

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

XENTEL, INC.,

Debtor in a Foreign Proceeding.

Tax I.D. No. 65-0896267

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)  
) Chapter 15

)  
) Case No. 13-10888 (KG)

)  
)  
)  
) Related to Docket No. 3

In re:

WELLESLEY CORPORATION,

Debtor in a Foreign Proceeding.

Tax I.D. No. 27-3412629

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)  
) Chapter 15

)  
) Case No. 13-10889 (KG)

In re:

GWE CONSULTING GROUP (USA) INC.,

Debtor in a Foreign Proceeding.

Tax I.D. No. 98-0104092

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)  
) Chapter 15

)  
) Case No. 13-10890 (KG)

In re:

US BILLING, INC.,

Debtor in a Foreign Proceeding.

Tax I.D. No. 20-0247752

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)  
) Chapter 15

)  
) Case No. 13-10891 (KG)

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In re:	)	Chapter 15
	)	
AMERICAN GRAPHIC & DESIGN, INC.,	)	Case No. 13-10893 (KG)
	)	
Debtor in a Foreign Proceeding.	)	
	)	
Tax I.D. No. 39-1797772	)	

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In re:	)	Chapter 15
	)	
COURTESY HEALTH WATCH INC.,	)	Case No. 13-10894 (KG)
	)	
Debtor in a Foreign Proceeding.	)	
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Tax I.D. No. 98-0521403	)	

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In re:	)	Chapter 15
	)	
TARGET OUTREACH INC.,	)	Case No. 13-10895 (KG)
	)	
Debtor in a Foreign Proceeding.	)	
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Tax I.D. No. 27-2859046	)	

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**ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 15 CASES**

Upon the motion (the "Motion")<sup>1</sup> of iMarketing Solutions Group Inc., in its capacity as the authorized foreign representative, (the "Foreign Representative") for the above-captioned debtors (collectively, the "Debtors"), in a proceeding commenced under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and pending before the Ontario Superior Court of Justice for entry of an order (this "Order") pursuant to sections 101(2) and 105(a) of the Bankruptcy Code, Rule 1015(b) of the Bankruptcy Rules and Rule

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

1015-1 of the Local Rules, directing joint administration of the Debtors' related chapter 15 cases, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and upon consideration of the Langhorne Declaration, the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted to the extent provided herein.
2. The above-captioned chapter 15 cases are consolidated for procedural purposes only and shall be jointly administered under Case No. 13-10888 (KG), the case number for Xentel Inc.
3. The caption of the jointly administered cases shall read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
XENTEL INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 13-10888 (KG)
	)	
Debtors in a Foreign Proceeding.	)	Jointly Administered
	)	

4. An entry shall be made on the docket of each of the Debtors' chapter 11 cases, other than Xentel Inc., to reflect the joint administration of the chapter 15 cases, substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing joint administration of the chapter 15 cases of the following entities: Xentel Inc.; Wellesley Corporation Inc.; GWE Consulting Group (USA) Inc.; US Billing Inc.; American Graphics & Design Inc.; Courtesy Health Watch Inc.; and Target Outreach Inc. All further pleadings and other papers shall be filed in, and all other further docket entries shall be made in, Case No. 13-10888 (KG).

5. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the District of Delaware shall keep, one consolidated docket, one file and one consolidated service list.

6. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of the chapter 15 cases.

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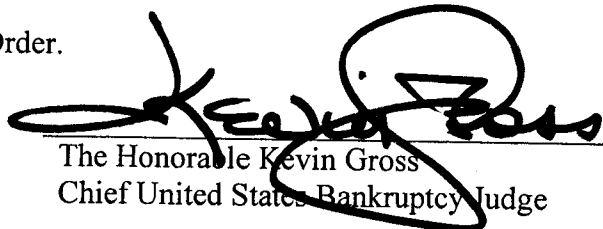
<sup>1</sup> The Debtors in these chapter 15 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Xentel Inc. (6267); Wellesley Corporation Inc. (4092); GWE Consulting Group (USA) Inc. (2629); US Billing Inc. (7752); American Graphics & Design Inc. (7772); Courtesy Health Watch Inc. (1403); and Target Outreach Inc. (9046). The Debtors' main corporate address is 481 University Ave., Toronto, Canada M5G 2E9.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Date: April 12, 2013  
Wilmington, Delaware

  
The Honorable Kevin Gross  
Chief United States Bankruptcy Judge