

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

REGIONAL SENIOR)
JUSTICE MORAWETZ) *FRI* DAY, THE
30th DAY OF MAY, 2014

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 and Approval of TSA Extension Agreement)**

THIS MOTION, made by the Applicants for the relief sought in the Notice of Motion herein dated May 23, 2014, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion dated May 23, 2014 (the "**Notice of Motion**"), the affidavit of Upkar Arora sworn May 22, 2014 and the Exhibits thereto and the Eighth Report of Duff & Phelps Canada Restructuring Inc. (the "**Monitor**"), ~~to be filed~~ ^{4/27} (the "**Eighth Report**"), and ~~on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for Shotgun Fund Limited Partnership III, and counsel for Canadian Imperial Bank of Commerce and those other parties as appearing on the counsel slip, no one else appearing although duly served as appears from~~ ^{4/27} the affidavit of service of Danny Nunes sworn on May 23, 2014.

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, is hereby extended to and including September 30, 2014.

APPROVAL OF TSA EXTENSION AGREEMENT

3. **THIS COURT ORDERS** that the agreement dated May 16, 2014, *inter alia*, extending the term of the Transitional Services Agreement dated December 6, 2013 between the Applicants and IMKT Direct Solutions Corporation and iMarketing Acquisition, LLC, is hereby approved.

APPROVAL OF MONITOR'S ACTIVITIES

4. **THIS COURT ORDERS** that the activities of the Monitor, as described in the Eighth Report, are hereby approved.

ENG. ECHEGRIER & ASSOCIATES A TORONTO
ON / 2003-9021
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JUN 02 2014

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

Court File No.: CV-13-100067-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER
(Stay Extension and Approval of TSA Extension Agreement)

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