

of Law”); and it appearing that this Court has jurisdiction to consider the Motion pursuant to sections 157 and 1334 of title 28 of the United States Code, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interest of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted.
2. The Recognition Hearing Notice, substantially in the form attached hereto as Exhibit 1, is hereby approved.
3. Prior to mailing the Recognition Hearing Notice, the Foreign Representative may fill in any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order and make such other and further non-material, non-substantive changes as the Foreign Representative deems necessary or appropriate.
4. The Foreign Representative shall serve, or caused to be served, on the Notice Parties the Recognition Hearing Notice, the Recognition Motion, the Provisional Order, the proposed Final Order, and the Initial CCAA Order by United States or Canadian mail, first class postage prepaid, within three business days after the later of (a) the entry of this Order or (b) the entry of the Provisional Order.
5. The Foreign Representative shall serve, or caused to be served, on the Master Service List, including any party requesting to be added thereto, all pleadings filed by the Foreign Representative in these cases by United States or Canadian mail, first class postage prepaid.

6. To the extent not previously served, in the event any party files a notice of appearance in these cases subsequent to the Foreign Representative's initial service of the Recognition Hearing Notice as provided for in this Order, the Foreign Representative shall serve, or caused to be served, on such party the Recognition Hearing Notice, the Provisional Order, the proposed Final Order, and the Initial CCAA Order (or, to the extent the proposed Final Order has previously been entered by this Court, the Final Order) within three business days of the filing of such notice of appearance by United States or Canadian mail, first class postage prepaid.

7. Service of the Recognition Hearing Notice, the Provisional Order, the proposed Final Order, and the Initial CCAA Order in accordance with this Order is hereby approved as due and sufficient notice and service of the filing of the chapter 15 petitions, the Recognition Motion, the Provisional Order, the proposed Final Order, the Recognition Hearing, and the Recognition Objection Deadline on all interested parties in the chapter 15 cases.

8. Bankruptcy Rule 1010 shall not apply to the Debtors' petitions seeking recognition of a foreign main proceeding and, therefore, the summons requirements in Bankruptcy Rule 1011(b) are inapplicable to the chapter 15 petitions and the Recognition Motion and any requirements under the Bankruptcy Code, the Bankruptcy Rules, or otherwise for notice thereof.

9. All notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby suspended in these chapter 15 cases until after entry of a Final Order recognizing the foreign proceedings or as may otherwise be ordered by the Court.

10. This Court shall retain jurisdiction with respect to any and all matters arising from or relating to the interpretation or implementation of this Order.

Date: April 12, 2013
Wilmington, Delaware

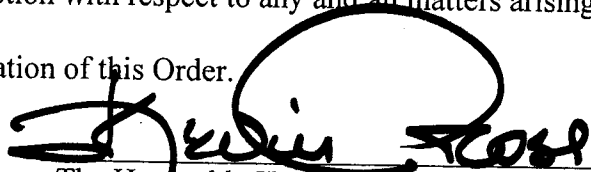

The Honorable Kevin Gross
Chief United States Bankruptcy Judge

EXHIBIT 1

Recognition Hearing Notice

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

In re:)	
)	Chapter 15
XENTEL INC., <i>et al.</i> , ¹)	
)	Case No. 13-10888 (KG)
Debtors in a Foreign Proceeding.)	
)	Joint Administration Pending
)	

**RULE 2002 NOTICE OF PETITIONS FOR RECOGNITION OF FOREIGN
PROCEEDING AND OF COURT’S INTENTION TO COMMUNICATE WITH
FOREIGN COURTS AND FOREIGN REPRESENTATIVE**

PLEASE TAKE NOTICE that, on April 12, 2012, iMarketing Solutions Group Inc., in its capacity as the duly authorized foreign representative (the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”), in the proceeding (the “CCAA 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 (the “Canadian Court”), filed (a) petitions for relief (the “Petitions”) under chapter 15 of title 11 of the United States Code, as amended from time to time (the “Bankruptcy Code”) and (b) the *Foreign Representative’s Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding* (the “Recognition Motion”), seeking recognition of the CCAA Proceeding as a foreign main proceeding pursuant to section 1515 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). Copies of the Recognition Motion and the *Foreign Representative’s Memorandum of Law in Support of (I) Verified Chapter 15 Petitions and (II) Motion for Orders Granting Provisional and Final Relief in Aid of Foreign CCAA Proceeding* are collectively attached hereto as **Exhibit 1**.

PLEASE TAKE FURTHER NOTICE that on April [], 2013, the Bankruptcy Court entered an Order Directing Joint Administration of the Debtors’ Chapter 15 Cases [Docket No. ___] under Case No. 13- ().

PLEASE TAKE FURTHER NOTICE that on April [], 2013, the Bankruptcy Court entered that certain order granting provisional, injunctive, and related relief pursuant to sections 105(a) and 1519 of the Bankruptcy Code [Docket No. ___] (the “Provisional Order”). The Provisional Order, among other things: (a) enjoins actions in the United States in contravention of orders of the Canadian Court in the CCAA Proceeding and affords the Debtors the protections of sections 362 and 365(e) of the Bankruptcy Code from the entry of such Provisional Order through and including the date of the Recognition Hearing (as defined below); (b) authorizes, on

¹ 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.

a provisional basis, the Debtors to enter into and perform under a debtor-in-possession credit facility; and (c) grants, on a provisional basis, certain protections afforded by the Bankruptcy Code, including those protections arising pursuant to sections 364(c), 364(d), and 364(e) of the Bankruptcy Code, to and for the benefit of the lenders under such credit facility. A copy of the Provisional Order is attached hereto as **Exhibit 2**.

PLEASE TAKE FURTHER NOTICE that it is anticipated that the Bankruptcy Court will communicate directly with, or to request information or assistance directly from, the Canadian Court and Foreign Representative pursuant to section 1525 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing before the Honorable _____ in Room ____ of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, __ Floor, Wilmington, Delaware 19801, on May __, 2013 at ____: _____.m (prevailing Eastern time) to consider approval of the Petitions and granting of the relief requested therein on a final basis (the "Recognition Hearing"), including recognition of the CCAA Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code and giving full force and effect to an order (the "Initial CCAA Order") entered in the CCAA Proceeding. Enclosed with this notice is a copy of the Initial CCAA Order attached hereto as **Exhibit 3**. The Initial CCAA Order, among other things, allows the Debtors to continue to operate their business substantially in the ordinary course and authorizes the Debtors to enter into a debtor in possession credit facility. The proposed final order granting recognition of the CCAA Proceeding is attached to the Recognition Motion as Exhibit B.

PLEASE TAKE FURTHER NOTICE, that any party in interest wishing to submit a response or objection to the Petitions or the relief requested by the Foreign Representative therein, must do so in accordance with the Bankruptcy Code, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and the Federal Rules of Bankruptcy Procedure, by the deadline established in the Provisional Order, in a writing that sets forth the bases therefor with specificity and the nature and extent of the respondent's claims against the Debtors. Such response or objection must be filed with the Office of the Clerk of the Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon: (a) Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Domenic E. Pacitti); (b) Thornton Grout Finnigan LLP, Suite 3200, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 (Attn: Robert Thornton); and (c) Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Michael Nestor) **so as to be actually received by each of them no later than the deadline established in the Provisional Order, 4:00 p.m. (prevailing Eastern time) on May [], 2013.**

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed and wishing to object to the Debtors' petitions or the request for relief contained therein must appear at the Recognition Hearing at the time and place set forth above.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than a motion on the docket in these cases or an announcement in open court of the adjourned date or dates of any further adjourned hearing.

PLEASE TAKE FURTHER NOTICE, that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the relief requested by the Foreign Representative without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that copies of the petitions and certain other pleadings filed contemporaneously therewith are available by (a) accessing the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov> (a PACER login and password are required to retrieve a document), or (b) upon written request to the Foreign Representative's counsel (by email or facsimile) addressed to: Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, (Attn: Melissa Hughes, e-mail• mhughes@klehr.com, or Facsimile 302-426-9193).

Dated: April 12, 2013
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
Margaret M. Manning (DE Bar No. 4183)

**KLEHR HARRISON HARVEY
BRANZBURG LLP**

919 N. Market Street, Suite 1000
Wilmington, Delaware 19801

Telephone: (302) 426-1189
Facsimile: (302) 426-9193

*Counsel to the iMarketing Solutions Group Inc.,
Foreign Representative*

Exhibit 1

Recognition Motion and Memorandum of Law

Exhibit 2

Provisional Order

Exhibit 3

Initial CCAA Order