

Court File No. 09-CL-8172

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. )  
JUSTICE CAMERON )  
)  
)  
DAY, THE 9<sup>TH</sup> DAY  
OF MARCH, 2010

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**

Applicants

- and -

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

Respondents

**CLAIMS PROCEDURE ORDER**

**THIS MOTION**, made by **BDO CANADA LIMITED** (formerly BDO Dunwoody Limited) in its capacity as Court-appointed monitor (the “**Monitor**”) of Gandi Innovations Limited, Gandi Innovations Holdings LLC, Gandi Innovations LLC, Gandi Innovations Hold Co. and Gandi Special Holdings LLC (collectively, the “**Gandi Companies**”), for an order establishing a claims procedure was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Monitor’s Tenth Report to the Court (the “**Tenth Report**”) and on hearing the submissions of counsel for the Monitor, counsel for the Gandi Companies, counsel

for State Bank of India Canada and such other counsel as were present, and on being advised that the Service List was served with the Notice of Motion and Motion Record of the Monitor:

### SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

### DEFINITIONS

2. **THIS COURT ORDERS** that, for the purposes of this Order the following terms shall have the following meanings:

- (a) **"9:30 Appointment"** means an appearance before a Justice of the Court in chambers which may be made at 9:30 a.m. on any juridical day;
- (b) **"Agfa"** means Agfa Corporation and Agfa Inc.
- (c) **"Business Day"** means a day, other than Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
- (d) **"CCAA"** means the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C - 36, as amended;
- (e) **"CCAA Proceeding"** means the CCAA proceeding of the Gandhi Companies initiated pursuant to the terms of the Initial Order;
- (f) **"Chapter 15 Claims Order"** means an Order issued by the U.S. Court within the Chapter 15 Proceedings, recognizing this Order;
- (g) **"Chapter 15 Proceedings"** means the proceedings commenced by the Gandhi Companies in the Western District of Texas San Antonio Division under Chapter 15 of the United States Bankruptcy Code in which the CCAA Proceedings were recognized as foreign main proceedings in the United States of America;
- (h) **"Claim"** means each of:
  - (i) any right or claim of any Person against one or more of the Gandhi Companies in connection with any indebtedness, liability or obligation of any kind whatsoever of one or more of the Gandhi Companies, whether reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and

whether or not such right is executory or anticipatory in nature, including without limitation any claim arising from or caused by the repudiation by any one of the Gandhi Companies of any contract, lease or other agreement, whether written or oral, the commission of a tort (intentional or unintentional), any breach of duty (legal, statutory, equitable, fiduciary or otherwise), any right of ownership or title to property, employment, contract, a trust or deemed trust, howsoever created, or any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any grievance, matter, action, cause or chose in action, whether existing at present or commenced in the future, based in whole or in part on facts which existed on the Filing Date, together with any other claims of any kind that, if unsecured, would constitute a debt provable in bankruptcy within the meaning of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (each a “**Pre-filing Claim**”, and collectively, the “**Pre-filing Claims**”);

- (ii) any right or claim of any Person against one or more of the Gandhi Companies in connection with any indebtedness, liability or obligation of any kind whatsoever of one or more of the Gandhi Companies, whether reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including without limitation any claim arising from or caused by the repudiation by any one of the Gandhi Companies of any contract, lease or other agreement, whether written or oral, the commission of a tort (intentional or unintentional), any breach of duty (legal, statutory, equitable, fiduciary or otherwise), any right of ownership or title to property, employment, contract, a trust or deemed trust, howsoever created, or any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any grievance, matter, action, cause or chose in action, whether existing at present or commenced in the future, based in whole or in part on facts which arose after the Filing Date, but not including Contract Repudiation Claims or Employment Claims (each a “**Post-filing Claim**”, and collectively, the “**Post-filing Claims**”);
- (iii) any indebtedness, liability or obligation of any kind arising out of the default, termination, repudiation or disclaimer of any lease, contract, or other agreement by any of the Gandhi Companies on or after the Filing Date and whether such default, termination, repudiation or disclaimer took place or takes place before or after the date of this Order, but not including Employment Claims (each a “**Contract Repudiation Claim**”, and collectively, the “**Contract Repudiation Claims**”). For the purposes of this Order any lease, contract, or other agreement with any of the Gandhi Companies not assumed by Agfa pursuant to the Sale Agreement is deemed to have been terminated, repudiated or disclaimed on the Closing Date; and

- (iv) any claim of any former employee of any of the Gandhi Companies, for amounts owing to him or her in his or her capacity as a former employee of any of the Gandhi Companies, including without limitation claims on account of wages, salaries, commissions, bonuses, any other form of compensation, vacation pay, severance or termination pay, employee benefits, and employee expenses arising out of the termination of his or her employment contract on or after the Filing Date and whether such termination took place or takes place before or after the date of this Order (each an “**Employment Claim**”, and collectively, the “**Employment Claims**”); and
- (v) any right of any Person against the Directors or Officers of the Gandhi Companies, or any of them, that relates to a Claim which the Directors or Officers of the Gandhi Companies are by law liable to pay in their capacity as Directors or Officers, in respect of certain amounts payable by the Gandhi Companies on or after the Filing Date (the “**Director and Officer Claim**”, and collectively, the “**Director and Officer Claims**”),

provided however that “Claim” shall not include an Excluded Claim.

- (i) “**Claims Bar Date**” means 5:00 p.m. (Eastern Standard Time). on June 30, 2010;
- (j) “**Claims Officer**” means the Person or Persons as may be designated by the Monitor and approved by the Court;
- (k) “**Claims Package**” means the document package which shall include a copy of the Instruction Letter, a Proof of Claim and such other materials as the Monitor considers necessary or appropriate;
- (l) “**Claims Procedure**” means the procedure, as may be amended from time to time, for determining Claims for voting and/or distribution purposes and schedules set out herein;
- (m) “**Closing Date**” means January 15, 2010.
- (n) “**Contract Repudiation Claim**” has the meaning ascribed to that term in paragraph 2(h)(iii);
- (o) “**Court**” means the *Ontario* Superior Court of Justice (Commercial List);
- (p) “**Creditor**” means any Person having a Claim;
- (q) “**Director and Officer Claim**” has the meaning ascribed to that term in paragraph 1(h)(v);
- (r) “**Directors**” means all current and former directors of the Gandhi Companies and “**Director**” means any one of them;

- (s) “**Dispute Package**” means, with respect to any Claim, a copy of the related Proof of Claim, Notice of Revision or Disallowance and Notice of Dispute;
- (t) “**Employment Claim**” has the meaning ascribed to that term in paragraph 1(h) (iv);
- (u) “**Exchange Rate**” means that Bank of Canada noon spot rate of exchange for exchanging such currency to Canadian dollars at the close of business on the Business Day immediately preceding the Filing Date;
- (v) “**Excluded Claim**” means any Claim secured by the Administration Charge, the SBIC Security and the ROI Charge (each as defined in the Initial Order);
- (w) “**Filing Date**” means May 8, 2009;
- (x) “**Initial Order**” means the Order of the Honourable Madam Justice Hoy dated May 8, 2010; as amended, by the Order of the Honourable Madam Justice Pepall dated November 25, 2009;
- (y) “**Instruction Letter**” means the Instruction letter to Creditors pertaining to proving the Claims for voting and/or distribution purposes, substantially in the form attached hereto as **Schedule “A”**;
- (z) “**Known Creditors**” means Creditors which the books and records of the Gandi Companies disclose were owed money by one or more of the Gandi Companies as of the Filing Date which obligations remains unpaid in whole or in part;
- (aa) “**Monitor**” means BDO Canada Limited (formerly BDO Dunwoody Limited), in its capacity as Court-Appointed Monitor of the Gandi Companies pursuant to the Initial Order;
- (bb) “**Notice of Dispute**” means the notice that may be delivered by a Creditor who has received a Notice of Revision or Disallowance disputing such Notice of Revision or Disallowance, which notice shall be substantially in the form attached hereto as **Schedule “D”**;
- (cc) “**Notice of Revision or Disallowance**” means the notice that may be delivered to a Creditor revising or rejecting such Creditor’s claim as set out in the Proof of Claim in whole or in part, which notice shall be substantially in the form attached hereto as **Schedule “C”**;
- (dd) “**Notice to Creditors**” means the notice substantially in the form attached hereto as **Schedule “B”**;
- (ee) “**Officers**” means all current and former directors of the Gandi Companies and “**Officer**” means any one of them;

- (ff) “**Plan**” means any plan of compromise or arrangement or proposal under the *Bankruptcy and Insolvency Act* filed by the Monitor on behalf of the Gandhi Companies;
- (gg) “**Person**” means any individual, partnership, firm, joint venture, trust, entity, corporation, unincorporated organization, trade union, employee or other association and any federal, provincial or municipal government or similar entity, howsoever designated or constituted;
- (hh) “**Post-filing Claim**” has the meaning ascribed to that term in paragraph 2(h)(ii);
- (ii) “**Pre-filing Claim**” has the meaning ascribed to that term in paragraph 2(h)(i);
- (jj) “**Proof of Claim**” means the form to be completed and filed by a Creditor setting forth its purported Claim which shall be substantially in the form attached hereto as **Schedule “A”**;
- (kk) “**Sale Agreement**” means an Agreement of Purchase and Sale made as of November 15, 2009 among the Gandhi Companies and Agfa, as amended;
- (ll) “**U.S. Court**” means the United States Bankruptcy Court for the Western District of Texas San Antonio Division;

#### **NOTICE OF CLAIMS**

3. **THIS COURT ORDERS** that the Monitor shall cause a Claims Package to be sent to each Known Creditor by regular prepaid mail on or before March 26, 2010.
4. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Creditors to be placed in the Globe and Mail (National Edition) and San Antonio Express-News prior to March 26, 2010.
5. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Creditors and the Claims Package to be posted on the Monitor’s website at [www.bdo.ca/gandi](http://www.bdo.ca/gandi) until further order of this Court.
6. **THIS COURT ORDERS** that the Monitor shall cause a copy of the Claims Package to be sent to any Person requesting such material as soon as practicable.

**FILING OF PROOFS OF CLAIM**

7. **THIS COURT ORDERS** that Proofs of Claim for all Claims shall be filed with the Monitor on or before the Claims Bar Date.

8. **THIS COURT ORDERS** that the time for filing a Proof of Claim may be extended with the Monitor's consent in writing, or by further order of the Court.

9. **THIS COURT ORDERS** that each Creditor shall file a separate Proof of Claim in respect of each of the Gandi Companies.

10. **THIS COURT ORDERS** that any Creditor who does not deliver a Proof of Claim in respect of a Claim in accordance with paragraphs 7 and 8 of this Order shall be forever barred from asserting such Claim against the Gandi Companies and/or its Directors and Officers and such Claim shall be forever extinguished and any holder of such Claim shall not be entitled to vote on any Plan that may be filed or receive any distribution under the Plan or otherwise from the Gandi Companies.

11. **THIS COURT ORDERS** that any Creditor who does not deliver a Proof of Claim in respect of a Claim in accordance with the relevant Claims Bar Date shall not be entitled to any further notice of any Orders made or steps taken in these proceedings.

12. **THIS COURT ORDERS** that any Person holding an Excluded Claim shall not be required to file a Proof of Claim in this process, unless required to do so by further order of this Court.

**FORM OF PROOFS OF CLAIM**

13. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to use reasonable discretion as to the adequacy of compliance with the manner in which Proofs of Claim are completed and executed and may, where it is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to the completion and execution of the Proof of Claim.

**DETERMINATION OF CLAIMS**

14. **THIS COURT ORDERS** that the Monitor shall review each Proof of Claim received by the Claims Bar Date and subject to paragraph 15 shall accept, revise or disallow the Claim.

15. **THIS COURT ORDERS** that the Monitor may attempt to consensually resolve the classification and amount of any Claim with the Creditor prior to accepting, revising or disallowing such Claim.

16. **THIS COURT ORDERS** that if the Monitor determines to revise or disallow a Claim, the Monitor shall send a Notice of Revision or Disallowance to the Creditor.

17. **THIS COURT ORDERS** that any Creditor who disputes the classification or amount of its Claim as set forth in a Notice of Revision or Disallowance shall deliver a Notice of Dispute to the Monitor by 5:00 p.m. (Eastern Standard Time) on the day which is twenty days after the date of the Notice of Revision or Disallowance or such later date as the Monitor and the Creditor may agree in writing.

18. **THIS COURT ORDERS** that any Creditor who fails to deliver a Notice of Dispute by the deadline set forth in paragraph 17 shall be deemed to accept the classification and the amount of its Claim as set out in the Notice of Revision or Disallowance.

**RESOLUTION OF CLAIMS**

19. **THIS COURT ORDERS** that upon receipt of a Notice of Dispute, the Monitor may:

- (a) Attempt to consensually resolve the classification and/or amount of the Claim with the Creditor;
- (b) Deliver a Dispute Package to a Claims Officer; and/or
- (c) Schedule a 9:30 Appointment with the Court for the purpose of scheduling a motion before a judge of this Court to resolve the Claim.

20. **THIS COURT ORDERS** that upon receipt of a Dispute Package, the Claims Officer shall schedule and conduct a hearing to determine the classification and/or amount of the Claim



and shall as soon as practicable thereafter notify the Monitor and the Creditor of his or her determination.

21. **THIS COURT ORDERS** that the Monitor or the Creditor may appeal a Claims Officer's determination to this Court within fourteen days of notification of the Claims Officer's determination of the classification and/or amount of such Creditor's Claim by serving upon the Monitor or the Creditor, as applicable, and filing with this Court a notice of motion returnable within thirty days of the date of the Claims Officer's determination or such later date as the Court may order within such thirty day period. If an appeal is not filed within such fourteen day period then the Claims Officer's determination shall, subject to a further order of the Court, be deemed to be final and binding on the Gandi Companies, the Monitor and the Creditor.

22. **THIS COURT ORDERS** that, subject to further order of the Court, the Claims Officer shall determine the manner in which evidence may be brought before him or her as well as any other procedural matters which may arise in respect of the determination of any Claim.

23. **THIS COURT ORDERS** that the Monitor is authorized and empowered to pay the fees and expenses of the Claims Officer as they become due. To the extent any such fees or expenses remain unpaid, the fees and expenses of the Claims Officer shall be secured by the Administration Charge.

#### **NOTICE OF TRANSFEREES**

24. **THIS COURT ORDERS** that if a Creditor or any subsequent holder of a Claim who has been acknowledged by the Monitor as the holder of the Claim transfers or assigns that Claim to another Person, the Monitor shall not be required to give notice to or to otherwise deal with the transferee or assignee of the Claim as the holder of such Claim unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been delivered to the Monitor. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the holder of such Claim and shall be bound by notices given and steps taken in respect of such Claim in accordance with the provisions of this Order.

25. **THIS COURT ORDERS** that if a Creditor or any subsequent holder of a Claim who has been acknowledged by the Monitor as the holder of the Claim transfers or assigns the whole of

such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claim shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. In each case, the Monitor shall not be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Creditor may, by notice in writing delivered to the Monitor, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specified Person and in such event such Person shall be bound by any notices given or steps taken in respect of such Claim with such Creditor in accordance with the provisions of this Order.

### **MONITOR'S ROLE IN CLAIMS PROCESS**

26. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and under the Initial Order, shall implement and oversee the claims process provided for herein, and is hereby authorized and directed to take such steps as may be necessary to implement and carry out the Claims Procedure.

### **RECOGNITION AND ASSISTANCE**

27. **THIS COURT ORDERS** that the Monitor may apply to this Court for directions regarding the Claims Procedure.

28. **THIS COURT ORDERS AND REQUESTS** the aid, recognition and assistance of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States, including the U.S. Court presiding over the Chapter 15 Proceeding, and of any other nation or state, to act in aid of and to be complementary to this Court in carrying out the terms of this order. The Monitor shall be at liberty, and is hereby authorized and empowered, to make such further applications, motions or proceedings to or

before such other courts and judicial, regulatory and administrative bodies, and take such other steps in Canada or in the United States, as may be necessary or advisable to give effect to this Order and any other Order granted by this Court.

### **GENERAL PROVISIONS**

29. **THIS COURT ORDERS** that any Claim denominated in any currency other than Canadian dollars shall, for the purposes of this Order, be converted to and shall constitute obligations in Canadian dollars, such calculation to be effected using the Bank of Canada noon spot rate on the Filing Date (the U.S. to Canadian dollar exchange rate conversion on such date was US\$1 = CDN\$1.1581).

30. **THIS COURT ORDERS** that any notice or other communication to be given under this Order by a Creditor to the Monitor shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if delivered by facsimile transmission, personal delivery, electronic communication or prepaid mail addressed to:

The Monitor  
c/o BDO CANADA LIMITED  
the Court-appointed Monitor of the Gandi Companies  
123 Front St. West, Suite 1200  
Toronto, Ontario, M5J 2M2

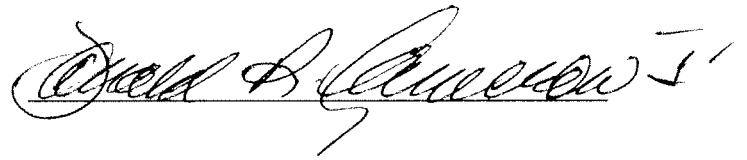
Attention: Josie Parisi  
Telephone: (416) 369-6031  
Fax: (416) 865-0904  
Email: jparisi@bdo.ca

Any such notice or other communication delivered by a Creditor shall be deemed to be received upon actual receipt by the Monitor thereof during normal business hours on a Business Day or, if delivered outside of normal business hours, on the next Business Day.

31. **THIS COURT ORDERS** that any notice or other communication to be given under this Order to a Creditor shall be addressed to the last recorded address appearing in the books and records of the Gandi Companies or in any Proof of Claim filed by the Creditor.

32. **THIS COURT ORDERS** that in the event of any strike, lock-out or other event which interrupts postal service in any part of Canada, all notices and communication during such interruption may only be delivered by facsimile transmission, electronic communication, personal delivery or courier and any notice or other communication given or made by prepaid mail within the five Business Day period immediately preceding the commencement of such interruption, unless actually received, shall be deemed not to have been delivered. All such notices and communications shall be deemed to have been received, in the case of notice by facsimile transmission, personal delivery or courier prior to 5:00 p.m. (local time) on a Business Day, when received, if received after 5:00 p.m. (local time) on a business day or at any time on a non-Business Day, on the next following Business Day, and in the case of a notice mailed as aforesaid, on the fourth Business Day following the date on which such notice or other communication is mailed.

33. **THIS COURT ORDERS** that reference to the singular shall include the plural; references to the plural shall include the singular and to any gender shall include the other gender.



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

MAR 09 2010

PER / PAR: 

Joanne Nicoara  
Registrar, Superior Court of Justice

**SCHEDULE "A"**

**INSTRUCTION LETTER AND PROOF OF CLAIM**

**INSTRUCTION LETTER FOR THE CLAIMS AGAINST THE GANDI  
COMPANIES LISTED HEREIN**

(hereinafter referred to as the “**Gandi Companies**”)

**The Gandi Companies:**

Gandi Innovations Limited  
Gandi Innovations Holdings LLC  
Gandi Innovations LLC  
Gandi Innovations Hold Co.  
Gandi Special Holdings LLC

**A. – Claims Process**

By order of the Honourable Mr. Justice Cameron dated March 9, 2010 (the “**Claims Procedure Order**”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), the Ontario Superior Court of Justice approved a claims procedure for determining claims against the Gandi Companies (the “**Claims Procedure**”).

This letter provides instructions for responding to or completing the Proof of Claim enclosed herewith. For your information, there is currently no proposed plan under the CCAA. Defined terms which are not defined herein shall have the meaning ascribed thereto in the Claims Procedure Order. A copy of the Claims Procedure Order can be obtained from the Monitor’s website at [www.bdo.ca/gandi](http://www.bdo.ca/gandi).

Please note that this letter is intended as a guide only, and that in the event of any inconsistency between the terms of this letter and the terms of the Claims Procedure Order, the terms of the Claims Procedure Order will govern.

The Claims Procedure is intended for any party asserting a Claim against the Gandi Companies. If you have any questions regarding the Claims Procedure, please contact BDO Canada Limited, in its capacity as the Court-appointed monitor of the Gandi Companies (the “**Monitor**”) at the address provided below.

All inquiries with respect to the Claims Procedure should be addressed to:

The Monitor  
c/o BDO CANADA LIMITED  
the Court-appointed Monitor of the Gandi Companies  
123 Front St. West, Suite 1200  
Toronto, Ontario, M5J 2M2

Attention: Josie Parisi  
Telephone: (416) 369-6031  
Fax: (416) 865-0904

Email: jparisi@bdo.ca

**B. – For Creditors Submitting a Proof of Claim**

If you believe that you have a claim against one or more of the Gandhi Companies, you will have to file a Proof of Claim with the Monitor.

Proof of Claim for all Claims (including Director and Officer Claims) **must be received** by **5:00p.m. (Eastern Standard Time) on June 30, 2010** or such later date as the Monitor may consent to in writing.

A separate Proof of Claim must be filed for a Claim against each of the Gandhi Companies.

Additional Proof of Claim forms and a copy of the Claims Procedure Order can be found on the Monitor's website at [www.bdo.ca/gandi](http://www.bdo.ca/gandi) or obtained by contacting the Monitor at the address indicated above and providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

**Failure to file your Proof of Claim so that it is received by the Monitor by the Claims Bar Date will result on your claim being barred and you will be prevented from making or enforcing a Claim against any or all of the Gandhi Companies. In addition, you shall not be entitled to further notice in and shall not be entitled to participate as a creditor in these proceedings.**

**PROOF OF CLAIM**

**FOR CREDITORS OF** Gandhi Innovations Limited, Gandhi Innovations Holdings LLC, Gandhi Innovations LLC, Gandhi Innovations Hold Co. and Gandhi Special Holdings LLC (collectively, the “**Gandhi Companies**”).

A separate Proof of Claim must be submitted in respect of each of the Gandhi Company.

**Please read the enclosed Instruction Letter carefully prior to completing this Proof of Claim.** Defined terms which are not defined herein shall have the meaning ascribed thereto in the Instruction Letter.

**A. Particulars of Creditor**

1. Full legal name of Creditor \_\_\_\_\_ (the “**Creditor**”) *(Full legal name should be the name of the original Creditor of the applicable Gandhi Company regardless of whether an assignment of a Claim has been made, or a portion thereof, has occurred prior to or following May 8, 2009.)*

2. Full mailing address of the Creditor (the original Creditor, not the Assignee):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Telephone Number: \_\_\_\_\_

Facsimile Number: \_\_\_\_\_

Attention (Contact Person): \_\_\_\_\_

4. Has the Claim been sold or assigned by the Creditor to another party?

Yes:

No:

**B. Particulars of Assignee(s) (If any):**

1. Full legal name of assignee(s): \_\_\_\_\_ *(If a portion of the Claim has been assigned, insert full legal name of assignee(s) of Claim). If there is more than one assignee, please attach a separate sheet with the required information.)*

2. Full mailing address of assignee(s): \_\_\_\_\_

3. Telephone number of assignee(s): \_\_\_\_\_



Facsimile number of assignee(s): \_\_\_\_\_

Attention (Contact Person): \_\_\_\_\_

**C. Proof of Claim:**

**THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:**

1. That I:

am a Creditor of one or more of the Gandhi Companies; **OR**

am \_\_\_\_\_ (*state position or title*) of  
\_\_\_\_\_ (*name of Creditor*)

2. That I have knowledge of all the circumstances connected with the Claim described and set out below;

3. The Gandhi Company (ies) was and still is indebted to the Creditor as follows (include all Claims that you assert against the Gandhi Company).

I am asserting a Claim against \_\_\_\_\_  
(*name of Gandhi Company*)

**D. NATURE OF CLAIM**

(*Check and complete the appropriate category*)

SECURED PRE-FILING CLAIM:

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]

That in respect of this debt, I hold assets of the  
\_\_\_\_\_ (*insert name of Gandhi Company*) valued at  
\$ \_\_\_\_\_ as security, particulars of which are as follows:

(*Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.*)

UNSECURED PRE-FILING CLAIM:

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]

POST-FILING CLAIM

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]

CONTRACT REPUDIATION CLAIM

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]  
(arising as a result of or in connection with the default for non-payment,  
termination, repudiation or disclaimer of any agreement by the Gandhi Company  
after May 8, 2009 but not including an Employment Claim)

EMPLOYMENT CLAIM

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]  
(arising as a result of a termination of an employment contract after May 8, 2009  
of a former employee of the Gandhi Company)

DIRECTOR AND OFFICER CLAIM

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]  
(arising from the rights of any person against the directors and officers of the  
Gandhi Companies Claim which the Directors or Officers of the Gandhi  
Companies are by law liable to pay in their capacity as Directors or Officers, in  
respect of certain amounts payable by the Gandhi Companies on or after May 8,  
2009)

TOTAL CLAIM(S) CDN\$ \_\_\_\_\_

*(Note: Claims in currency other than Canadian dollars must be converted to  
Canadian dollars using the Bank of Canada noon spot rate on May 8, 2009 (the  
U.S. to Canadian dollar exchange rate conversion on such date was US\$1 =  
CDN\$1.1581)*

**E. PARTICULARS OF CLAIM**

Other than as already set out herein, the particulars of the undersigned's total Claim are attached hereto.

*(Provide all particulars of the claims and supporting documentation that you feel will assist in the determination of your Claim, including: amount, description of transaction(s) or agreement(s) giving rise to the claims; name of any guarantor which has guaranteed the claims; amount of invoices, particulars of all credits, discounts, etc. claimed; description of the security, if any granted by the Gandhi Company(ies) to the Creditor and estimated value of such security; and particulars of any Restructuring Claims)*

**F. FILING OF CLAIMS**

Proof of Claim for all Claims (including Director and Officer Claims) against the Gandi Companies **must be received** by **5:00p.m. (Eastern Standard Time) on June 30, 2010** or such later date as the Monitor may consent to in writing.

Failure to file your Proof of Claim as directed by the Claims Bar Dates set out above will result in your claim being barred and you will be prohibited from making or enforcing a Claim against the Gandi Company(ies) and any and any holder of such Claim shall not be entitled to vote on any plan of compromise or arrangement that may be filed or receive any distribution under such or otherwise from the Gandi Companies.

**This Proof of Claim must be delivered by facsimile transmission, personal delivery, electronic communication or prepaid mail addressed to:**

The Monitor  
c/o BDO CANADA LIMITED  
the Court-appointed Monitor of the Gandi Companies  
123 Front St. West, Suite 1200  
Toronto, Ontario, M5J 2M2

Attention: Josie Parisi  
Telephone: (416) 369-6031  
Fax: (416) 865-0904  
Email: jparisi@bdo.ca

Any such notice or other communication delivered by a Creditor shall be deemed to be received upon actual receipt by the Monitor thereof during normal business hours on a Business Day or, if delivered outside of normal business hours, on the next Business Day.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

Per: \_\_\_\_\_ *[Name of Creditor]*

**SCHEDULE "B"**

**NOTICE TO CREDITORS**

**NOTICE TO CREDITORS OF THE GANDI COMPANIES LISTED HEREIN**  
(hereinafter referred to as the “**Gandi Companies**”)

**The Gandi Companies:**

Gandi Innovations Limited  
Gandi Innovations Holdings LLC  
Gandi Innovations LLC  
Gandi Innovations Hold Co.  
Gandi Special Holdings LLC

***RE: NOTICE OF CLAIMS PROCEDURE FOR THE GANDI COMPANIES  
PURSUANT TO THE COMPANIES’ CREDITORS ARRANGEMENT ACT (THE  
“CCAA”)***

PLEASE TAKE NOTICE that this notice is being published pursuant to an order of the Honourable Mr. Justice Cameron of the *Ontario* Superior Court of Justice (Commercial List) dated March 9, 2010 (the “**Claims Procedure Order**”). Any person who believes that it has a Claim against the Gandi Company(ies) or their directors and officers should send a Proof of Claim to BDO Canada Limited, in its capacity as the Court-appointed Monitor (the “**Monitor**”) of the Gandi Companies to be received **by 5:00 p.m. (Eastern Standard Time) on June 30, 2010 or such other date as the Monitor and the Creditor agree to in writing (the “Claims Bar Date”)**.

**CLAIMS WHICH ARE NOT RECEIVED BY THE CLAIMS BAR DATE WILL BE FOREVER BARRED AND EXTINGUISHED.**

Creditors who require a Proof of Claim form should contact the Monitor (**Attention: Josie Parisi, telephone: (416) 369-6031, Fax: (416) 865-0904, or Email: [jparisi@bdo.ca](mailto:jparisi@bdo.ca)**, to obtain a Claims Package. Additional Proof of Claim forms can be found on the Monitor’s website at [www.bdo.ca/gandi](http://www.bdo.ca/gandi)

Dated at \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_, 2010

**SCHEDULE "C"**

**NOTICE OF REVISION AND DISALLOWANCE**

**NOTICE OF REVISION OR DISALLOWANCE OF THE GANDI COMPANIES  
LISTED HEREIN**

(hereinafter referred to as the “Gandi Companies”)

**The Gandi Companies:**

- Gandi Innovations Limited
- Gandi Innovations Holdings LLC
- Gandi Innovations LLC
- Gandi Innovations Hold Co.
- Gandi Special Holdings LLC

Name of Creditor: \_\_\_\_\_

Reference#: \_\_\_\_\_

Pursuant to the Order of the Honourable Mr. Justice Cameron, dated March 9, 2010, BDO Canada Limited in its capacity as the Court-appointed Monitor of the Gandi Companies, hereby gives you notice that it has reviewed your Proof of Claim against [ \_\_\_\_\_ ] and has revised or rejected your Claim as follows:

**Pre-Filing Claim**

Gandi Company	Proof of Pre-Filing Claim, as Submitted	Revised Pre-Filing Claim, as Submitted	Secured (\$CDN)	Unsecured (\$CDN)
<b>Total Claim</b>				

**Post-Filing Claim**

Gandi Company	Proof of Post-Filing Claim, as Submitted	Revised Post-Filing Claim, as Submitted	Unsecured (\$CDN)

Total Claim			
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**Contract Repudiation Claim**

Gandi Company	Proof of Contract Repudiation Claim, Submitted	of as	Revised Contract Repudiation Claim, Submitted	as	Unsecured (\$CDN)
Total Claim					

**Employment Claim**

Gandi Company	Proof of Employment Claim, Submitted	of as	Revised Employment Claim, Submitted	as	Unsecured (\$CDN)
Total Claim					

**Director and Officer Claim**

Gandi Company	Proof of Director and Officer Claim, as Submitted	of and	Revised Director and Officer Claim, as Submitted	and	Unsecured (\$CDN)
Total Claim					



*Reasons for the Revision or Disallowance:*

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If you do not agree with this Notice of Revision or Disallowance please take notice of the following:

1. If you intend to dispute a Notice of Revision or Disallowance you must, by 5:00 p.m. (Eastern Standard Time) on the day which is **twenty (20)** days after the date of this Notice of Revision or Disallowance, deliver a Notice of Dispute by personal service, mail or courier to the address indicated herein. The form of Notice of Dispute is attached to this Notice.
2. If you do not deliver a Notice of Dispute, the value of your Claim shall be deemed to be set out in this Notice of Revision or Disallowance.

*Address for Service of Dispute Notices:*

The Monitor  
c/o BDO CANADA LIMITED  
the Court-appointed Monitor of the Gandi Companies  
123 Front St. West, Suite 1200  
Toronto, Ontario, M5J 2M2

Attention: Josie Parisi  
Telephone: (416) 369-6031  
Fax: (416) 865-0904  
Email: jparisi@bdo.ca

**IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD,  
THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING  
UPON YOU.**

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

BDO CANADA LIMITED

In its capacity as Court-appointed Monitor of the Gandi Companies

Per: \_\_\_\_\_

Encl.

**SCHEDULE "D"**

**NOTICE OF DISPUTE**

**NOTICE OF DISPUTE OF THE GANDI COMPANIES LISTED HEREIN**  
(hereinafter referred to as the “Gandi Companies”)

**The Gandi Companies:**

Gandi Innovations Limited  
 Gandi Innovations Holdings LLC  
 Gandi Innovations LLC  
 Gandi Innovations Hold Co.  
 Gandi Special Holdings LLC

Name of Creditor: \_\_\_\_\_

Reference#: \_\_\_\_\_

Pursuant to the Order of the Honourable Mr. Justice Cameron, dated March 9, 2010, we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance bearing Reference Number \_\_\_\_\_ and dated \_\_\_\_\_ issued by BDO Canada Limited in its capacity as the Monitor of the Gandi Companies in respect of our Claim(s).

*Name of Creditor:* \_\_\_\_\_

**Pre-Filing Claim**

Gandi Company	Reviewed Pre-Filing Claim as Accepted (\$CDN)	Reviewed Pre-Filing Claim as Disputed (\$CDN)	Secured (\$CDN)	Unsecured (\$CDN)
Total Claim				

**Post-Filing Claim**

Gandi Company	Reviewed Post-Filing Claim as Accepted (\$CDN)	Reviewed Post-Filing Claim as Disputed (\$CDN)	Unsecured (\$CDN)

Total Claim			

**Contract Repudiation Claim**

Gandi Company	Reviewed Contract Repudiation Claim, as Accepted	Reviewed Contract Repudiation Claim, as Disputed	Unsecured (\$CDN)
Total Claim			

**Employment Claim**

Gandi Company	Reviewed Employment Claim, as Accepted	Revised Employment Claim, as Disputed	Unsecured (\$CDN)
Total Claim			

**Director and Officer Claim**

Gandi Company	Reviewed D&O Claim, as Accepted	Revised D&O Claim, as Disputed	Unsecured (\$CDN)

Total Claim			

*Reasons for Dispute* (attach additional sheet and copies of all supporting documentation if necessary):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*Signature of Individual:* \_\_\_\_\_

*Date:* \_\_\_\_\_

*(Please print name):* \_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_

Facsimile Number: (\_\_\_\_) \_\_\_\_\_

Email Address: \_\_\_\_\_

Full Mailing Address: \_\_\_\_\_

**THIS FORM AND SUPPORTING DOCUMENTATION TO BE RETURNED BY FACSIMILE TRANSMISSION, PERSONAL DELIVERY, ELECTRONIC COMMUNICATION OR PREPAID MAIL TO THE ADDRESS INDICATED HEREIN AND TO BE RECEIVED BY 5:00 P.M. (EASTERN STANDARD TIME) ON THE DAY WHICH IS TWENTY (20) DAYS AFTER THE DATE OF THE NOTICE OF REVISION OR DISALLOWANCE, or such later date as the Monitor and the Creditor may agree in writing or the Court may order.**

*Address for Service of Dispute Notices:*

The Monitor  
c/o BDO CANADA LIMITED

the Court-appointed Monitor of the Gandi Companies  
123 Front St. West, Suite 1200  
Toronto, Ontario, M5J 2M2

Attention: Josie Parisi  
Telephone: (416) 369-6031  
Fax: (416) 865-0904  
Email: jparisi@bdo.ca

**IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD,  
THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING  
UPON YOU.**

Dated at \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_, 2010.

BDO CANADA LIMITED

In its capacity as Court-appointed Monitor of the Gandi Companies

Per: \_\_\_\_\_

Encl.

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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**CLAIMS PROCEDURE ORDER**

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**CHAITONS LLP**

Barristers and Solicitors  
185 Sheppard Avenue West  
Toronto, ON M2N 1M9

**Harvey Chaiton (LSUC #21592F)**

Tel: (416) 218-1129

Fax: (416) 218-1849

**Lawyers for BDO Canada Limited  
(formerly BDO Dunwoody Limited)**