

EXHIBIT A

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

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

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

November 16, 2015

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

INTRODUCTION

1. On April 14, 2014, Regional Senior Justice Morawetz granted an Initial Order (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 the Applicants under the CCAA, including a stay of proceedings (as extended from time to time, the "**Stay**"), and appointing FTI Consulting Canada Inc. (the "**Monitor**") as CCAA monitor.

2. The Initial Order was amended and restated on April 15, 2014 (the “**Amended and Restated Initial Order**”) to, among other things, appoint Blue Tree Advisors Inc. as Chief Restructuring Officer of the Applicants (the “**CRO**”). The proceedings commenced by the Applicants under the CCAA are referred to herein as the “**CCAA Proceedings**”.
3. The stay currently extends up to and including November 20, 2015.
4. The Applicants obtained an order on September 30, 2015 (the “**Meetings Order**”) and an order on October 6, 2015 (the “**Plan Filing Order**”) which, among other things:
 - (i) accepted the filing of a plan of compromise and arrangement concerning, affecting and involving the Applicants (as revised or amended, the “**Plan**”), a copy of which is attached to the Information Statement available on the Monitor’s Website;
 - (ii) authorized the Applicants to call, hold and conduct meetings of creditors whose claims are to be affected by the Plan for the purpose of enabling such creditors to consider and vote on a resolution to approve the Plan (the “**Meetings**”); and
 - (iii) approved the procedures to be followed with respect to the calling and conduct of the Meetings.
5. The Applicants’ now seek an order sanctioning and approving the Plan (the “**Plan Sanction Order**”), which was voted on and approved by the required majority Affected Creditors pursuant to the terms of the Meetings Order, the Plan and the CCAA. The Applicants also seek an order extending the Stay until May 20, 2016.

6. The Monitor has also brought a motion for an Order approving its fees and disbursements during the CCAA Proceedings, as well as the fees and disbursements of its counsel, McCarthy Tétrault LLP (the “**Fee Approval Order**”).
7. Pursuant to the terms of the Meetings Order, a copy of this Twenty-First Report shall be posted on the Monitor’s Website prior to the Sanction Hearing.

Purpose of Report

8. The purpose of this Report is to provide the Court with:
 - (i) a summary of the voting results at the Meetings;
 - (ii) information relating to the Applicants’ request for the Plan Sanction Order and the Monitor’s recommendations in respect of the requested Plan Sanction Order;
 - (iii) an updated cashflow forecast;
 - (iv) the Monitor’s comments and recommendations in respect of the Applicant’s request to extend the Stay;
 - (v) information in respect of the Monitor’s request for the Fee Approval Order; and
 - (vi) information in respect of the DIP Exit Amount calculation.

TERMS OF REFERENCE

9. 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**”).
10. 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 management's assumptions regarding future events; actual results may vary from forecast and such variations may be material.
11. The Monitor has prepared this Report in connection with the Meetings held on November 10, 2015, the Applicants' request for a Plan Sanction Order and extension of the Stay, the Monitor's request for a Fee Approval Order and other matters specifically referenced herein. This Report should not be relied on for other purposes (except to the extent a future Monitor's report provides otherwise).
12. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars. Capitalized terms not otherwise defined herein have the meanings defined in the Plan, the Meetings Order, the Plan Sanction Order, previous reports of the Monitor, and other Orders of the Court issued in the CCAA Proceedings.
13. This Twenty-First Report should be read alongside the Monitor's Twentieth Report to the Court (attached hereto as Schedule "A"), wherein the Monitor reviewed and provided its recommendations regarding the Plan, among other things.

CREDITORS' MEETINGS

Notice Pursuant to Meetings Order

14. In accordance with the Meetings Order, the Monitor:

- (i) caused a copy of the Information Package, the Meetings Order and the Plan Filing Order to be posted on the Monitor's Website;
- (ii) sent copies of the Information Package to (a) all parties who have charges, security interests or claims evidenced by registrations pursuant to any personal property registry system in any Province in Canada, and (b) Canada Revenue Agency and the ministry of finance or similar governmental agency for each Province in Canada;
- (iii) caused the Notice of Meeting (as defined in the Meetings Order) to be published for a period of one business day in *The Globe and Mail* (National Edition) on October 9th, 2015; *The Edmonton Journal* on October 9th, 2015; *The Australian* on October 12th, 2015; and *The Daily Telegraph* (UK) on October 12th, 2015;
- (iv) on October 16th and 23rd, 2015, sent copies of the Information Package (other than the Senior Lender Proxy), to all Physical Holders as at the Voting Record Date;
- (v) on October 23rd, 2015, caused the Information Package (other than the Senior Lender Proxy) to be sent to all Beneficial Noteholders as at the Voting Record Date; and
- (vi) on October 9, 2015, sent copies of the Information Package (other than the Secured Noteholder Proxy) to each of the Senior Secured Lenders as at the Voting Record Date.

15. As previously reported in the Monitor's Twentieth Report, the Monitor learned of various logistical issues that created difficulties in obtaining an accurate list of Beneficial Noteholders of the Secured Notes as of the original Voting Record Date: September 28, 2015. The earliest date for which an accurate list of Beneficial Noteholders could be obtained was October 19, 2015. Accordingly, the Voting Record Date was changed from September 28, 2015 to October 19, 2015 with the consent of the Monitor, the Applicants and the Ad Hoc Committee, pursuant to paragraph 20 of the Meetings Order. The Monitor and the Applicants took steps to provide notice of the change to the Secured Noteholders, including by making appropriate changes to the Information package posted on the Monitor's Website, causing email notifications to be sent to Participant Holders and issuing a press release.
16. On October 27, 2015, the Monitor served and filed the Monitor's Twentieth Report in accordance with section 23(1)(d.1) of the CCAA.

Amendments to the Plan

17. Prior to the Meetings, the Applicant presented the Chair (as defined below) with an amended version of the Plan. Details regarding the minor amendments made to the Plan and a blackline showing these revisions have been provided in the affidavit of William E. Aziz, dated November 13, 2015 (the "**Aziz Affidavit**") and served on the service list on November 13, 2015.
18. The Monitor reviewed and was consulted with respect to the Applicants' proposed revisions to the Plan and received a final copy of the Plan prior to the Meetings. Copies of the Plan and a blackline comparing the amended Plan to the version of the Plan submitted with the Plan Filing Order were available in hard copy for review at the Meetings and have been posted on the Monitor's Website.
19. For the reasons outlined in the Twentieth Report, the Monitor continues to believe that the Plan, as voted on by the Affected Creditors at the Meetings, is fair and reasonable in the circumstances.

The Senior Lender Meeting

20. The Monitor commenced the meeting of the Senior Lenders (the “**Senior Lender Meeting**”) on November 10, 2015 at 9:00 a.m. at the offices of McCarthy Tétrault LLP.
21. In accordance with the Meetings Order, Mr. Jeffrey Rosenberg, a representative of the Monitor, acted as the chair (the “**Chair**”) of the Meetings. Kamran Hamidi and Michael Kennedy, each employees of the Monitor, acted as secretary (the “**Secretary**”) and scrutineer (the “**Scrutineer**”), respectively, for each of the Meetings.
22. The Chair received 3 proxies from the Senior Lenders entitled to vote at the Senior Lender Meeting, thereby satisfying the requirement that a quorum of at least one Senior Lender present in person or by proxy. The Chair declared that the Senior Lender Meeting was properly constituted.
23. The CRO prepared remarks for the Meetings describing, among other things, the payments and releases contemplated by the Plan and his recommendation that the Affected Creditors vote in favour of the Plan.
24. The Chair proposed a motion that the resolution with respect to the Plan (the “**Plan Resolution**”) be approved, ratified and confirmed. A copy of the Plan Resolution is attached hereto as Schedule “B”. A copy of the Plan was provided to the Secretary and is attached hereto as Schedule “C”.

Results of the Senior Lender Meeting

25. In accordance with the Meetings Order and the Plan, each Senior Lender was entitled to one vote, in person or by proxy, as a member of the Senior Lender Class. The Scrutineer tabulated the votes cast in respect of the Plan and reported the results.

26. The Scrutineer's report (the "**Senior Lender Scrutineer's Report**") shows that the Plan Resolution had been duly carried by a majority of votes at the Meeting, comprising in excess of two-thirds in value. A copy of the Senior Lender Scrutineer's Report on the results of the voting on the motion to approve the Plan is attached hereto as Schedule "D".
27. The Chair declared that the requisite majority of the Senior Lender Class required by the Meetings Order and Section 6 of the CCAA had approved the Plan Resolution.
28. A summary of the Senior Lender Meeting voting results on the motion to approve the Plan is as follows:

	Number	Value	Percentage of Number in Favour	Percentage of Value in Favour
In Favour	3	\$12,000,000	100%	100%
Against	0	\$0	0%	0%
Total	3	\$12,000,000	100%	100%

29. The total principal amount of the Senior Secured Lender Claim is \$12,000,000 and there were a total of 3 Senior Secured Lenders entitled to attend and vote at the Senior Lender Meeting.

Secured Noteholders Meeting

30. The Monitor commenced the meeting of the Secured Noteholders (the "**Secured Noteholder Meeting**") on November 10, 2015 at 10:00 a.m. at the offices of McCarthy Tétrault LLP.

31. The Chair received 116 proxies from the Secured Noteholders entitled to vote at the Secured Noteholder Meeting, thereby satisfying the requirement that a quorum of at least one Secured Noteholder present in person or by proxy. The Chair declared that the Secured Noteholder Meeting was properly constituted.
32. The Chair proposed a motion that the Plan Resolution be approved, ratified and confirmed by the Secured Noteholder Class of Affected Creditors.

Results of the Secured Noteholder Meeting

33. Each member of the Secured Noteholder Class was entitled to vote, in person or by proxy, in accordance with the terms of the Meetings Order and the Plan.
34. The Scrutineer's report (the "**Secured Noteholder Scrutineer's Report**") shows that the Plan Resolution had been duly carried by a majority of votes at the Secured Noteholder Meeting, comprising in excess of two-thirds in value, and the Chair declared that the requisite majority required by the Meetings Order and section 6 of the CCAA had been obtained and the Plan Resolution was approved by the Secured Noteholder Class.
35. A summary of the Secured Noteholder Meeting voting results on the motion to approve the Plan Resolution is as follows:

	Number	Value	Percentage of Number in Favour	Percentage of Value in Favour
In Favour	102	\$101,206,000	88%	93%
Against	14	\$7,120,000	12%	7%
Total	116	\$108,326,000	100%	100%

36. The total principal amount of the Secured Notes is \$132,500,000 and there are a total of 164 beneficial and 21 physical holders of Secured Noteholders entitled to vote at the Secured Noteholder Meeting. 82% of the face value of the notes voted on the Plan Resolution. A copy of the Secured Noteholder Scrutineer's Report is attached hereto as Schedule "E".
37. The Monitor notes that even if all of the remaining members of the Secured Noteholder Class had voted against the Plan, the Plan Resolution would have been approved by the Required Majority of Secured Noteholders.

PLAN SANCTION ORDER

38. On November 19, 2015, the Applicants will bring a motion before the Court to approve the Plan Sanction Order which, among other things, approves and sanctions the Plan, provides mechanisms for the implementation of the Plan, provides the Monitor with expanded powers and extends the Stay until May 20, 2015. All capitalized terms in this section have the definitions provided for them in the draft Plan Sanction Order, the Plan and the Aziz Affidavit.
39. If the Plan Sanction Order is approved, subject to each of the Class Action Settlement Orders, the Plan and all associated steps, compromises, releases, discharges, cancellations, transactions, arrangements and settlements effected thereby will be approved, binding and shall become effective in accordance with the terms and conditions set forth in the Plan as of the Plan Implementation Date at the Effective Time, or at such other time or manner as may be set forth in the Plan.
40. The draft Plan Sanction Order further provides that the CRO Engagement Letter and the appointment of the CRO shall be deemed terminated as of the Plan Implementation Date. If the Plan is sanctioned, all claims against the CRO, against its legal advisors and against Mr. William Aziz personally, including in respect of compliance with any Orders of the Alberta Securities Commission, will be released.

Expanded Powers of the Monitor

41. The Plan Sanction Order, if approved of and ordered by the Court, would also provide the Monitor with additional powers beyond those rights and obligations set out in the CCAA and in the Plan. The Monitor shall be empowered and authorized, but not obligated, to:

- (i) take such actions and execute such documents, in the name of and on behalf of the Applicants, as the Monitor considers necessary or desirable in consultation with the Litigation Trustee and the Ad Hoc Committee in order to:
 - a) facilitate the completion and administration of the estates of the Applicants in the CCAA Proceeding and any other proceedings commenced in respect of the Applicants or any of them;
 - b) effect the liquidation, bankruptcy, winding-up or dissolution of the Applicants;
 - c) act, if required, as trustee in bankruptcy, liquidator, receiver or a similar official of such entities;
 - d) take control of the existing bank account(s) of the Applicants and the funds credited thereto or deposited therein;
 - e) give instructions to transfer the funds in such bank accounts to such other account as the Monitor may direct and give instructions to close the existing bank accounts.
- (ii) exercise any powers which may be properly exercised by any officer, any member of the board of directors or of the board of directors of any of the Applicants;

- (iii) cause the Applicants to perform such other functions or duties as the Monitor considers necessary or desirable in order to facilitate or assist the Applicants in dealing with the Property or their operations, restructuring, wind-down, liquidation or other activities;
 - (iv) engage assistants or advisors or cause the Applicants to engage assistants or advisors as the Monitor deems necessary or desirable to carry out the terms of the Orders in the CCAA Proceeding or for the purposes of the Plan, and all such persons shall be deemed to be “Assistants” under the Amended and Restated Initial Order; and
 - (v) apply to the Court for any orders necessary or advisable to carry out its powers or obligations under any Order granted by the Court including for advice and directions with respect to any matter.
42. The Monitor will not take possession or be deemed to be in possession or control of the Property or the Business and all employees or contractors of the Applicants will remain employees or contractors of the Applicants until such time as the Monitor may terminate the employment of such employees on behalf of the Applicants.
43. In carrying out the terms of the Plan Sanction Order and the Plan, the Monitor shall have all the protections given to it by the CCAA, the Amended and Restated Initial Order, the Plan Sanction Order and as an officer of the Court, including the stay of proceedings in its favour. The Monitor shall incur no liability or obligation as a result of exercising the powers given to it under the Section Order and the Plan, save and except for gross negligence or wilful misconduct on its part. No action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor, except with prior leave of the Court and on notice to the Monitor.

44. In connection with its role handling funds and making or facilitating payments and distributions contemplated by the Plan, the Monitor is solely doing so as payment agent for the Applicants and the Monitor has not agreed to assume any responsibility as a receiver, assignee, liquidator or any similar responsibility within the meaning of any relevant tax legislation. The Monitor will not have any liability for any claim in respect of any act or omission in respect of the payments and distributions contemplated by the Plan and will not exercise discretion over the funds to be paid or distributed pursuant to the Plan.
45. Any payments or deliveries made by, or with the consent of, the Monitor in accordance with the Plan or the Plan Sanction Order shall not constitute a “distribution” for the purposes of the Tax Statutes, as defined in the Meetings Order.
46. Upon completion by the Monitor of its duties in respect of the Applicants pursuant to the CCAA, the Plan and other Orders of the Court in these CCAA Proceedings, the Monitor may file a certificate with the court and shall be deemed to be discharged from its duties as Monitor and released of all claims relating to its activities as Monitor.

Litigation Funding and Indemnity Reserve Agreement and the Litigation Trustee Retainer

47. As noted in the Monitor’s Twentieth Report and the Aziz Affidavit, the Applicants have commenced the Remaining Estate Claims against certain third-party defendants which have not been resolved under the Settlement Agreements. The Plan provides that a Litigation Trustee will be designated to instruct Litigation Counsel on behalf of the Applicants with respect to the prosecution of these Remaining Estate Claims.

48. On November 5, 2015, Blue Tree Advisors III Inc., a company controlled by the CRO, agreed to act as litigation trustee pursuant to the Litigation Funding and Indemnity Reserve Agreement and the Litigation Trustee Retainer. The Litigation Funding and Indemnity Reserve Agreement and a redacted copy of the Litigation Trustee Retainer are attached as exhibits to the Aziz Affidavit.
49. An unredacted copy of the Litigation Trustee Retainer is attached as a Confidential Appendix to this Twenty-First Report. As noted in the Aziz Affidavit, the Litigation Trustee Retainer contains commercially sensitive provisions which are subject to litigation privilege. The Monitor, therefore, supports the request that the Confidential Appendix be sealed, kept confidential and not form part of the public record.

**MONITOR'S RECOMMENDATIONS IN RESPECT OF THE REQUESTED
PLAN SANCTION ORDER**

50. The Monitor outlined the details of the Plan, reported on liquidation or bankruptcy alternatives should the Plan not be approved, and provided its view on the fairness and reasonableness of the Plan in the Monitor's Twentieth Report. In this Twenty-First Report, the Monitor has provided details regarding the conduct and results of the Meetings.
51. It is the Monitor's view that the Company continues to act with due diligence and in good faith and is not in breach of any requirements under the CCAA, the Initial Order or any subsequent Order of the Court granted in these CCAA Proceedings. For the reasons outlined in the Twentieth Report, the Monitor remains of the view that the Plan is fair and reasonable in the circumstances.

52. As described above, 100% in number and 100% in value of the Senior Lender Class and 88% in number and 93% in value of the Secured Noteholder Class present in person or by proxy at the Meeting voted to approve the Plan. The Plan has therefore been approved by a majority in number representing two thirds in value of the creditors present and voting in person or by proxy at the Meetings, in accordance with Section 6 of the CCAA.
53. For these reasons the Monitor recommends that the Court grant the Plan Sanction Order.

CASH FLOW FORECAST

54. The cashflow forecast, attached as Schedule “F” to this Twenty-First Report (the “**Cashflow Forecast**”) demonstrates that the Applicants are projected to have sufficient liquidity to fund ongoing activities until at least the week ended May 20, 2016.
55. The Cashflow Forecast estimates that funding for the period would come from receipts of outstanding proceeds of sale.
56. During the forecast period, the estimated total receipts are approximately \$2,140,000, the estimated total operating disbursements are approximately \$335,000 and the estimated total non-operating disbursements are approximately \$1,825,000.

MONITOR’S RECOMMENDATIONS IN RESPECT OF EXTENDING THE STAY PERIOD

57. The Applicants have requested an extension of the Stay to May 20, 2016. Absent a further extension, the current Stay Period will expire on November 20, 2015.
58. The Monitor is of the view that the Stay extension is appropriate as it will allow the Applicants to, among other things, implement the Plan, pursue the Remaining Estate Actions, receive the Second DirectCash Payment on May 1, 2016 and attend to any remaining wind-down activities.

59. Under the supervision and direction of the CRO, the Applicants have acted and continue to act in good faith and with due diligence. The Cashflow Forecast estimates that the Applicants will continue to have sufficient liquidity up to the week ending May 20, 2016.
60. For these reasons the Monitor recommends that the Court extend the Stay to May 20, 2016.

APPROVAL OF PROFESSIONAL FEES

61. Paragraph 43 of the Initial Order requires that the Monitor and its counsel pass their accounts from time to time.
62. The Monitor and its counsel have maintained detailed records of the professional costs and time during the course of the CCAA Proceedings, as detailed in the Affidavit of Jeffrey Rosenberg and the Affidavit of Stephen Fulton, each sworn on November 16, 2015 (collectively, the “**Fee Affidavits**”). Copies of the Fee Affidavits are attached as Schedule “G” and “H”, respectively.
63. These CCAA Proceedings involved a significant number of complex issues which required the Monitor’s attention. The Monitor was involved in each of the major issues and activities in these CCAA Proceedings, including, but not limited to:
- (i) addressing day-to-day operational, branch location and creditor matters;
 - (ii) urgent liquidity issues in the period surrounding the initial filing;
 - (iii) a contested initial DIP financing and subsequent DIP financing;
 - (iv) negotiations with third party lenders, monitoring funds segregated in respect of third party lender claims and

extensive litigation with certain third party lenders,
including an appeal to the Ontario Court of Appeal;

- (v) transfer at undervalue matters;
- (vi) regulatory issues;
- (vii) three separate asset sales;
- (viii) branch closures and employee matters;
- (ix) constructive trust priority claims by Representative Counsel;
- (x) attending mediations and negotiations with various stakeholders, including in respect of consumer and securities class actions and director and officer class actions;
- (xi) the settlement of several claims and the creation of the Plan;
- (xii) chairing and supervising the Meetings;
- (xiii) court appearances in connection with each major issue in the CCAA Proceedings; and
- (xiv) the preparation of twenty-one reports to the Court.

Specific details regarding the Monitor's involvement in each of these issues have been provided in the Monitor's various reports to the court.

64. In these proceedings,

- (i) during the period from April 1, 2014 to October 31, 2015, the Monitor incurred professional fees of \$5,915,332.00

and expenses of \$648,243.40, exclusive of HST, which amounted to \$328,178.77;

- (ii) during the period from April 1, 2014 to September 30, 2015, McCarthy Tétrault LLP, incurred professional fees of \$1,382,836.50 and disbursements of \$16,521.37, exclusive of HST, which amounted to \$181,795.44.

65. The Monitor has reviewed the fees of its counsel and believes they are reasonable.

66. The Monitor requests that the Court make an Order approving the fees and disbursements of the Monitor and its counsel.

DIP INTEREST

67. In the course of this proceeding an issue has been raised as to whether the interest and fees paid by the Applicants on its DIP financing violate the criminal interest provisions contained in section 347 of the *Criminal Code*.

68. The DIP financing was provided pursuant to two term sheets, the first dated as of April 14, 2014 (the “**Initial DIP Term Sheet**”) and the second dated May 20, 2014 (the “**Amended and Restated DIP Term Sheet**”).

69. The Initial DIP Term Sheet provided for a loan facility of up to \$8.5 million, with an option exercisable by the Applicants to increase the facility by a further \$12 million. This structure was adopted at the behest of the Court, in order to give the Applicants the opportunity to look for an alternative DIP proposal before the second stage of financing was drawn. An advance of \$8.5 million was made pursuant to the Initial DIP Term Sheet. However, because of an unexpected cash receipt (a tax refund that was received earlier than expected), the Applicants were able to repay that advance in full (with all accrued interest and fees) by May 9, 2014.

70. The Amended and Restated DIP Term Sheet:

- (a) added some additional DIP lenders;
- (b) continued to reference the \$8.5 million “Initial DIP Lender Commitment” as part of the overall facility;
- (c) had substantially the same commitment amount, term and covenants as the Initial DIP Term Sheet; and
- (d) provided that the parties agreed that the Initial DIP Term Sheet was not novated by the Amended and Restated DIP Term Sheet and that the rights and obligations of the parties under the Initial DIP Term Sheet were subsumed within and governed by the Amended and Restated DIP Term Sheet.

71. The Monitor has determined that if the advance under the Initial DIP Term Sheet is viewed in isolation, the interest and fees paid by the Applicants exceed the rate permitted by section 347 of the *Criminal Code* by \$141,390.44. However, if the Initial DIP Term Sheet and the Amended and Restated DIP Term Sheet are part of a single DIP loan, the total interest and fees paid and payable by the Applicants in respect of all advances made pursuant to the Initial DIP Term Sheet and the Amended and Restated DIP Term Sheet do not exceed the rate permitted by section 347 of the *Criminal Code*. Accordingly, the issue is whether, in substance, there was one DIP loan or two.

72. Based on the facts set out above, the Monitor has concluded that it is reasonable to regard the Amended and Restated DIP Term Sheet as being, in substance, a continuation of the Initial DIP Term Sheet, such that there was only one DIP loan and not two. Accordingly, the Monitor does not intend to seek repayment from the DIP lenders of the sum of \$141,390.44 that would constitute illegal interest if there were two separate DIP loans.

73. The Monitor respectfully submits to the Court this Twenty-First Report.

Dated this 16th day of November, 2015.

FTI Consulting Canada Inc.

The Monitor of 1511419 Ontario Inc.,

formerly known as The Cash Store Financial Services Inc. and Related Applicants

A handwritten signature in black ink, appearing to read 'Greg Watson', with a stylized, flowing script.

Greg Watson

Senior Managing Director