

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM)
)
JUSTICE PEPALL) WEDNESDAY, THE 25TH DAY
)
) OF NOVEMBER, 2009

B E T W E E N:

**RETURN ON INNOVATION CAPITAL LTD. as agent for ROI FUND INC., ROI
SCEPTRE CANADIAN RETIREMENT FUND, ROI GLOBAL RETIREMENT FUND
and ROI HIGH YIELD PRIVATE PLACEMENT FUND and ANY OTHER FUND
MANAGEMENT by ROI from time to time**

Applicants

- and -

**GANDI INNOVATIONS LIMITED,
GANDI INNOVATIONS HOLDINGS LLC AND GANDI INNOVATIONS LLC**

Respondents

APPROVAL AND VESTING ORDER

THIS MOTION, made by BDO DUNWOODY LIMITED in its capacity as Court-appointed monitor (the "Monitor") of Gandi Innovations Limited, Gandi Innovations Holdings LLC and Gandi Innovations LLC (collectively, the "Gandi Companies") for an order:

- (a) amending the Order of the Honourable Madam Justice Hoy dated May 8, 2009 (the "Initial Order") to add Gandi Innovations Hold Co. and Gandi Special Holdings LLC (collectively, the "Additional Gandi Companies") as respondents in these proceedings;
- (b) approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale (the "Sale Agreement") among Agfa Corporation (the "U.S.

Purchaser”) and Agfa Inc. (the “Canadian Purchaser”) (collectively, the "Purchasers") and the Gandhi Companies made as of November 15, 2009 and appended to the Sixth Report of the Monitor dated November 17, 2009 (the "Sixth Report"); and

- (c) vesting in (i) the Canadian Purchaser all of the Canadian Purchased Assets (as that term is defined in the Sale Agreement); and (ii) the U.S. Purchaser all of the U.S. Purchased Assets (as that term is defined in the Sale Agreement) (the Canadian Purchased Assets and the U.S. Purchased Assets are hereinafter collectively referred to as the "Purchased Assets");

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

ON READING the sixth report of the Monitor dated November 17, 2009, the supplemental report of the Monitor dated November 20, 2009, the supplemental report of the Monitor dated November 24, 2009, 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 paragraph 2 of the Initial Order is hereby amended to add Gandhi Innovations Hold Co. and Gandhi Special Holdings LLC as companies to which the CCAA applies and all references to “Respondents” in the Initial Order shall hereby include each of the Gandhi Innovations Hold Co. and Gandhi Special Holdings LLC.

2. **THIS COURT ORDERS** that the title of proceedings for this matter shall hereafter read as follows:

B E T W E E N:

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Applicants

- and -

GANDI INNOVATIONS LIMITED, GANDI INNOVATIONS HOLDINGS LLC, GANDI INNOVATIONS LLC, GANDI INNOVATIONS HOLD CO. AND GANDI SPECIAL HOLDINGS LLC

Respondents

3. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and that the Sale Agreement is commercially reasonable and in the best interests of the Gandi Companies and the Additional Gandi Companies (collectively, the "Gandi Group") and its stakeholders. The execution of the Sale Agreement by the Monitor is hereby authorized and approved, and the Monitor is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchasers.

4. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Monitor's certificate to the Purchasers substantially in the form attached as Schedule A hereto (the "Monitor's Certificate"), (i) all of the U.S. Purchased Assets described in the Sale Agreement shall vest absolutely in the U.S. Purchaser and/or its designated affiliate; (ii) all of the Canadian Purchased Assets described in the Sale Agreement shall vest absolutely in the Canadian Purchaser and/or its designated affiliate, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Initial Order; (ii)

all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system in Canada; (iii) all charges, security interests or claims evidenced by registrations pursuant to the *Uniform Commercial Code* of any state of the United States of America or any other personal property registry system in the United States of America; and (iv) any security interest registered in the applicable provincial, state or federal, intellectual property office or other registration regime, including without limitation, the Canadian Intellectual Property Office and the United States Patent and Trademark Office (all of which are collectively referred to as the "Encumbrances") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

5. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Monitor's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale. Without limitation, notwithstanding any discharge of any security interest registration in the applicable provincial, state, federal, intellectual property office, personal property registry system, or other registration regime, including, without limitation, the Canadian Intellectual Property Office, the United States Patent and Trademark Office, the Ontario Personal Property Security Registration System, the Nova Scotia Personal Property Security Registration System, or the *Uniform Commercial Code*, as may be provided by either State Bank of India or Return on Innovation Capital Ltd., as agent, to facilitate the closing of the Transaction, the Claims or Encumbrances of State Bank of India or Return on Innovation Capital Ltd., as agent, remain perfected and attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale.

6. **THIS COURT ORDERS AND DIRECTS** the Monitor to file with the Court a copy of the Monitor's Certificate, forthwith after delivery thereof.

7. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Monitor is authorized and permitted to disclose and transfer to the Purchasers all human resources and payroll information in the Company's records pertaining to the Gandhi Group's past and current employees, including personal information of those employees listed on Schedule "4.1(k)" to the Sale Agreement. The Purchasers shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Gandhi Group.

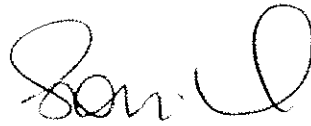
8. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any member of the Gandhi Group and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any member of the Gandhi Group;

the vesting of the Purchased Assets in the Purchasers pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any member of the Gandhi Group and shall not be void or voidable by creditors of any member of the Gandhi Group, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, Belgium, Dubai, Mexico, Spain or any other jurisdictions to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



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

NOV 26 2009

PER / PAR:



Schedule A – Form of Monitor’s Certificate

Court File No. 09-CL-8172

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

B E T W E E N:

**RETURN ON INNOVATION CAPITAL LTD. as agent for ROI FUND INC., ROI
SCEPTRE CANADIAN RETIREMENT FUND, ROI GLOBAL RETIREMENT FUND
and ROI HIGH YIELD PRIVATE PLACEMENT FUND and ANY OTHER FUND
MANAGEMENT by ROI from time to time**

Applicants

- and -

**GANDI INNOVATIONS LIMITED, GANDI INNOVATIONS HOLDINGS LLC,
GANDI INNOVATIONS LLC, GANDI INNOVATIONS HOLD CO.
AND GANDI SPECIAL HOLDINGS LLC**

Respondents

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to Orders of the Ontario Superior Court of Justice (the "Court") dated May 8, 2009 and November ___ 2009 (as amended and restated), Gandi Innovations Limited, Gandi Innovations Holdings LLC, Gandi Innovations LLC, Gandi Innovations Hold Co. and Gandi Special Holdings LLC (collectively, the "Respondents") were made subject to proceedings under the *Companies' Creditors Arrangement Act* (Canada) and BDO Dunwoody Limited was appointed as monitor (the "Monitor") in those proceedings.

B. Pursuant to an Order of the Court dated [DATE], the Court approved the agreement of purchase and sale made as of November 15, 2009 (the "Sale Agreement") among the Respondents, Agfa Inc. and Agfa Corporation (collectively, the "Purchasers") and provided for the vesting in (i) Agfa Inc. all of the Canadian Purchased Assets (as that term is defined in the Sale Agreement); and (ii) Agfa Corporation all of the U.S. Purchased Assets (as that term is defined in the Sale Agreement) (the Canadian Purchased Assets and the U.S. Purchased Assets

are hereinafter collectively referred to as the "Purchased Assets"), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchasers of a certificate confirming (i) the payment by the Purchasers of the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement; (ii) that the conditions to Closing as set out in sections 4.1 and 4.3 of the Sale Agreement have been satisfied or waived by the Monitor and the Purchasers; and (iii) the Transaction has been completed to the satisfaction of the Monitor.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE MONITOR CERTIFIES the following:

1. The Purchasers have paid and the Monitor has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in sections 4.1 and 4.3 of the Sale Agreement have been satisfied or waived by the Monitor and the Purchasers; and
3. The Transaction has been completed to the satisfaction of the Monitor.
4. This Certificate was delivered by the Monitor at _____ [TIME] on _____ [DATE].

BDO DUNWOODY LIMITED, solely in its capacity as Court-appointed monitor of Gandi Innovations Limited and Gandi Innovations Holdings LLC and not in its personal capacity

Per: _____

Name:

Title:

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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Proceedings commenced at TORONTO

APPROVAL AND VESTING ORDER

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