

*ONTARIO*  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST



REGIONAL SENIOR )

JUSTICE MORAWETZ )

MONDAY, THE 22<sup>ND</sup>

DAY OF SEPTEMBER 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 Distribution Approval)**

**THIS MOTION**, made by the Applicants for the relief sought in the Notice of Motion herein dated September 4, 2014, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion dated September 4, 2014 (the "**Notice of Motion**"), the affidavit of Upkar Arora sworn September 3, 2014 and the Exhibits thereto and the Ninth Report of Duff & Phelps Canada Restructuring Inc. (the "**Monitor**"), to be filed (the "**Ninth Report**"), and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for Shotgun Fund Limited Partnership III ("**Shotgun Fund**") and counsel for Canadian Imperial Bank of Commerce ("**CIBC**") and those other parties as appearing on the counsel slip, no one else appearing although duly served as appears from the affidavit of service of Danny M. Nunes sworn on September 9, 2014.

## STAY EXTENSION

1. **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 <sup>X<sup>1</sup> February 2<sup>nd</sup> 2015</sup> September 30, 2015.

## APPROVAL OF ALLOCATION AND DISTRIBUTIONS

2. **THIS COURT ORDERS** that the allocation methodology (the “Allocation”) set out in the Ninth Report and the distributions to Shotgun Fund and CIBC set out therein are hereby approved and that any further distributions shall be made in accordance with the Allocation.

## APPROVAL OF MONITOR’S ACTIVITIES

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

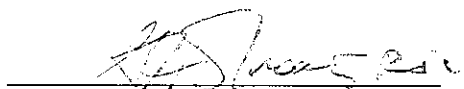
## APPROVAL OF MONITOR’S FEES AND DISBURSEMENTS

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, Lax O’Sullivan Scott Lisus LLP and Young Conaway Stargatt & Taylor LLP, as set out in the Ninth Report and as detailed in the Affidavits of Robert Kofman sworn September 4, 2014, Tracy L. Wynne sworn August 27, 2014 and Matthew B. Lunn sworn August 21, 2014, are hereby approved.

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

SEP 22 2014

MB



**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)

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

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

Proceedings commenced at Toronto

**ORDER**  
**(Stay Extension and Distribution Approval)**

**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