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

THE HONOURABLE MR.	)	FRIDAY, THE 25 <sup>th</sup> DAY
	)	
JUSTICE MORAWETZ	)	OF OCTOBER, 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** 

### APPROVAL AND VESTING ORDER

THIS MOTION, made by the Applicants for an order approving the sale transaction (the "Transaction") contemplated by an Asset Purchase Agreement dated as of October 8, 2013 (the "Agreement") between the Applicants and IMKT Direct Solutions Corporation and iMarketing Acquisition, LLC (together (the "Purchaser"), a copy of which is attached as Exhibit "I" to the affidavit of Andrew Langhorne sworn October 18, 2013 (the "Langhorne Affidavit"), and as may be further amended, modified or restated from time to time, and vesting in and to the Purchaser the Applicants' right, title and interest in and to the assets described in the Agreement (the "Purchased Assets"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Langhorne Affidavit and the Exhibits thereto and the Sixth Report of Duff & Phelps Canada Restructuring Inc., in its capacity as Court-appointed monitor (the "Monitor"), dated October 21, 2013 and on hearing the submissions of counsel for the Applicants, the Monitor, the Purchaser, the DIP Lender and Canadian Imperial Bank of Commerce, no one

appearing for any other person on the service list, although properly served as appears from the affidavit of Maria Magni sworn October 18, 2013, filed:

- 1. **THIS COURT ORDERS** that the time for service of the Applicants' Notice of Motion and Motion Record in respect of this motion be and it is hereby abridged and that the motion is properly returnable today and that the service of the Notice of Motion and Motion Record herein as effected by the Applicants is hereby validated in all respects and this Court hereby dispenses with further service thereof.
- 2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and that the Agreement is commercially reasonable and in the best interests of the Applicants and its stakeholders. The execution of the Agreement by the Applicants is hereby authorized and approved, and the Applicants are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
- 3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Monitor's certificate to the Purchaser substantially in the form attached as Schedule "B" hereto (the "Monitor's Certificate"), all of the Applicants' right, title and interest in and to the Purchased Assets located in Canada and the United States of America described in the Agreement and listed on Schedule "C" hereto shall vest absolutely in the Canadian and U.S. Purchaser, respectively, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Newbould dated April 12, 2013, as amended; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the Personal Property Security Act (Ontario) or any other personal property registry system (all of which are collectively referred to as the "Encumbrances") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

- 4. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Monitor's Certificate, all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.
- 5. **THIS COURT ORDERS AND DIRECTS** the Monitor to file with the Court a copy of the Monitor's Certificate, forthwith after delivery thereof.
- 6. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Applicants are authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Applicants' records pertaining to the Transferred Employees (as defined in the Agreement). The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Applicants.

### 7. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the Bankruptcy and Insolvency Act (Canada) in respect of the Applicants and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Applicants;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicants and shall not be void or voidable by creditors of the Applicants, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial

legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

- 8. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario) and any equivalent legislation in any other jurisdictions in which all or any part of the Purchased Assets are located.
- 9. THIS COURT ORDERS AND DIRECTS that the form of Transitional Services Agreement (the "TSA") agreed to by the Applicants and the Purchaser and appended to the Agreement as Schedule "E", as such TSA may be amended by agreement of the parties thereto, is hereby approved and the Applicants and the Purchaser are hereby directed to perform their respective obligations in accordance with the terms of the TSA.
- 10. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

VCT 2 = 2013

### 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

MLHL Marketing Inc.

MLHL Marketing 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)

### Schedule B – Form of Monitor's Certificate

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

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

**Applicants** 

### MONITOR'S CERTIFICATE

### **RECITALS**

- A. Pursuant to an Order of the Honourable Mr. Justice Newbould of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated April 12, 2013, Duff & Phelps Canada Restructuring Inc. was appointed as monitor (the "Monitor") of the Applicants.
- B. Pursuant to an Order of the Court dated October 25, 2013, the Court approved the Asset Purchase Agreement dated as of October 8, 2013 (the "Agreement") between the Applicants and IMKT Direct Solutions Corporation and iMarketing Acquisition, LLC (together, the "Purchaser") and provided for the vesting in the Purchaser of the Applicants' right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets, subject to any adjustments provided for in the Agreement; (ii) that the conditions to Closing as set out in Article IV of the Agreement have been satisfied or waived by the Applicants and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Monitor.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Agreement.

### THE MONITOR CERTIFIES the following:

- 1. The Purchaser has paid and the Monitor has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Agreement;
- 2. The conditions to Closing as set out in Article IV of the Agreement have been satisfied or waived by the Applicants and the Purchaser; and
- 3. The Transaction has been completed to the satisfaction of the Monitor.
- 4. This Certificate was delivered by the Monitor at  $\triangleright$  on  $\triangleright$ .

**Duff & Phelps Canada Restructuring Inc.**, in its capacity as Monitor of the Applicants, and not in its personal capacity

Per:				
Name:	<b></b>			
Title:	<b>&gt;</b>			

### Schedule C - Purchased Assets

### A1-FIXED ASSETS

### Fixed Asset Listing includes the following:

- Office Equipment
- Office Furniture
- Leasehold Improvements
- Computer Equipment
- Dialer Equipment
- Computer Software
- Call Systems

### SEALED FROM PUBLIC RECORD CONFIDENTIAL A2 – ASSUMED CONTRACTS

### A3 – LEASED PREMISES

Canadian Premises (Address)	US Premises (Address)
Miramichi	377
2368 King George HWY	Wisconsin
Suite 100	1020 S. Koeller Street
Miramichi, NB E1V 6T9	Oshkosh, Wl
Milameni, NB EIV 619	54902, USA
	11074 W. National Ave.
Ottawa	West Allis, WI 53227, USA
294 Albert Street	
Suite 300	700 West Virginia Street
Ottawa, ON	Milwaukee, WI
K1P 6E6	53204, USA
Winnipeg	750 West Virginia Street
611 Academy Road	Milwaukee, WI
Winnipeg, MB	53204, USA
Burnaby	Madison, Wisconsin
3292 Production Way	341 State Street
Suite 200	WI 53703, USA
Burnaby, BC	
V5Z 4R4	Denver
	1780 South Bellair St., Suite 200
Toronto	Denver, CO
210 Dundas St W	80222, USA
Suite 500	
Toronto, ON	St. Louis
M5G 2E8	2650 Hanley Road
	S. Louis, MO
481 University Ave	63144, USA
Suite 600	
Toronto, ON	Albuquerque
M5G 2E9	4575 San Mateo NE
	Albuquerque, NM
Brandon	87109, USA
800 Rosser Ave., Unit D7	31.00, 00.2
The Town Centre	
Brandon, MB	
R7A 6N5	

### Properties Subject to Lease But Not Yet Occupied:

Winnipeg 393 Portage Avenue Unit 210 Winnipeg, MB R3B 3H6

Hampton 130 Research Drive, Hampton, VI 23666, USA

### A4 - Licences and Permits

Entity	Jurisdiction	License / Registration	Agency
Community Health Watch (CHW)	Alabama	PRF Registration PFR solicitors register	Alabama Attorney General http://www.ago.state.al.us/Page- Consumer-Protection-Consumer-Charities
	Arizona	PFR Registration	Arizona Secretary of State http://www.azsos.gov/business_services/Charities/Default.htm
	California	PFR Registration	California Attorney General http://oag.ca.gov/charities
	Colorado	PFR Registration Certificate of Authority Required	Colorado Secretary of State http://www.sos.state.co.us/
	Connecticut	PFR Registration	Department of Consumer Protection http://www.ct.gov/dcp/site/default.asp
	Delaware	No Registration Required	, , , , , , , , , , , , , , , , , , ,
	District of	No Registration Required	
	Columbia		
	Florida	PFR Registration	Florida Dept. of Agriculture and Consumer Services http://www.800helpfla.com/info_businesses.html
	Georgia	PFR Registration PFR	Georgia Secretary of State Securities Division
		Solicitors Register Certificate of Authority Required	http://www.sos.ga.gov/securities/ (Cert-Secretary of State Business)
	tdaho	No Registration Required	
	Illinois	PFR Registration PFR	Illinols Attorney General
		Solicitors Register	http://www.illinoisattorneygeneral.gov/charities/index.html
	lowa	PFR Registration	lowa Attoreny General http://www.state.ia.us/government/ag/consumer/online_regis .html
;	Kansas	PFR Registration PFR Solicitors Register	Kansas Secretary of State http://www.kssos.org/forms/forms_results.asp?division=ALL
	Kentucky	PFR Registration PFR Solicitors Register	Kentucky Attorney General http://ag.ky.gov/Pages/default.aspx
	Maine	PFR Registration	Charitable Solicitations Section http://www.maine.gov/pfr/professionallicensing/professions/c haritable/index.htm
	Maryland	PFR Registration	Maryland Secretary of State http://www.sos.state.md.us/charity/charityhome.aspx
	Massachusetts	PFR Registration	Massachusetts Attorney General http://www.mass.gov/ago/
	Michigan - Public Safety	PFR Registration Certificate of Authority Required	Michigan Attorney General http://www.michigan.gov/ag/0,4534,7-164-17337_18095
	Michigan	PFR Registration PFR Solicitors Register Certificate of Authority Required	,00.html Michigan Attorney General http://www.michigan.gov/ag/0,4534,7-164-17337_18095
	Minnesota	PFR Registration	,00.html Minnesota Attorney General http://www.ag.state.mn.us/Charities/CharityForms.asp
	Missourl	PFR Registration PFR Solitors Register	Missouri Attorney General http://ago.mo.gov/forms/forms.htm
ļ	Montana	No Registration Required	
<u>-</u>	Nebraska	No Registration Required	
<u>}-</u>	Nevada	No Registration Required	
	New Hampshire	PFR Registration	New Hampshire Attorney General http://doj.nh.gov/index.htm
	New Jersey	PFR Registration PFR Solitors Register	New Jersey Division of Consumer Affairs http://www.state.nj.us/lps/ca/charity/charfrm.htm

1		T	
}	New Mexico	PFR Registration	New Mexico Attorney General http://www.nmag.gov/
	New York	PFR Registration PFR	New York Attorney General
	<u> </u>	Solitors Register	http://www.charitiesnys.com/charindex_new.jsp
	North Carolina	PFR Registration	North Carolina Secretary of State
			http://www.secretary.state.nc.us/csl/
	Ohio	PFR Registration	Ohio Attorney General http://www.ohioattorneygeneral.gov/ProfessionalSolicitors
	Oklahoma	PFR Registration PFR Solltors Register	Oklahoma Secretary of State https://www.sos.ok.gov/business/forms.aspx
	Pennsylvania	PFR Registration	Pennsylvania Department of State http://www.dos.state.pa.us/portal/server.pt/community/chari
	Rhode Island	DED Designation - Fina	ties/12444
	Kupas Islana	PFR Registration PFR Solitors Register	Rhode Island Charitable Organization Section http://www.dbr.state.ri.us/divisions/securities/charitable.php
	Texas - Public Safety	PFR Registration	Texas Secretary of State http://www.sos.state.tx.us/statdoc/statforms.shtml
	Texas - Veterans	PFR Registration	Texas Secretary of State http://www.sos.state.tx.us/statdoc/statforms.shtml
	Utah	PFR Registration	Utah Division of Consumer Protection
		,	http://consumerprotection.utah.gov/registrations/charities.ht
	Virginia	PFR Registration Certificate of Authority Required	Virginia Office of Consumer Affairs (Attoreny General)
	West Virginia	PFR Registration	West Virginia Secretary of State http://www.sos.wv.gov/Pages/default.aspx
	Wisconsin	PFR Registration	Oept. of Regulation and Licensing http://dsps.wi.gov/Licenses-
		Three station	Permits/ProfessionalFundralser
	Wyoming	No Registration Required	
		PFR Registration	
<b>,</b>		PFR Registration	
Constant of the Constant of th			通过2000年10日本市区的1000年10日本中国内的
Xentel Inc.	Alabama	PRF Registration PFR	Alabama Attorney General http://www.ago.state.al.us/Page-
		solicitors register	Consumer-Protection-Consumer-Charities
	Arizona	PFR Registration	Arizona Secretary of State http://www.azsos.gov/business_services/Charities/Default.htm
	California	PFR Registration	California Attorney General http://oag.ca.gov/charitles
	Colorado	PFR Registration Certificate of	Colorado Secretary of State http://www.sos.state.co.us/
		Authority Required	coloredo Secretary or State http://www.sos.state.co.us/
	Connecticut	PFR Registration	Department of Consumer Protection
	Dolaurasa	No Posistration Parents d	http://www.ct.gov/dcp/site/default.asp
	Delaware District of	No Registration Required	
	Calumbia	No Registration Required	
	Florida	PFR Registration	Florida Dept. of Agriculture and Consumer Services http://www.800helpfla.com/info_businesses.html
	Idaho	No Registration Required	
ı	Illinois	PFR Registration PFR	Illinois Attorney General
		Solicitors Register	http://www.illinoisattorneygeneral.gov/charitles/index.html
	lowa	PFR Registration	lowa Attoreny General http://www.state.ia.us/government/ag/consumer/online_regis .html
,		PFR Registration PFR Solicitors Register	Kansas Secretary of State http://www.kssos.org/forms/forms_results.asp?division=ALL
		PFR Registration PFR Solicitors Register	Kentucky Attorney General http://ag.ky.gov/Pages/default.aspx
-			The second secon

Maine	PFR Registration	Charitable Solicitations Section
1	]	http://www.maine.gov/pfr/professionallicensing/profess
	_[	haritable/index.htm
Maryland	PFR Registration	Maryland Secretary of State
		http://www.sos.state.md.us/charity/charityhome.aspx
Massachusetts	s PFR Registration	Massachusetts Attorney General http://www.mass.gov/a
Michigan -	PFR Registration Certificate of	Michigan Attorney General
Public Safety	Authority Required	
T DONE DBICEY	Additiontly Medianes	http://www.michigan.gov/ag/0,4534,7-164-17337_18095
Michigan	PFR Registration PFR	Michigan Attorney General
ļ	Solicitors Register Certificate of	http://www.michigan.gov/ag/0,4534,7-164-17337_18095
ļ	Authority Required	,00.html
Minnesota	PFR Registration	Minnesota Attorney General
Missouri	DED Desistentias SED	http://www.ag.state.mn.us/Charities/CharityForms.asp
MISSOUL	PFR Registration PFR	Missouri Attorney General
	Solitors Register	http://ago.mo.gov/forms/forms.htm
Montana	No Registration Required	
Nebraska	No Registration Required	
Nevada	No Registration Required	
New Hampshire	PFR Registration	New Hampshire Attorney General http://doj.nh.gov/index
New Jersey	PFR Registration PFR	Noveleton Division of Control
HACAL JOINEY	_	New Jersey Division of Consumer Affairs
Nous Marries	Solitors Register	http://www.state.nj.us/lps/ca/charity/charirm.htm
New Mexico	PFR Registration	New Mexico Attorney General http://www.nmag.gov/
New York	PFR Registration PFR	New York Attorney General
	Solitors Register	http://www.charitiesnys.com/charindex_new.jsp
North Carolina	PFR Registration	North Carolina Secretary of State
		http://www.secretary.state.nc.us/csl/
Ohio	PFR Registration	Ohio Attorney General
		http://www.ohioattorneygeneral.gov/ProfessionalSolicito
Okiahoma	PFR Registration PFR	Oklahoma Secretary of State
1	Salitors Register	https://www.sos.ok.gov/business/forms.aspx
Pennsylvania	PFR Registration	Pennsylvania Department of State
	, and the second	http://www.dos.state.pa.us/portal/server.pt/community/
		lies/12444
Rhode Island	PFR Registration PFR	Rhode Island Charitable Organization Section
	Solitors Register	http://www.dbr.stoto.si.vs/divisions-leasurables-fab-ala-la-
	Politors (register	http://www.dbr.state.ri.us/divisions/securitles/charitable.
. ,	PFR Registration	Texas Secretary of State
Safety		http://www.sos.state.tx.us/statdoc/statforms.shtml
	PFR Registration	Texas Secretary of State
Veterans		http://www.sos.state.tx.us/statdoc/statforms.shtml
Utah	PFR Registration	Utah Division of Consumer Protection
1		http://consumerprotection.utah.gov/registrations/charitie
<u> </u>		[m]
Vermont	PFR Registration	Vermont Attorney General http://www.atg.state.vt.us/
	PFR Registration Certificate of	Virginia Office of Consumer Affairs (Attoreny General)
ļ!	Authority Required	1 Suite of Coulomic Milans (Miloselly deutal)
Washington	PFR Registration	Washington Secretary of State
1		http://www.sos.wa.gov/charities/forms.aspx
West Virginia	PFR Registration	West Virginia Secretary of State
lating positi	DER De state of se	http://www.sos.wv.gov/Pages/default.aspx
Wisconsin	PFR Registration	Dept. of Regulation and Licensing http://dsps.wi.gov/Licens
		Permits/ProfessionalFundralser
Wyoming it	No Registration Required	
Columbia Cil	PFR Registration	
ICOIOMIDIIS. OH N	· · · · · · · · · · · · · · · · · · ·	
Jefferson Co., K	PER Registration	

Target Outreach Inc.	Alabama	PRF Registration	PFR	Alabama Attorney General http://www.ago.state.al.us/Page-
(TOI)		solicitors register		Consumer-Protection-Consumer-Charities
	Arizona	PFR Registration		Arizona Secretary of State
				http://www.azsos.gov/business_services/Charities/Default.htm
	California	PFR Registration	<del>,</del>	California Attorney General http://oag.ca.gov/charities
	Colorado	PFR Registration Ce Authority Required	rtificate of	Colorado Secretary of State http://www.sos.state.co.us/
	Connecticut	PFR Registration		Department of Consumer Protection
		<del></del>		http://www.ct.gov/dcp/site/default.asp
	Florida	PFR Registration		Florida Dept. of Agriculture and Consumer Services
	<del></del>	<u> </u>		http://www.800helpfla.com/info_businesses.html
	Kansas	PFR Registration	PFR	Kansas Secretary of State
		Solicitors Register		http://www.kssos.org/forms/forms_results.asp?division=ALL
	Kentucky	PFR Registration	PFR	Xentucky Attorney General
		Solicitors Register		http://ag.ky.gov/Pages/default.aspx
	Maine	PFR Registration		Charitable Solicitations Section
				http://www.maine.gov/pfr/professionallicensing/professions/c
			<u></u>	haritable/index.htm
	Maryland	PFR Registration		Maryland Secretary of State
		-		http://www.sos.state.md.us/charity/charityhome.aspx
	Missourl	PFR Registration	PFR	Missourl Attorney General
		Solitors Register		http://ago.mo.gov/forms/forms.htm
	New Hampshire	PFR Registration		New Hampshire Attorney General http://doj.nh.gov/index.htm
	New Jersey	PFR Registration	PFR	New Jersey Division of Consumer Affairs
		Solitors Register		http://www.state.nj.us/lps/ca/charity/charfrm.htm
i	Pennsylvania	PFR Registration		Pennsylvania Department of State
				http://www.dos.state.pa.us/portal/server.pt/community/chari ties/12444
	Utah	PFR Registration		Utah Division of Consumer Protection
]				http://consumerprotection.utah.gov/registrations/charities.ht
		1		[m]

į

Canadian TM Registrations	Registration Renewal	Renewal	Notes	-
	Jacuna	Due		A5 - Intellectual Property
POLICE EQUIPE DU FLAMBEAU & DESIGN	494158		201200100	
LEGENDS ALIVE & DESIGN	504589		2012435 Will be expulsad billess lenewed being November 29, 2013	
LEGENDS ALIVE	504588		2012120	
CINEDOME	519857		27110102	
PUPPY POWER	208807		67115102	
GWE & Design	304035		20130104	
GREAT WEST ENTERTAINMENT LTD.	305469		ST JOST DE	
POWER PUPPIES & DESIGN	531577		70000107	
POWER PUPPIES	531532		7700CID7	
XENTEL DM INCORPORATED & DESIGN	596912		27000102	
BATTLE OF THE BADGES BASEBALL BENEFIT &			20200316	
ALLSTAR			202027	
CELEBRITY SLOW PITCH CHALLENGE & Design			20202	
OLDTIMERS' HOCKEY CHALLENGE & Design			20210830	
ENVIRO YOUTH PRODUCTS & Design	390938		20244508	
EASTER BENEFIT VARIETY SHOW & Design	680576		20220132	
WHEEL-A-THON & DESIGN	422025		20240107	
ROULETHON	424431		70107207	
WHEEL-A-THON	425134		2004000	
LES PRODUITS ENVIRO-JEUNESSE	425495		1004202	
DEFI DES ANCIENS DU HOCKEY & Design	427471		20240520	
ETOILES DE L'APPLICATION DE LA LOI & Design	·		20241026	
LAW ENFORCEMENT ALLSTARS & DESIGN	·		20241104	
CIRCUS DESIGN	455522		20260315	
MINI-HOOPS BASKETBALL	455404		20280315	
ROYAL CANADIAN CIRCUS & DESIGN	455524		20260315	
ROYAL CANADIAN CIRCUS	455523		20280315	
CIRCUS & DESIGN	455525		20260315	
LAW ENFORCEMENT TORCH TEAM	462687		20250830	
HEALTH VISION	848353		20280412	
U.S. TM Registrations	ation	Renewal	Notes	
	number	Due		

possible new application – should list currently used / proposed wares & services Application Status number Canadian TM Applications to Register

expired

XENTEL

1456090 Allowed, Declaration of Use and Registration Fee due by January 25, 2014
1469561 Opposed by Kelovina group with other COPS FOR KIDS Design: Written Arguments filed; could request by July 25, 2013 oral hearing
1458085 Objection by TMO — confusion with Shoppers Drug HEALTH WATCH
1516736 Walting for TM Office response to services revisions
1458085 Allowed, Declaration of Use and Registration Fee due by January 25, 2014
1472856 Allowed, Declaration of Use and Registration Fee due by January 25, 2014
1472850 Allowed, Declaration of Use and Registration Fee due by January 25, 2014
1456197 Allowed, Declaration of Use and Registration Fee due by January 25, 2014
1456100 Allowed, Declaration of Use and Registration Fee due by January 25, 2014
1456100 Allowed, Declaration of Use and Registration Fee due by January 25, 2014
1456100 Allowed, Declaration of Use and Registration Fee due by January 25, 2014
1456100 Allowed, Declaration of Use and Registration Fee due by January 25, 2014 COMMUNITY SPORTS SERVICES
COPS FOR KIDS SAFETY Design
COURTESY HEALTH WATCH CANADA
DONOR CARE CENTRE
ENGAGE INTERACTIVE
FIREWATCH GROUP, Advertised,
MARKETING SOLUTIONS GROUP IMSGI POLICEWATCH GROUP SHRINE CHRISTMAS FANTASY TARGET OUTREACH

VOTER OUTREACH CENTRE XENTEL

1516897 Waiting for TM Office response to services revisions 1515231 replace with new application listing current services

U.S. TM Applications

Application Status number

Notes

IMARKETING SOLUTIONS GROUP

Other TMs

77956839 rejected by TMO as merely descriptive

could appeal by Nov. 14, 2013 but recommend new application with a Design as part of the mark

Notes

FRONT LINE SUPPORT FLS IMARK EVENTS RMG

in use in use in use in use Unregistered, Status Unapplied-for

possible new application – should list currently used / proposed wares & services possible new application – should ist currently used / proposed wares & services possible new application – should list currently used / proposed wares & services possible new application – should list currently used / proposed wares & services

# 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 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

# APPROVAL AND VESTING ORDER

## Thornton Grout Finnigan LLP

Barristers and Solicitors 100 Wellington Street West

Suite 3200

Suite 3200 Toronto, Ontario M5K 1K7 Robert I. Thornton (LSUC# 24266B)

E-mail:<u>rthornton@tgf.ca</u>

Danny M. Nunes (LSUC# 53802D) E-mail:dnunes@tgf.ca

Tel: 416-304-1616

Fax: 416-304-1313

Lawyers for the Applicants