




- (c) sealing Confidential Appendices F through N to the Sixth Report; and
- (d) amending the Order of the Honourable Madame Justice Hoy dated May 8, 2009 appointing the Monitor (the “Initial Order”) to expand the powers of the Monitor;

was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Sixth Report and Supplements, the factum of the Monitor dated November 24, 2009 and on hearing the submissions of counsel for the Monitor, counsel for the Gandhi Group, counsel for State Bank of India (Canada), counsel for Return on Innovation Capital Ltd., as agent, counsel for TA Associates, Inc. as general partner, counsel for Agfa Corporation and Agfa Inc., counsel for Orlando Corporation and counsel for CIT Financial Limited (“CIT”), no one appearing for any other person on the service list, although properly served as appears from the affidavits of Mary Gartland and Antonina Gassira sworn on November 18, 2009 and November 23, 2009 and the affidavit of Mary Gartland sworn on November 24, 2009 filed and all parties appearing consenting to the relief sought except for Orlando Corporation and CIT who did not oppose the relief sought:

1. **THIS COURT ORDERS** that the Monitor’s activities as described in the Sixth Report and Supplements are hereby approved. Notwithstanding the foregoing approval of the Monitor’s activities, nothing herein shall be deemed to be an approval by the Gandhi Group of those facts set out by the Monitor in Section 5.1 (inclusive of Subsections 5.1.0 through 5.1.3) of the Sixth Report.
2. **THIS COURT ORDERS** that the Monitor is authorized to serve and file a redacted version of the Sixth Report that does not include Confidential Appendices F through N to the Sixth Report.
3. **THIS COURT ORDERS** that the Confidential Appendices F through N to the Sixth Report shall be sealed until the transactions contemplated in the Sale Agreement (as that term is defined in the Sixth Report) are completed, as evidenced by the Monitor filing a Monitor’s Certificate, or further order of this Court.

4. **THIS COURT ORDERS** that, notwithstanding paragraph 5 of the Initial Order, the Monitor is hereby empowered and authorized to act in accordance with the protocol set out in Schedule "A" hereto.



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## Schedule A

### Cheque signing

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- Monitor to be added as a signing officer to all bank accounts currently administered by Gandhi Canada and Gandhi San Antonio. Signing authorizations will specify that the Monitor is entitled to issue cheques, and/or issue wire transfers for any amount without co-signatures.
- Management to notify Gandhi Canada and Gandhi San Antonio officers and accounting employees to co-operate in this regard (i.e. preparation of cheques, instructions for wire transfers) as well as to provide the Monitor with direct ability to do same.
- Monitor to notify management (Hary Gandy specifically) in writing (e-mail to be considered acceptable) of any proposed expenditure for which the Monitor seeks to issue payment. Supporting documentation for the proposed expenditure will be provided to management with the request.
- Management will be provided with three business days to review the proposed expenditure and to (i) arrange the necessary payment; or (ii) provide written reasons to the Monitor specifying why the payment should not be made.
- If the Monitor does not agree with management's written reasons as to why payment should not be made, the Monitor shall seek Court approval of the proposed payment.
- Notwithstanding the foregoing, the Monitor shall be authorized to issue payment of the Gandhi Group's professional fees upon receipt of an invoice for same.

### Right to terminate employment of employees

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- Monitor shall seek Court approval to terminate any employee of the Gandhi Group

- RETURN ON INNOVATION CAPITAL LTD. et al.

- and -

GANDI INNOVATIONS LIMITED et al.

Applicants

Respondents

Court File No. 09-CL-8172

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceedings commenced at TORONTO

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**ORDER**

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