

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

**ORDER  
(Stay Extension)**

**THIS MOTION**, made by the Applicants for the relief sought in the Notice of Motion herein dated October 18, 2013, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the affidavit of Andrew Langhorne sworn October 18, 2013 and the Exhibits thereto (the "**Langhorne Affidavit**") and the Sixth Report of Duff & Phelps Canada Restructuring Inc. (the "**Monitor**"), to be filed (the "**Sixth Report**"), and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for the DIP Lender, and counsel for Canadian Imperial Bank of Commerce, no one else appearing although duly served as appears from the affidavit of service of Maria Magni sworn on October 18, 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.

## **STAY EXTENSION**

2. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 15 of the Order of the Honourable Mr. Justice Newbould dated April 12, 2013 (the “**Initial Order**”), be and is hereby extended to and including December 13, 2013.

## **SIP DEADLINE EXTENSIONS**

3. **THIS COURT ORDERS** that the deadlines for the approval of a transaction by this Honourable Court and the U.S. Bankruptcy Court for the District of Delaware and closing of a transaction, as set out in the sale and investment process approved by this Honourable Court pursuant to the Order of the Honourable Mr. Justice Newbould dated May 7, 2013, be and they are hereby extended to November 30, 2013 and December 13, 2013, respectively.

## **SEALING**

4. **THIS COURT ORDERS AND DIRECTS** that Exhibit “**I**” to the Langhorne Affidavit, Confidential Appendix “**I**” to the Sixth Report and that part of Schedule “**C**” attached to this Honourable Court’s Approval and Vesting Order dated October 25, 2013 setting out the Applicants’ customer contracts, be sealed pending closing of the transaction contemplated in the Asset Purchase Agreement dated as of October 8, 2013 between the Applicants and IMKT Direct

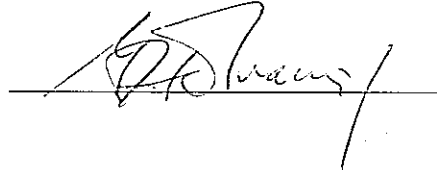
Solutions Corporation and iMarketing Acquisition, LLC or further order of this Honourable Court.

**APPROVAL OF AMENDED DIP LOAN**

5. **THIS COURT ORDERS** that the DIP Loan, as defined in paragraph 38 of the Initial Order and as amended as at the date of this Order, be and it is hereby approved.

**APPROVAL OF THE MONITOR'S REPORTS AND ACTIVITIES**

6. **THIS COURT ORDERS** that the Fourth Report of the Monitor dated October 2, 2013, Fifth Report of the Monitor dated October 9, 2013 and Sixth Report, and the actions and activities of the Monitor as described therein, be and they are hereby approved.

A handwritten signature in black ink, appearing to read "D. J. [unclear]", is written over a horizontal line.

OCT 21 2013

NB

**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)

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**

**ORDER**  
(Stay Extension)

**Thornton Grout Finnigan LLP**  
Barristers and Solicitors  
100 Wellington Street West  
Suite 3200  
Toronto, Ontario M5K 1K7

**Robert I. Thornton** (LSUC# 24266B)  
E-mail: [rthornton@tgf.ca](mailto:rthornton@tgf.ca)  
**Danny M. Nunes** (LSUC# 53802D)  
E-mail: [dnunes@tgf.ca](mailto:dnunes@tgf.ca)

Tel: 416-304-1616  
Fax: 416-304-1313

Lawyers for the Applicants