

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

XENTEL INC., *et al.*¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 13-10888 (KG)

Jointly Administered

**FINAL REPORT OF FOREIGN
REPRESENTATIVE AS REQUIRED UNDER FED. R. BANKR. P. 5009(c)**

I, Upkar Arora, Chief Restructuring Officer of IMarketing Solutions Group, Inc. (“*IMSG*”), as authorized foreign representative (the “*Foreign Representative*”) of Xentel Inc. (“*Xentel*”), Wellesley Corporation Inc. (“*Wellesley*”); GWE Consulting Group (USA) Inc. (“*GWE*”); US Billing Inc. (“*US Billing*”); American Graphics & Design Inc. (“*AG&D*”); Courtesy Health Watch Inc. (“*CHW*”); and Target Outreach Inc. (“*Target*” and, together with, Xentel, Wellesley, GWE, US Billing, AG&D and CHW, the “*Debtors*”) in proceedings (the “*Canadian Proceedings*”) under Canada’s *Companies’ Creditors Arrangement Act* (R.S.C. 1985 c. 36) (the “*CCAA*”), pending before the Ontario Superior Court of Justice (Commercial List) (the “*Canadian Court*”), respectfully submit this Final Report of Foreign Representative as required by Rule 5009 of the Federal Rules of Bankruptcy Procedure (as amended, the “*Bankruptcy Rules*”) and Rule 5009-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (as amended, the “*Local Rules*”), and state as follows:

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.

1. On April 12, 2013, the Debtors and certain of their affiliates sought and were granted protection under the CCAA. Also on that date, the Honorable Mr. Justice Newbould of the Canadian Court entered an order appointing Duff & Phelps Canada Restructuring Inc. as the monitor (the “*Monitor*”) and Illumina Partners Inc. as chief restructuring officer (the “*CRO*”) in the Canadian Proceedings.

2. On May 17, 2013, this Court entered its Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief on a Final Basis (the “*Recognition Order*”) [D.I. No. 26].

3. On October 18, 2013, the Debtors filed in the Canadian Proceedings their motion for entry of a Sale Approval and Vesting Order (the “*Canadian Sale Motion*”). The Canadian Sale Motion was heard on October 25, 2013 and the Canadian Court entered an order approving the sale (the “*Canadian Sale Order*”).

4. On November 1, 2013, the Foreign Representative filed its Motion for Entry of an Order (I) Enforcing Canadian Sale Order; (II) Approving the Sale of Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests and (III) Granting Related Relief [D.I. No. 29] and on November 20, 2013, this Court entered its Order (I) Recognizing the Canadian Sale Order, (II) Authorizing and Approving the Sale of Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests and (III) Granting Related Relief [D.I. No. 34] (the “*Chapter 15 Sale Order*”).

5. On September 5, 2014, the Debtors filed in the Canadian Proceeding their motion seeking an order (the “*Distribution Order*”) from the Canadian Court (i) extending the automatic stay of proceedings until September 30, 2015; (ii) approving an allocation methodology; and (iii) approving an interim distribution to the Debtors' secured creditors (the “*Distribution Motion*”).

The Canadian Court entered the Distribution Order on September 22, 2014 with the stay extension until February 2, 2015.

6. On September 24, 2014, the Foreign Representative filed its Motion for Entry of an Order Recognizing and Enforcing Canadian Order Granting Stay Extension and Approving Distribution [Docket No. 39] and on October 10, 2014, this Court entered its Order Recognizing the Canadian Distribution Order [Docket No. 42] (the "**Chapter 15 Distribution Order**").


7. Concurrently herewith, the Foreign Representative has filed a motion (the "**Closing Motion**") seeking a final decree and the closing of the Chapter 15 Cases.

8. The sale process contemplated by the Canadian Sale Order has been completed and the proceeds, to the extent possible, have been disbursed in accordance with the Distribution Order.

9. The Canadian Proceedings remain pending in the event that recourse to the Canadian Court is necessary to finalize the administration of the Debtors' estates, including with respect to recovery of the amount outstanding under a Debenture, payable on or before December 6, 2016, that was included in the sale proceeds. However, the Canadian Proceedings have been consummated to a level where the Monitor and the CRO have been discharged in accordance with the order attached to the Closing Motion as **Exhibit B**.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated March 13, 2015



Upkar Arora, CPA, CA
Chief Restructuring Officer
iMarketing Solutions Group, Inc., the
Foreign Representative