

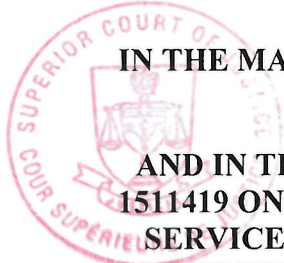
**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

WEDNESDAY

THE HONOURABLE REGIONAL)
SENIOR JUSTICE MORAWETZ)

WEDNESDAY, THE 19TH DAY
OF NOVEMBER, 2015



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

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

Court File No.: CV-13-48194300CP

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

DAVID FORTIER

Plaintiff

- and -

**THE CASH STORE FINANCIAL SERVICES INC., NANCY BLAND, GORDON J.
REYKDAL, CRAIG WARNOCK, J. ALBERT MONDOR, RON CHICOYNE and
MICHAEL M. SHAW**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

**ORDER
(Class Counsel Fee Approval)**

THIS MOTION, made by the Ad Hoc Committee of Purchasers of the Applicant's Securities, including the plaintiff in the above-captioned Ontario class proceeding ("**Securities Plaintiffs**"), in their own and representative capacities, for an order approving the fee request of Siskinds LLP, Siskinds Desmeules, Kirby McInerney LLP, and Hoffner PLLC (collectively, "**Class Counsel**") was heard on November 19, 2015, in Toronto, Ontario.

WHEREAS the Securities Class Action Plaintiffs and the Securities Class Action Defendants, among others, have entered into the D&O/Insurer Global Settlement Agreement;

AND WHEREAS the D&O/Insurer Global Settlement Agreement, among other things, resolves the claims asserted by the Securities Class Action Plaintiffs against the Securities Class Action Defendants in the Securities Class Actions in exchange for the D&O/Insurer Securities Class Action Settlement Amount ("**Securities Settlement**");

AND WHEREAS the Supervising Judge in the above-captioned *Companies' Creditors Arrangement Act* ("**CCAA**") proceeding, the Honourable Regional Senior Justice Morawetz, has been assigned to hear the motions for settlement approval and other ancillary matters pursuant to both the CCAA and the *Class Proceedings Act, 1992* ("**CPA**");

AND WHEREAS this Court issued an order dated September 30, 2015 approving the form and plan of distribution of notice to the Securities Class Action Class Members and others of the hearing to approve the D&O/Insurer Global Settlement Agreement, the Plan of Allocation, and the class counsel fee request ("**Notice Order**");

AND WHEREAS this Court issued an order dated November 19, 2015 approving the Plan of Compromise and Arrangement of the Applicant under the CCAA dated October 6, 2015 ("**CCAA Plan**");

AND WHEREAS this Court issued an order dated November 19, 2015 approving the D&O/Insurer Global Settlement Agreement;

AND ON READING the materials filed, and on hearing submissions of counsel,

Service, Definitions and Notice

1. **THIS COURT ORDERS** that the time for service and filing of this notice of motion and motion record is validated and abridged and any further service thereof is dispensed with.
2. **THIS COURT ORDERS** that capitalized terms not otherwise defined in this order shall have the meaning attributed to those terms in the CCAA Plan.
3. **THIS COURT FINDS** that all applicable parties have adhered to and acted in accordance with the Notice Order and that the procedures provided in the Notice Order have provided good and sufficient notice of the hearing of this Motion, and that all Persons shall be and are hereby forever barred from objecting to the Class Counsel fee request.

Retainer and Fee Approval

4. **THIS COURT ORDERS** that the retainer agreement dated June 2, 2013 between David Fortier and Siskinds LLP is hereby approved pursuant to section 32 of the CPA.
5. **THIS COURT ORDERS** that the fee request of Class Counsel in the amount of:
 - (a) CAD\$3,484,375.05 in legal fees, plus applicable taxes; and

(b) CAD\$106,177.64 in disbursements (including applicable taxes and interest pursuant to section 33(7)(c) of the CPA),

is hereby approved.

6. **THIS COURT ORDERS** that the amounts payable in paragraph 5 of this order shall be apportioned as follows:

(a) CAD\$2,221,289.09 to Siskinds LLP and CAD\$1,263,085.96 to Kirby McInerney LLP and Hoffner PLLC in legal fees; and

(b) CAD\$61,195.01 to Siskinds LLP and CAD\$44,982.63 to Kirby McInerney LLP and Hoffner PLLC in disbursements.

7. **THIS COURT ORDERS** that honorariums totalling CAD\$6,000 shall be paid from the Siskinds LLP class counsel fee award to the plaintiffs in the Canadian Securities Class Actions as follows:

(a) CAD\$2,000 to David Fortier;

(b) CAD\$2,000 to Darren Hughes; and

(c) CAD\$2,000 in total to Marianne Dessis and Jean-Jacques Fournier.

8. **THIS COURT ORDERS** that additional payments to:

(a) Goodmans LLP in the amount of CAD\$276,573.32 in legal fees plus applicable taxes;

(b) Goodmans LLP in the amount of US\$112,896.98 plus applicable taxes for reimbursement of expenses of retaining The Analysis Group; and

(c) Paul Hastings in the amount of US\$22,825.00 in legal fees plus applicable taxes,

are hereby approved.

Date:



Morawetz RSJ

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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.

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

FORTIER v. THE CASH STORE FINANCIAL SERVICES INC., *et al.*

Court File No.: CV-13-48194300CP

ONTARIO

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO
Proceeding under the *Class Proceedings Act, 1992*

**ORDER
(Class Counsel Fee Approval)**

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the Applicant's Securities, including the Ontario
Securities Class Action Plaintiff