factum delivered by 0678786 B.C. Ltd. (formerly the McCann Family Holding Corporation) ("067") and a report delivered by counsel for another Third Party Lender which was purportedly provided to be used as evidence at a hearing. The factum provided for the first time the nature of the relief sought by 067. The relief being sought is wide-ranging and the factum contains serious allegations against the company. The Chief Restructuring Officer is an Officer of the Court and requires an opportunity to properly consider the matters set out in the factum and to provide a proper response on an agreed-upon timetable. We are also aware that the Monitor is attempting to arrange for a meeting with the Chief Restructuring Officer and certain Third Party Lenders for early next week to discuss issues relating to the Third Party Lenders.

The Chief Restructuring Officer agrees with the Monitor's views on scheduling and looks forward to engaging in a dialogue with the Third Party Lenders next week.

Regards,
Jeremy

OSLER

Jeremy Dacks

416.862.4923 DIRECT

416.862.6666 FACSIMILE
jdacks@osler.com

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

osler.com

From: Chadwick, Robert [mailto:rchadwick@goodmans.ca]

Sent: Friday, April 25, 2014 4:10 PM

To: 'Rob Staley'; Yeoh, Swee-Teen; Wasserman, Marc; Dacks, Jeremy; Riesterer, Patrick; Sachar, Karin; nycprojectoilers@rothschild.com; nycprojectoilers@rothschild.com; wberman@casselsbrock.com; rjacobs@casselsbrock.com; O'Neill, Brendan; orestes.pasparakis@nortonrosefulbright.com; Alan.Merskey@nortonrosefulbright.com; virginie.gauthier@nortonrosefulbright.com; alexander.schmitt@nortonrosefulbright.com; Grant Stapon; Ken Lenz; adam.maerov@mcmillan.ca; brett.harrison@mcmillan.ca; patricia.wakelin@computershare.com; Shelley.Bloomberg@computershare.com; mohanie.shivprasad@computershare.com; tina.vitale@computershare.com; john.wahl@computershare.com; TMoss@perkinscoie.com; RSarubbi@perkinscoie.com; jkruger@blg.com; PMcCarthy@blg.com; jforeman@harrisonpensa.com; ahatnay@kmlaw.ca; dbiegane@dcilp.com; Ehoaken@counsel-toronto.com; hawkesr@jssbarristers.ca; mweinczok@dickinsonwright.com; Dpreger@dickinsonwright.com; charles.wright@siskinds.com; serge.kalloghlian@siskinds.com; alex.dimson@siskinds.com; 'gmeisenheimer@harrisonpensa.com; jharnum@kmlaw.ca; ascotchmer@kmlaw.ca; Raj Sahni; Jonathan Bell
Cc: 'greg.watson@fticonsulting.com'; jeffrey.rosenberg@fticonsulting.com; Gage, James D.; Meredith, Heather L.
Subject: RE: In the Matter of The Cash Store Financial Services Inc.; Court File No.: CV-14-10518-00CL

We act for the Ad Hoc Committee of Secured Noteholders. We will be supporting the Company and the Monitor to have the matter heard on May 5, 2014 (or at another date with a proper agreed schedule). We are now just receiving Court materials being delivered late Friday afternoon for a hearing Monday at 830 am (with no proper motion record or relief). We will need to review the materials and take instructions on the matters being raised by the parties. The Monitor has been authorized with scheduling matters before the Court. Based on the circumstances and timing, we believe all counsel should support the Monior's views on scheduling so we can deal with any disputes in a proper manner. Rob Chadwick

From: Rob Staley [mailto:StaleyR@bennettjones.com]

Sent: Friday, April 25, 2014 1:47 PM

To: Yeoh, Swee-Teen; mwasserman@osler.com; jdacks@osler.com; priesterer@osler.com; ksachar@osler.com; nycprojectoilers@rothschild.com; nycprojectoilers@rothschild.com; wberman@casselsbrock.com; rjacobs@casselsbrock.com; Chadwick, Robert; O'Neill, Brendan; orestes.pasparakis@nortonrosefulbright.com; Alan.Merskey@nortonrosefulbright.com; virginie.gauthier@nortonrosefulbright.com; alexander.schmitt@nortonrosefulbright.com; Grant Stapon; Ken Lenz; adam.maerov@mcmillan.ca; brett.harrison@mcmillan.ca; patricia.wakelin@computershare.com; Shelley.Bloomberg@computershare.com; mohanie.shivprasad@computershare.com; tina.vitale@computershare.com; john.wahl@computershare.com; TMoss@perkinscoie.com; RSarubbi@perkinscoie.com; jkruger@blg.com; PMcCarthy@blg.com; jforeman@harrisonpensa.com; ahatnay@kmlaw.ca; dbiegane@dcilp.com; Ehoaken@counsel-toronto.com; hawkesr@jssbarristers.ca; mweinczok@dickinsonwright.com; Dpreger@dickinsonwright.com; charles.wright@siskinds.com; serge.kalloghlian@siskinds.com; alex.dimson@siskinds.com; 'gmeisenheimer@harrisonpensa.com; jharnum@kmlaw.ca; ascotchmer@kmlaw.ca; Raj Sahni; Jonathan Bell
Cc: 'greg.watson@fticonsulting.com'; jeffrey.rosenberg@fticonsulting.com; Gage, James D.; Meredith, Heather L.
Subject: RE: In the Matter of The Cash Store Financial Services Inc.; Court File No.: CV-14-10518-00CL

Our client intends to proceed at the come-back hearing on Monday to seek the relief set out in our factum served earlier today. We do not consent to an adjournment to May 5th.

From: Yeoh, Swee-Teen [<mailto:STEEN@MCCARTHY.CA>]

Sent: 25 April 2014 12:37 PM

To: mwasserman@osler.com; jdacks@osler.com; priesterer@osler.com; ksachar@osler.com; nycprojectoilers@rothschild.com; nycprojectoilers@rothschild.com; wberman@casselsbrock.com; rjacobs@casselsbrock.com; rchadwick@goodmans.ca; boneill@goodmans.ca; orestes.pasparakis@nortonrosefulbright.com; Alan.Merskey@nortonrosefulbright.com; virginie.gauthier@nortonrosefulbright.com; alexander.schmitt@nortonrosefulbright.com; Grant Stapon; Ken Lenz; Rob Staley; adam.maerov@mcmillan.ca; brett.harrison@mcmillan.ca; patricia.wakelin@computershare.com; Shelley.Bloomberg@computershare.com; mohanie.shivprasad@computershare.com; tina.vitale@computershare.com; john.wahl@computershare.com; TMoss@perkinscoie.com; RSarubbi@perkinscoie.com; jkruger@blg.com; PMcCarthy@blg.com; jforeman@harrisonpensa.com; ahatnay@kmlaw.ca; dbieganeck@dcllp.com; Ehoaken@counsel-toronto.com; hawkesr@jssbarristers.ca; mweinczok@dickinsonwright.com; Dpreger@dickinsonwright.com; charles.wright@siskinds.com; serge.kalloghlian@siskinds.com; alex.dimson@siskinds.com; gmeisenheimer@harrisonpensa.com; jharnum@kmlaw.ca; ascotchmer@kmlaw.ca; Raj Sahni; Jonathan Bell
Cc: 'greg.watson@fticonsulting.com'; jeffrey.rosenberg@fticonsulting.com; Gage, James D.; Meredith, Heather L.
Subject: In the Matter of The Cash Store Financial Services Inc.; Court File No.: CV-14-10518-00CL
Importance: High

Good afternoon, please find attached a letter from counsel to the Monitor of today's date.



Swee-Teen Yeoh

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Bankruptcy & Restructuring | Faillite et restructuration
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**THIS IS EXHIBIT "G" TO THE AFFIDAVIT
OF WILLIAM E. AZIZ SWORN BEFORE ME
ON THIS DAY OF APRIL, 2014.**

A commissioner for taking Affidavits



NEWS RELEASE

April 24, 2014

Cash Store Financial to Delist from TSX

EDMONTON, April 24, 2014 /CNW/ - The Cash Store Financial Services Inc. ("Cash Store Financial" or the "Company") (TSX: CSF) announced today that its common shares will be delisted from the Toronto Stock Exchange ("TSX") effective May 23, 2014 for failure by Cash Store Financial to meet the continued listing requirements of the TSX and, specifically, as a result of the Company seeking and obtaining an order from the Ontario Superior Court of Justice (Commercial List) ("Court") granting creditor protection under the *Companies' Creditors Arrangement Act* ("CCAA") on April 14, 2014. Trading in the Company's securities will remain suspended pending the delisting of the common shares.

Cash Store Financial remains committed to completing the restructuring process quickly and efficiently. Cash Store Financial is working diligently to obtain additional debtor-in-possession financing and to run a sales process to maximize value for all of the Company's stakeholders. Additional information on the CCAA proceedings can be found on the website of the Court-appointed Monitor of Cash Store Financial, FTI Consulting Canada Inc.: <http://cfcanada.fticonsulting.com/cashstorefinancial/>

The Company remains open for business and its branches continue to operate. Daily lending is continuing in all jurisdictions outside of Ontario.

About Cash Store Financial

Cash Store Financial operates 510 branches across Canada under the banners "Cash Store Financial" and "Instaloans". Cash Store Financial also operates 27 branches in the United Kingdom.

Cash Store Financial and Instaloans primarily act as lenders and brokers to facilitate short-term advances and provide other financial services to income-earning consumers who may not be able to obtain them from traditional banks. Cash Store Financial also provides a private-label debit card (the "Freedom" card) and a prepaid credit card (the "Freedom MasterCard") as well as other financial services, including bank accounts.

Cash Store Financial is headquartered in Edmonton, Alberta.

Cash Store Financial is a Canadian corporation that is not affiliated with Cottonwood Financial Ltd. or the outlets Cottonwood Financial Ltd. operates in the United States under the name "Cash Store". Cash Store Financial does not do business under the name "Cash Store" in the

United States and does not own or provide any consumer lending services in the United States.

For further information, please contact:

Gordon Reykdal, CEO, at 780-408-5118,

Craig Warnock, CFO, at 780-732-5683, or

Peter Block, NATIONAL Public Relations, 416-848-1431

Forward Looking Statements:

This news release contains certain forward-looking statements about the objectives, strategies, financial conditions, results of operations and businesses of Cash Store Financial. Statements that are not historical facts are forward-looking and are subject to important risks, uncertainties and assumptions. These statements are based on our current expectations about our business, and upon various estimates and assumptions. The results or events predicted in these forward-looking statements may differ materially from actual results or events if known or unknown risks, trends or uncertainties affect our business, or if our estimates or assumptions turn out to be inaccurate. As a result, there is no assurance that the circumstances described in any forward-looking statement will materialize. Significant and reasonably foreseeable factors that could cause our results to differ materially from our current expectations, include, but are not limited to, any decision of the Ontario Superior Court of Justice in the CCAA proceedings that is adverse to Cash Store Financial, the inability of Cash Store Financial to fulfill the conditions to funding under any DIP financing agreement to be entered into by Cash Store, and other factors that could affect Cash Store Financial's ability to continue its operations during the CCAA proceeding, including the factors that are discussed in the section entitled "Risk Factors" contained in our Annual Information Form for the year ended September 30, 2013 dated December 11, 2013 filed by The Cash Store Financial Services Inc. with the Canadian securities commissions (available on SEDAR at www.sedar.com), as updated in our most recent Management's Discussion and Analysis for the three months ended December 31, 2013. Unless required by law, we disclaim any intention or obligation to update any forward-looking statement even if new information becomes available, as a result of future events or for any other reason.

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

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

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

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

AFFIDAVIT OF WILLIAM E. AZIZ

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