

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) FRIDAY, THE 12TH  
 )  
JUSTICE BROWN ) DAY OF JULY, 2013

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 **iMARKETING SOLUTIONS GROUP  
INC.** and the Companies referred to in Schedule "A"

Applicants

**ORDER  
(Adding MLHL Entities and Approval of Engage Priority Agreement)**

**THIS MOTION**, made by the Applicants for the relief sought in the Notice of Motion herein dated July 5, 2013, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the affidavit of Andrew Langhorne sworn July 5, 2013, and the Exhibits thereto (the "**Langhorne Affidavit**"), and the Second Report of Duff & Phelps Canada Restructuring Inc. (the "**Monitor**") dated July 5, 2013 (the "**Second Report**"), and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for Shotgun Fund Limited Partnership III (the "**DIP Lender**"), counsel for the Canadian Imperial Bank of Commerce ("**CIBC**"), no one else appearing although duly served as appears from the affidavit of service of Maria Magni sworn on July 5, 2013.

## **SERVICE**

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby abridged and validated so that this motion is properly returnable today and this Court hereby dispenses with further service thereof.

## **APPROVAL OF THE SECOND REPORT AND THE MONITOR'S ACTIVITIES**

2. **THIS COURT ORDERS** that the Second Report and the actions and activities of the Monitor as described therein be and they are hereby approved.

## **MLHL MARKETING INC. and MLHL MARKETING LP**

3. **THIS COURT ORDERS AND DECLARES** that MLHL Marketing Inc. (“**MLHL Inc.**”) is a company to which the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, applies. MLHL Inc. shall be added to the IMSG Parties, as defined in the Order of the Honourable Mr. Justice Newbould dated April 12, 2013 (the “**Initial Order**”), along with MLHL Marketing LP, which shall enjoy the benefits of and the protections provided to the Applicants in the Initial Order.

## **EXTENSION OF INITIAL ORDER CHARGES**

4. **THIS COURT ORDERS AND DECLARES** that MLHL Inc. and MLHL LP shall be and are hereby subject to any and all charges provided for in the Initial Order, including but not limited to the DIP Lender's Charge in favour of the DIP Lender.

5. **THIS COURT ORDERS** that the Applicants, including MLHL Inc. and MLHL LP, are hereby authorized to take such actions and execute such documents as are necessary, with the Monitor's consent, so as to give effect to the relief set out in paragraph 4 herein.

#### **APPROVAL OF ENGAGE PRIORITY AGREEMENT**

6. **THIS COURT ORDERS** that the agreement between iMarketing Solutions Group Inc. ("IMSG") and CIBC dated June 21, 2013 (the "**Engage Priority Agreement**"), attached as Exhibit "G" to the Langhorne Affidavit, is hereby approved.

7. **THIS COURT ORDERS** that, subject to further Order of this Court obtained in accordance with the terms of the Engage Priority Agreement, the priority of charges with respect to the accounts receivable of Engage Interactive Inc., shall be as follows:

First – Administration Charge (to the maximum amount of \$300,000);

Second – DIP Lender's Charge (to the maximum amount of \$1,400,000);

Third – CIBC;

Fourth – Inter-Company Charge; and

Fifth – Directors' Charge (to the maximum amount of \$1,300,000).

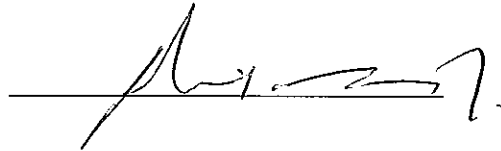
#### **CRO'S RETENTION OF THIRD PARTIES AND EXTENSION OF CRO INDEMNITY**

8. **THIS COURT ORDERS AND DECLARES** that, *nunc pro tunc* to the date of the CRO Agreement (as defined herein), Illumina Partners Inc. ("**Illumina**"), in its capacity as the Applicants' Court-appointed chief restructuring officer (the "**CRO**"), shall be authorized, at its own expense and only after receiving the consent of IMSG and the Monitor, to engage one or more agents to perform certain of the services provided for in the Court-approved amended CRO

engagement agreement (the “**CRO Agreement**”) between Illumina and IMSG dated May 2, 2013, including but not limited to those services in respect of the Applicants’ sale and investment process approved pursuant to the Order of the Honourable Mr. Justice Newbould dated May 7, 2013.

9. **THIS COURT ORDERS** that, *nunc pro tunc* to the date of the CRO Agreement and with the consent of the Applicants and the Monitor, the indemnity set out in paragraph 24 of the Initial Order in favour of the IMSG Parties’ directors and officers, including the CRO, shall be extended to include any agents engaged by the CRO to assist in the performance of certain services provided for in the CRO Agreement.

10. **THIS COURT ORDERS** that IMSG is hereby authorized, subject to obtaining the Monitor’s approval, to make such amendments to the CRO Agreement as may be required to reflect the CRO’s authority to engage agents to assist with the performance of services provided for under the CRO Agreement and the extension of the indemnity in favour of the CRO provided for in the Initial Order to those agents as provided for in paragraphs 8 and 9 herein.

A handwritten signature in black ink, appearing to be "M. Newbould", is written over a horizontal line.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO..

JUL 12 2013

Handwritten initials "NB" in black ink.

**Schedule "A"**

**List of Applicants**

iMarketing Solutions Group Inc.

The Responsive Marketing Group Inc.

GWE Consulting Group (USA) Inc.

Direct Contact Strategies Inc.

Front Line Support Inc.

iMark Events Inc.

RMG General Partner Inc.

Cabot Call Centre Inc.

Engage Interactive Inc.

RMG Smiths Falls LP

RMG Thunder Bay LP

Xentel Inc. (Delaware)

Wellesley Corporation Inc. (Delaware)

US Billing Inc. (Delaware)

American Graphics & Design Inc. (Wisconsin)

Courtesy Health Watch Inc. (Delaware)

Target Outreach Inc. (Nevada)

Engage Funding Inc. (Delaware)

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 MARKETING GROUP SOLUTIONS INC. and those Companies referred to on Schedule "A"

Court File No.: CV-13-10067-00CL

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

Proceedings commenced at Toronto

**ORDER**

**(Adding MLHL Entities and Approval of Engage Priority Agreement)**

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