

**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

**MOTION RECORD OF THE MONITOR
(Re: Stay Extension)
(Returnable November 16, 2017)**

November 7, 2017

McCarthy Tétrault LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6
Fax: 416-868-0673

Geoff R. Hall LSUC#: 347010
Tel: (416) 601-7856
Email: ghall@mccarthy.ca

James D. Gage LSUC#: 34676I
Tel: (416) 601-7539
Email: jgage@mccarthy.ca

Trevor Courtis LSUC#: 67715A
Tel: (416) 601-7643
Email: tcourtis@mccarthy.ca

Lawyers for FTI Consulting Canada Inc.,
the Monitor

TO: SERVICE LIST

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

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
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STORE"

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3	Draft Order

Tab 1

**ONTARIO
SUPERIOR COURT OF JUSTICE**

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., AND 1693926 ALBERTA LTD DOING BUSINESS AS "THE TITLE
STORE"

APPLICANTS

**NOTICE OF MOTION
(re: Stay Extension)
(Returnable November 16, 2017)**

FTI Consulting Canada Inc., in its capacity as monitor (the "**Monitor**") will make a motion before a judge presiding over the Commercial List on November 16, 2017, or as soon after that time as the motion can be heard, at Toronto, Ontario.

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

THE MOTION IS FOR:

1. An order, substantially in the form attached to the Monitor's Motion Record at Tab 3, extending the Stay Period (as defined in the Initial Order of this Court dated April 14, 2014, as amended and restated) to and including November 18, 2018; and
2. Such further and other relief as this Court deems just.

THE GROUNDS FOR THE MOTION ARE:

Background

1. On April 14, 2014, this Court made an Initial Order, among other things, granting a stay of proceedings in relation to the Applicants and its business and property, appointing the Monitor

in connection with these CCAA proceedings and authorizing the Applicants to file a plan of compromise or arrangement, subject to further orders of the Court.

2. The Applicants sold substantially all of their assets in separate Court-approved asset purchase transactions to National Money Mart Company (“**Money Mart**”), easyfinancial Services Inc., and CSF Asset Management Ltd. (“**CSF**”).

3. On November 19, 2015, the Court granted an Order (the “**Sanction Order**”), among other things, sanctioning a Plan of Compromise or Arrangement concerning, affecting and involving the Applicants (the “**Plan**”) and authorizing the Monitor to implement the Plan.

4. The Litigation Trustee and Litigation Counsel (each as defined in the Plan) continue to pursue claims against KPMG LLP, Cassels Brock & Blackwell LLP and Canaccord Genuity Corp. (the “**Remaining Estate Actions**”), which were not settled or compromised pursuant to the Settlement Agreements (as defined in the Plan) or the Plan. The Remaining Estate Actions are currently in the documentary discovery phase.

5. Pursuant to the terms of the Plan and the Sanction Order, the Monitor was granted certain enhanced powers and authorization to, among other things, facilitate the completion and administration of the estates of the Applicants and apply to the Court for any orders necessary or advisable to carry out its powers and obligations.

6. The Monitor now brings a motion for an order authorizing it to extend the Stay Period up to and including November 18, 2018.

Stay Extension

7. The Applicants, under the supervision of the Monitor, continue to act in good faith and with due diligence in these CCAA Proceedings.

8. Since the previous extension of the Stay Period, the Monitor has:
- (i) taken steps to pursue outstanding tax refunds from the Canada Revenue Agency for the benefit of the Applicants' creditors including reviewing Company's records and preparing tax returns;
 - (ii) continued the process of selling, disposing of or otherwise realizing upon the limited remaining assets of the estate, including completing the sale of real property in Manitoba;
 - (iii) carried out the disposal of physical records in various storage facilities;
 - (iv) monitored the Remaining Estate Actions and participated in various meetings with Litigation Counsel and the Litigation Trustee;
 - (v) responded to an inquiry from the Newfoundland and Labrador Human Rights Commission with respect to a complaint made against Cash Store;
 - (vi) responded to inquiries from creditors, bondholders and other parties interested in the Cash Store's CCAA proceedings; and
 - (vii) conducted Cash Store's affairs in accordance with the Initial Order and other Orders of the Court.
9. The Monitor seeks a further extension of the Stay Period to November 18, 2018 to, among other things, enable the Applicants and the Monitor to continue their efforts to deal with the estate's remaining assets, pursue tax returns, provide continued protection while the Remaining Estate Actions are pursued, and continue administering the Plan and any subsequent funds obtained in the post-implementation period. Accordingly, granting the extension of the Stay Period is appropriate in the circumstances.

10. The Monitor projects that sufficient funds will be available to continue the administration of the Cash Store up to and including November 18, 2018.

11. The Applicants also rely on the following:

- (a) the provisions of the CCAA, including section 11.02; and
- (b) such further and other grounds as counsel may advise and this court may permit.

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

- (a) the Twenty-Fourth Report of the Monitor, dated November 7, 2017; and
- (b) such further and other materials as counsel may advise and this Court may permit.

November 7, 2017

McCarthy Tétrault LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6
Fax: (416) 868-0673

Geoff R. Hall LSUC#: 347010
Tel: (416) 601-7856
Email: ghall@mccarthy.ca

James Gage LSUC#: 34676I
Tel: (416) 601-7539
Email: jgage@mccarthy.ca

Trevor Courtis LSUC#: 67715A
Tel: (416) 601-7643
Email: tcourtis@mccarthy.ca

Lawyers for the Monitor

TO: SERVICE LIST

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1511419 ONTARIO INC., FORMERLY KNOWN AS THE CASH STORE FINANCIAL SERVICES INC., et al.

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

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

**NOTICE OF MOTION
(re: Stay Extension)**

McCarthy Tétrault LLP
Toronto Dominion Bank Tower
Toronto, ON M5K 1E6
Fax: (416) 868-0673

Geoff R. Hall LSUC#: 347010
Tel: (416) 601-7856
Email: ghall@mccarthy.ca

James Gage LSUC#: 34676I
Tel: (416) 601-7539
Email: jgage@mccarthy.ca

Trevor Courtis LSUC#: 67715A
Tel: (416) 601-7643
Email: tcourtis@mccarthy.ca

Lawyers for the Monitor
17190637

Tab 2

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

**1511419 ONTARIO INC., FORMERLY KNOWN AS THE
CASH STORE FINANCIAL SERVICES INC.
AND RELATED APPLICANTS**

**TWENTY-FOURTH REPORT TO THE COURT
SUBMITTED BY FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR**

November 7, 2017

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF 1511419 ONTARIO INC., FORMERLY
KNOWN AS THE CASH STORE FINANCIAL SERVICES INC.,
1545688 ALBERTA INC., FORMERLY KNOWN AS THE
CASH STORE INC., 986301 ALBERTA INC., FORMERLY
KNOWN AS TCS CASH STORE INC., 1152919 ALBERTA
INC., FORMERLY KNOWN AS INSTALOANS INC., 7252331
CANADA INC., 5515433 MANITOBA INC., AND 1693926
ALBERTA LTD DOING BUSINESS AS "THE TITLE STORE"

APPLICANTS

**TWENTY-FOURTH REPORT TO THE COURT
SUBMITTED BY FTI CONSULTING CANADA INC.
IN ITS CAPACITY AS MONITOR**

INTRODUCTION AND BACKGROUND

1. On April 14, 2014, Regional Senior Justice Morawetz granted an Initial Order (as amended and restated, the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act* (Canada), as amended (the "**CCAA**") with respect to 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. and 1693926 Alberta Ltd. doing business as "The Title Store" (collectively, the "**Applicants**" or "**Cash Store**") providing protections to Cash Store under the CCAA, including a stay of proceedings (as extended from time to time, the "**Stay**"), appointing Blue Tree Advisors Inc. as Chief Restructuring Officer of the Applicants (the

- “**CRO**”) and appointing FTI Consulting Canada Inc. (the “**Monitor**”) as CCAA monitor.
2. The Stay currently extends up to and including November 18, 2017.
 3. The Applicants completed three Court-approved asset purchase transactions during these CCAA Proceedings. On October 15, 2014 the Court granted an Order approving the transaction contemplated by the asset purchase agreement among the Applicants and National Money Mart Company (“**Money Mart**”), (the “**Money Mart Transaction**”). On January 26, 2015, the Court granted an Order approving the transaction contemplated by the asset purchase agreement among the Applicants and easyfinancial Services Inc. On April 10, 2015 the Court granted an Order approving the transaction contemplated by the asset purchase agreement among the Applicants and CSF Asset Management Ltd. (“**CSF**”), (the “**CSF Asset Management Transaction**”). Substantially all of Cash Store’s assets were sold pursuant to the aforementioned transactions, including a significant portion of the books and records.
 4. Pursuant to the Order of this Court granted on September 30, 2015 (the “**Meetings Order**”), meetings of affected creditors were held on November 10, 2015 to vote on the Plan of Compromise or Arrangement concerning, affecting and involving the Applicants (the “**Plan**”). As reported by the Monitor in its Twenty-First Report dated November 16, 2015, the Plan was voted on and approved by the required majority of Affected Creditors pursuant to the terms of the Meeting Order, the Plan and the CCAA.
 5. On November 19, 2015 the Court granted an Order (the “**Sanction Order**”), among other things, sanctioning the Plan and authorizing the Applicants and the Monitor to implement the Plan. On December 31, 2015, upon being provided with confirmation satisfactory to it that the conditions precedent set out in the Plan had been satisfied or waived, as applicable, in accordance with the terms of the Plan, and after completing the steps, payments and transactions set out in the Plan that were to be completed by the Monitor, the Monitor issued a certificate in the

- prescribed form certifying that the Plan Implementation Date (as defined in the Plan) had occurred and that the Plan and the Sanction Order were effective in accordance with their respective terms.
6. Pursuant to the terms of the Plan and the Sanction Order, the CRO was discharged as of the Plan Implementation Date (as defined therein) and the Monitor was granted certain enhanced powers and authorization to, among other things, facilitate the completion and administration of the estates of the Applicants in the CCAA Proceeding and apply to the Court for any orders necessary or advisable to carry out its powers and obligations under any other Order granted by this Court.
 7. The Monitor's Post-Implementation Reserve (as defined in the Plan) was established pursuant to the terms of the Plan to ensure that sufficient funds remain available to the Monitor to pay the costs and expenses of the Applicants and administer the Applicants and the Plan from and after the Plan Implementation Date.
 8. Pursuant to an order of the Court dated December 1, 2014, the Applicants retained Thornton Grout Finnigan LLP and Vooheis & Co. LLP (collectively, "**Litigation Counsel**") to pursue certain claims against KPMG LLP, Cassels Brock & Blackwell LLP and Canaccord Genuity Corp. on behalf of the estate (the "**Remaining Estate Actions**").
 9. On November 16, 2016, this Court granted an Order which, among other things, extended the Stay up to and including November 18, 2017.
 10. The Monitor now brings a motion to extend the Stay up to and including November 18, 2018.

Purpose of Report

11. The purpose of this Report is to provide the Court with information regarding:
 - (i) The activities of the Monitor since its Twenty-Third Report was filed with the Court on November 7, 2016;

- (ii) the Monitor's motion to extend the Stay up to and including November 18, 2018; and
- (iii) the Applicants' updated cash flow forecast.

TERMS OF REFERENCE

12. In preparing this report, the Monitor has relied upon unaudited financial information of the Applicants, the Applicants' books and records, certain financial information prepared by the Applicants and discussions with various parties (the "**Information**").
13. Except as described in this Report:
 - (i) the Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Canadian Institute of Chartered Accountants Handbook;
 - (ii) the Monitor has not examined or reviewed financial forecasts and projections referred to in this report in a manner that would comply with the procedures described in the Canadian Institute of Chartered Accountants Handbook; and
 - (iii) future oriented financial information reported or relied on in preparing this report is based on third party assumptions regarding future events; actual results may vary from forecast and such variations may be material.
14. The Monitor has prepared this Report in connection with its motion to extend the Stay up to and including November 18, 2018. This Report should not be relied on for other purposes (except to the extent a future Monitor's report provides otherwise).

15. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars. Capitalized terms not otherwise defined herein have the meanings defined previous reports of the Monitor, the Plan and Orders of the Court issued in the CCAA Proceedings.

STAY EXTENSION

16. The Applicants, under the supervision of the Monitor, have been working with due diligence and in good faith throughout these CCAA proceedings. Since the Stay was last extended, the Monitor has taken the following steps which are described in more detail below:

- (i) continued to pursue outstanding tax refunds from the Canada Revenue Agency for the benefit of the Applicants' creditors including reviewing Company's records and preparing tax returns;
- (ii) continued the process of selling, disposing of or otherwise realizing upon the limited remaining assets of the estate, including completing the sale of real property in Manitoba;
- (iii) carried out the disposal of physical records of the Applicants in various storage facilities;
- (iv) monitored the Remaining Estate Actions litigation process and participated in various meetings with Litigation Counsel and the Litigation Trustee;
- (v) responded to an inquiry from the Newfoundland and Labrador Human Rights Commission with respect to a complaint made against Cash Store;
- (vi) responded to inquiries from creditors, bondholders and other parties interested in Cash Store's CCAA proceedings;
and

- (vii) conducted Cash Store's affairs in accordance with the Initial Order and other Orders of the Court.

Tax Refunds

17. During the CCAA proceedings, Cash Store attempted to obtain certain tax refunds from the Canada Revenue Agency ("CRA"). As of April 2016, recovery of such tax refunds was uncertain; however, given the potential benefit for the estate, Cash Store retained Osler, Hoskin & Harcourt LLP as legal counsel ("**Tax Counsel**") to continue efforts to pursue the tax refunds. A contingency arrangement was put in place whereby Tax Counsel would receive 15% of any recoveries.
18. On May 26, 2017, the Monitor received from Tax Counsel a copy of Statements of Arrears that were provided by the CRA Appeals Officer by letter dated May 25, 2017. The Statements of Arrears indicate the following credits for one of the Cash Store entities (1545688 Alberta Inc.):
- (i) \$1,980,505 (for the period ending June 30, 2010)
 - (ii) \$544,595 (for the period ending June 30, 2011)
 - (iii) \$1,116,264 (for the period ending June 30, 2012)
- Total: \$3,641,364
- Less 15% contingency to Tax Counsel = **\$3,024,152**
19. The CRA requested that Cash Store prepare and file tax returns for a related dormant corporation for its 2014, 2015 and 2016 fiscal years (which returns were not previously filed) before any refunds are issued. On August 2, 2017, those tax returns were filed with the CRA. The Monitor does not expect that those returns will result in any tax being payable and thus will not affect the quantum of the refunds listed above.

20. The Monitor has been following up with the CRA regularly on the status of these refunds and currently anticipates that they will be issued in the first quarter of 2018.

Flin Flon Property

21. Cash Store owned property at 76 Main Street, Flin Flon, Manitoba (the “**Flin Flon Property**”). Cash Store made efforts to sell the Flin Flon Property for approximately 18 months, but did not receive any offers until May 2017.
22. The sale of the Flin Flon Property was successfully closed on September 12, 2017. After the payment of various costs and taxes, the net proceeds from the sale were approximately \$40,000.
23. Considering the lengthy period that the Flin Flon Property was on the market, listed on a multiple listing system, and the market conditions in the area, the Monitor believed that this offer was in the best interests of all parties.

Disposal of Records

24. On November 16, 2016, this Court authorized the Monitor to dispose of approximately 9,300 boxes of physical records in various Iron Mountain storage facilities throughout Canada (the “**Records**”), upon the receipt of written confirmations from National Money Mart Company, CSF Asset Management Ltd., the Litigation Trustee and the Alberta Securities Commission, that their respective Record review and digitization processes have been completed (the “**Required Confirmations**”).
25. The Monitor received each of the Required Confirmations by April 21, 2017. The Monitor commenced the disposal of the Records process in accordance with the Order of this Court in April 2017 and expects to be completed by March 31, 2018.

Estate Litigation

26. The Remaining Estate Actions continued to progress in 2017 and following the disposition of several motions brought by the Defendants, the parties have advanced to the discovery stage of the litigation.
27. On June 2, 2017, each of the Defendants in the Remaining Estate Actions brought a motion for security for costs from the Plaintiff, Cash Store. On June 5, 2017, Justice F. L. Myers issued a decision ordering Cash Store to post security for costs in the amount of \$533,333 for each action (\$1.6 million in aggregate, the “**Ordered Security**”) within 60 days.
28. The Ordered Security covers all of the following steps in the Remaining Estate Actions: (i) initial case assessment and pleadings, (ii) motion for summary judgment on limitations issues, and (iii) documentary review and production. There will be a further amount to be posted 45 days before the date scheduled for the first examination for discovery, in an amount agreed upon by the parties or ordered at a case conference. A final instalment will be set at the pre-trial conference if not on consent before then.
29. On July 31, 2017, counsel to the Monitor deposited the Ordered Security with the Court by way of certified cheque from proceeds drawn on the Litigation Funding and Indemnity Reserve account.
30. The Monitor has been informed by the Litigation Trustee that the parties to the Remaining Estate Actions have agreed to all of the material components of a discovery plan and the Litigation Trustee has commenced the document review phase for production early in 2018.
31. The Litigation Trustee further advises that the Remaining Estate Actions are not expected to be resolved within the next 12 months. The Monitor will report to the Court in the event that a resolution to the Remaining Estate Actions is reached during the interim period.

Human Rights Complaint

32. On March 9, 2017, counsel to the Monitor received a request for submissions by the Newfoundland and Labrador Human Rights Commission (the “**Commission**”) with respect to a complaint made by an individual against Cash Store. The Commission indicated that it would be putting the complaint before a panel of Commissioners to determine whether it would continue in light of these CCAA proceedings.
33. On April 7, 2017, counsel to the Monitor provided submissions noting that while there was no legal impediment to the complaint proceeding, pursuant to the terms of the Initial Order and section 11.1(2) of the CCAA, as a practical matter there was no effective way for the Commission to conduct an investigation or grant an effective remedy given that (i) Cash Store no longer has any operations or employees to provide any information regarding the complaint, (ii) enforcement of any monetary award by the Commission is restrained by section 11.1(2) of the CCAA, and (iii) enforcement of any non-monetary award would not be possible as there is no longer an operating business for it to apply to.
34. On June 6, 2017, counsel to the Monitor was notified by the Commission that the Commissioners had determined that there was insufficient evidence to proceed to a Board of Inquiry. The Monitor has not received any notice or other indication that the complainant intends to seek judicial review of this decision.

Stay Extension

35. The proposed extension of the Stay would, among other things, extend CCAA protection while the Litigation Counsel and the Litigation Trustee pursue the Remaining Estate Actions.
36. The Remaining Estate Actions continue to be the most significant source of potential recovery for certain Cash Store creditors. Pursuant to the terms of the Plan, if applicable, the estate recoveries on the Remaining Estate Actions will benefit:

- (i) the Consumer Class Action Members (as defined in the Plan) in the amount of 10% of any proceeds realized in respect of the Remaining Estate Actions up to an aggregate of \$3,000,00 and, thereafter, 5% of any such proceeds in excess of \$3,000,000, after the payment of the fees and expenses of Litigation Counsel and the Litigation Trustee and the cost of any alternative litigation funding arrangements (the “**Net Subsequent Litigation Proceeds**”); and
 - (ii) the Secured Noteholders, who will receive the remaining portion of the Net Subsequent Litigation Proceeds paid into Subsequent Cash on Hand to be distributed in accordance with the Plan up to the Secured Noteholder Maximum Claim Amount (as defined in the Plan).
37. Pursuant to the terms of the Plan and the Sanction Order, the Monitor will remain responsible for administering the Plan and distributing any Subsequent Cash on Hand (as defined in the Plan) obtained in the interim period.
38. Extending the Stay will also enable the Monitor to continue pursuing tax refunds from the CRA and monetize the few remaining assets of the estate.

Cashflow Forecast

39. The Cashflow Forecast attached hereto as Schedule “A” demonstrates that the Applicants are projected to have sufficient liquidity to fund their activities until at least November 18, 2018.
40. The Monitor’s Post-Implementation Reserve was established pursuant to the terms of the Plan to ensure that sufficient funds are available to the Monitor to pay the costs and expenses of the Applicants and administer the Applicants and the Plan from and after the Plan Implementation Date.

41. The Remaining Estate Actions are funded through a separate Litigation Funding and Indemnity Reserve (as defined in the Plan) which was established by the Applicants on the Plan Implementation Date and is maintained and administered by the Monitor.
42. Any Subsequent Cash on Hand received by the Applicants will be distributed by the Monitor in accordance with the terms of the Plan and the Sanction Order. With the consent of the Ad Hoc Committee, the Monitor is permitted to use some or all of any Subsequent Cash on Hand payable to the Secured Noteholders to supplement the Monitor's Post Implementation Reserve or the Litigation Funding and Indemnity Reserve.
43. The opening cash balance in the Monitor's Post Implementation Reserve on November 6, 2017 is approximately \$58,700. Since the last stay extension, net disbursements were approximately \$138,000, comprised of:
 - (i) Net receipts after commissions and closing costs from the sale of the Flin Flon Property in the approximate amount of \$40,000;
 - (ii) miscellaneous receipts in the approximate amount of \$40,000;
 - (iii) payment of Flin Flon Property costs including taxes, utilities, maintenance, etc. in the approximate amount of \$17,000;
 - (iv) professional fees for the Monitor and Monitor's counsel (McCarthy Tétrault LLP) in the approximate amount of \$195,000; and
 - (v) other miscellaneous expenses in the amount of \$6,000.

44. During the forecast period, the estimated total receipts are approximately \$3,030,000, the estimated total operating disbursements are approximately \$36,000, and the estimated total non-operating disbursements are approximately \$90,000. The Cashflow Forecast shows that total cash at the end of the forecast period will remain positive, at \$2,963,000 before any funding to the Litigation Funding and Indemnity Reserve or distributions to the Secured Noteholders. The Monitor projects that sufficient funds will be available to continue the administration of Cash Store up to and including November 18, 2018.
45. The Monitor believes that the length of the requested extension is reasonable and appropriate in the circumstances.
46. Accordingly, the Monitor recommends that this Court grant the Stay extension to November 18, 2018 as requested.
47. The Monitor respectfully submits to the Court this Twenty-Fourth Report.

Dated this 7th day of November, 2017.

FTI Consulting Canada Inc.
The Monitor of 1511419 Ontario Inc.,
formerly known as The Cash Store Financial Services Inc. and Related Applicants



Greg Watson
Senior Managing Director

SCHEDULE "A"
CASHFLOW FORECAST

1511419 Ontario Inc. formerly known as the Cash Store Financial Services Inc. and related Applicants

Weekly Cash Forecast

(CAD 000's)

Week Ended	11/6/2017	11/13/2017	11/20/2017	11/27/2017	12/4/2017	12/11/2017	12/18/2017	12/25/2017	1/1/2018	1/8/2018
RECEIPTS:										
Tax Refund Receipts	-	-	-	-	-	-	-	-	-	-
Non- Operating Receipts	-	-	-	1	-	-	-	-	-	-
TOTAL RECEIPTS	-	-	-	1	-	-	-	-	-	-
OPERATING DISBURSEMENTS:										
Contractors (Former Employees)	-	-	-	1	-	-	-	1	-	-
Operating Expenses	-	-	-	2	-	-	-	2	-	-
TOTAL OPERATING DISBURSEMENTS	-	-	-	3	-	-	-	3	-	-
OPERATING CASH FLOW	\$ -	\$ -	\$ -	\$ (2)	\$ -	\$ -	\$ -	\$ (3)	\$ -	\$ -
NON-OPERATING DISBURSEMENTS:										
Professional Fees	-	-	-	20	-	-	-	5	-	-
Other	-	-	-	-	-	-	-	-	-	-
TOTAL NON-OPERATING DISBURSEMENTS	-	-	-	20	-	-	-	5	-	-
BoP Cash	\$ 59	\$ 59	\$ 59	\$ 59	\$ 37	\$ 37	\$ 37	\$ 37	\$ 29	\$ 29
Total Cash Flow	-	-	-	(22)	-	-	-	(8)	-	-
EoP Cash	\$ 59	\$ 59	\$ 59	\$ 37	\$ 37	\$ 37	\$ 37	\$ 29	\$ 29	\$ 29

Notes

(1) The purpose of this cash flow is to determine the liquidity requirements of the Applicants during the forecast period.

(2) Non operating receipts represents collection of miscellaneous sundry receivables.

(3) Contractors disbursements are costs for former employees to provide service for the administration of the estate.

(4) Operating expenses are technology and other related costs required for the administration of the estate.

(5) Professional fees are based on expected work load during the administration of the estate and may vary depending on actual time required.

(6) EOP cash will be used to fund the CCAA administration. The balance will be used to pay distributions to the noteholders or fund the Litigation Funding and Indemnity Reserve.

1511419 Ontario Inc. formerly known as the Cash Store Financial Services Inc. and related Applicants

Weekly Cash Forecast

(CAD 000's)

Week Ended	1/15/2018	1/22/2018	1/29/2018	2/5/2018	2/12/2018	2/19/2018	2/26/2018	3/5/2018	3/12/2018	3/19/2018
RECEIPTS:										
Tax Refund Receipts	-	-	-	-	-	3,024	-	-	-	-
Non- Operating Receipts	-	-	-	-	-	-	1	-	-	-
TOTAL RECEIPTS	-	-	-	-	-	3,024	1	-	-	-
OPERATING DISBURSEMENTS:										
Contractors (Former Employees)	-	-	1	-	-	-	1	-	-	-
Operating Expenses	-	-	2	-	-	-	2	-	-	-
TOTAL OPERATING DISBURSEMENTS	-	-	3	-	-	-	3	-	-	-
OPERATING CASH FLOW	\$ -	\$ -	\$ (3)	\$ -	\$ -	\$ 3,024	\$ (2)	\$ -	\$ -	\$ -
NON-OPERATING DISBURSEMENTS:										
Professional Fees	-	-	5	-	-	-	5	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
TOTAL NON-OPERATING DISBURSEMENTS	-	-	5	-	-	-	5	-	-	-
BoP Cash	\$ 29	\$ 29	\$ 29	\$ 21	\$ 21	\$ 21	\$ 3,045	\$ 3,038	\$ 3,038	\$ 3,038
Total Cash Flow	-	-	(8)	-	-	3,024	(7)	-	-	-
EoP Cash	\$ 29	\$ 29	\$ 21	\$ 21	\$ 21	\$ 3,045	\$ 3,038	\$ 3,038	\$ 3,038	\$ 3,038

Notes

(1) The purpose of this cash flow is to determine the liquidity requirements of the Applicants during the forecast period.

(2) Non operating receipts represents collection of miscellaneous sundry receivables.

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(6) EOP cash will be used to fund the CCAA administration. The balance will be used to pay distributions to the noteholders or fund the Litigation Funding and Indemnity Reserve.

1511419 Ontario Inc. formerly known as the Cash Store Financial Services Inc. and related Applicants

Weekly Cash Forecast

(CAD 000's)

Week Ended	3/26/2018	4/2/2018	4/9/2018	4/16/2018	4/23/2018	4/30/2018	5/7/2018	5/14/2018	5/21/2018	5/28/2018
RECEIPTS:										
Tax Refund Receipts	-	-	-	-	-	-	-	-	-	-
Non- Operating Receipts	-	-	-	-	-	1	-	-	-	-
TOTAL RECEIPTS	-	-	-	-	-	1	-	-	-	-
OPERATING DISBURSEMENTS:										
Contractors (Former Employees)	1	-	-	-	-	1	-	-	-	1
Operating Expenses	2	-	-	-	-	2	-	-	-	2
TOTAL OPERATING DISBURSEMENTS	3	-	-	-	-	3	-	-	-	3
OPERATING CASH FLOW	\$ (3)	\$ -	\$ -	\$ -	\$ -	\$ (2)	\$ -	\$ -	\$ -	\$ (3)
NON-OPERATING DISBURSEMENTS:										
Professional Fees	5	-	-	-	-	5	-	-	-	5
Other	-	-	-	-	-	-	-	-	-	-
TOTAL NON-OPERATING DISBURSEMENTS	5	-	-	-	-	5	-	-	-	5
BoP Cash	\$ 3,038	\$ 3,030	\$ 3,023	\$ 3,023	\$ 3,023	\$ 3,023				
Total Cash Flow	(8)	-	-	-	-	(7)	-	-	-	(8)
EoP Cash	\$ 3,030	\$ 3,023	\$ 3,023	\$ 3,023	\$ 3,023	\$ 3,015				

Notes

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1511419 Ontario Inc. formerly known as the Cash Store Financial Services Inc. and related Applicants

Weekly Cash Forecast

(CAD 000's)

Week Ended	6/4/2018	6/11/2018	6/18/2018	6/25/2018	7/2/2018	7/9/2018	7/16/2018	7/23/2018	7/30/2018	8/6/2018
RECEIPTS:										
Tax Refund Receipts	-	-	-	-	-	-	-	-	-	-
Non- Operating Receipts	-	-	-	-	-	-	1	-	-	-
TOTAL RECEIPTS	-	-	-	-	-	-	1	-	-	-
OPERATING DISBURSEMENTS:										
Contractors (Former Employees)	-	-	-	1	-	-	-	-	1	-
Operating Expenses	-	-	-	2	-	-	-	-	2	-
TOTAL OPERATING DISBURSEMENTS	-	-	-	3	-	-	-	-	3	-
OPERATING CASH FLOW	\$ -	\$ -	\$ -	\$ (3)	\$ -	\$ -	\$ 1	\$ -	\$ (3)	\$ -
NON-OPERATING DISBURSEMENTS:										
Professional Fees	-	-	-	5	-	-	-	-	5	-
Other	-	-	-	-	-	-	-	-	-	-
TOTAL NON-OPERATING DISBURSEMENTS	-	-	-	5	-	-	-	-	5	-
BoP Cash	\$ 3,015	\$ 3,015	\$ 3,015	\$ 3,015	\$ 3,007	\$ 3,007	\$ 3,007	\$ 3,008	\$ 3,008	\$ 3,000
Total Cash Flow	-	-	-	(8)	-	-	1	-	(8)	-
EoP Cash	\$ 3,015	\$ 3,015	\$ 3,015	\$ 3,007	\$ 3,007	\$ 3,007	\$ 3,008	\$ 3,008	\$ 3,000	\$ 3,000

Notes

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1511419 Ontario Inc. formerly known as the Cash Store Financial Services Inc. and related Applicants

Weekly Cash Forecast

(CAD 000's)

Week Ended	8/13/2018	8/20/2018	8/27/2018	9/3/2018	9/10/2018	9/17/2018	9/24/2018	10/1/2018	10/8/2018	10/15/2018
RECEIPTS:										
Tax Refund Receipts	-	-	-	-	-	-	-	-	-	-
Non- Operating Receipts	-	-	-	-	-	1	-	-	-	-
TOTAL RECEIPTS	-	-	-	-	-	1	-	-	-	-
OPERATING DISBURSEMENTS:										
Contractors (Former Employees)	-	-	1	-	-	-	1	-	-	-
Operating Expenses	-	-	2	-	-	-	2	-	-	-
TOTAL OPERATING DISBURSEMENTS	-	-	3	-	-	-	3	-	-	-
OPERATING CASH FLOW	\$ -	\$ -	\$ (3)	\$ -	\$ -	\$ 1	\$ (3)	\$ -	\$ -	\$ -
NON-OPERATING DISBURSEMENTS:										
Professional Fees	-	-	5	-	-	-	5	-	-	-
Other	-	-	-	-	-	-	-	-	-	-
TOTAL NON-OPERATING DISBURSEMENTS	-	-	5	-	-	-	5	-	-	-
BoP Cash	\$ 3,000	\$ 3,000	\$ 3,000	\$ 2,992	\$ 2,992	\$ 2,992	\$ 2,993	\$ 2,985	\$ 2,985	\$ 2,985
Total Cash Flow	-	-	(8)	-	-	1	(8)	-	-	-
EoP Cash	\$ 3,000	\$ 3,000	\$ 2,992	\$ 2,992	\$ 2,992	\$ 2,993	\$ 2,985	\$ 2,985	\$ 2,985	\$ 2,985

Notes

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1511419 Ontario Inc. formerly known as the Cash Store Financial Services Inc. and related Applicants
Weekly Cash Forecast
(CAD 000's)

Week Ended	10/22/2018	10/29/2018	11/5/2018	11/12/2018	Total
RECEIPTS:					
Tax Refund Receipts	-	-	-	-	3,024
Non- Operating Receipts	-	-	-	1	6
TOTAL RECEIPTS	-	-	-	1	3,030
OPERATING DISBURSEMENTS:					
Contractors (Former Employees)	-	1	-	-	12
Operating Expenses	-	2	-	-	24
TOTAL OPERATING DISBURSEMENTS	-	3	-	-	36
OPERATING CASH FLOW	\$ -	\$ (3)	\$ -	\$ 1	\$ 2,994
NON-OPERATING DISBURSEMENTS:					
Professional Fees	-	5	-	15	90
Other	-	-	-	-	-
TOTAL NON-OPERATING DISBURSEMENTS	-	5	-	15	90
BoP Cash	\$ 2,985	\$ 2,985	\$ 2,977	\$ 2,977	\$ 59
Total Cash Flow	-	(8)	-	(14)	2,904
EoP Cash	\$ 2,985	\$ 2,977	\$ 2,977	\$ 2,963	\$ 2,963

Notes

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Tab 3

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

THE HONOURABLE)	THURSDAY, THE 16 th
)	
JUSTICE MORAWETZ)	DAY OF NOVEMBER, 2017

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

AND IN THE MATTER OF A PROPOSED 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., 152919
ALBERTA INC., FORMERLY KNOWN AS INSTALOANS INC., 7252331 CANADA INC.,
5515433 MANITOBA INC., 1693926 ALBERTA LTD., DOING BUSINESS AS "THE TITLE
STORE"

APPLICANTS

**ORDER
(re: Stay Extension)**

THIS MOTION, made by the Monitor, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an order extending the stay of proceedings up to and including November 18, 2018 was heard this day in Toronto, Ontario.

ON READING the motion record of FTI Consulting Canada Inc., (the "**Monitor**") and the Twenty-Fourth Report of the Monitor (the "**Twenty-Fourth Report**"), and on hearing the submissions of counsel for the Monitor and such other counsel present, and on being advised that all parties on the service list maintained in these proceedings were served with the motion record of the Monitor:

EXTENSION OF STAY PERIOD

1. **THIS COURT ORDERS** that the Stay Period provided in the Amended and Restated Initial Order dated April 14, 2014 (the "**Initial Order**") in these proceedings, as amended, be

and is hereby extended until and including November 18, 2018, or such later date as this Court may order.

N THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, AND IN THE
MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1511419 ONTARIO INC.,
FORMERLY KNOWN AS THE CASH STORE FINANCIAL SERVICES INC., et al.

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

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

**ORDER
(re: Stay Extension)**

McCarthy Tétrault LLP
Toronto Dominion Bank Tower
Toronto, ON M5K 1E6
Fax: (416) 868-0673

Geoff R. Hall LSUC#: 347010
Tel: (416) 601-7856
Email: ghall@mccarthy.ca

James Gage LSUC#: 34676I
Tel: (416) 601-7539
Email: jgage@mccarthy.ca

Trevor Courtis LSUC#: 67715A
Tel: (416) 601-7643
Email: tcourtis@mccarthy.ca

Lawyers for the Monitor
17190633

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 INCL, FORMERLY KNOWN AS THE CASH STORE FINANCIAL SERVICES INC. ET AL.

Court File No. [CV-14-10518-00CL](#)

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

Proceeding commenced at Toronto

MOTION RECORD OF THE MONITOR

McCarthy Tétrault LLP
Toronto Dominion Bank Tower
Toronto, ON M5K 1E6
Fax: (416) 868-0673

Geoff R. Hall LSUC#: 347010
Tel: (416) 601-7856
Email: ghall@mccarthy.ca

James Gage LSUC#: 346761
Tel: (416) 601-7539
Email: jgage@mccarthy.ca

Trevor Courtis LSUC#: 67715A
Tel: (416) 601-7643
Email: tcourtis@mccarthy.ca

Lawyers for the Monitor
17190637