

Court File No. 09-CL-8172

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)
JUSTICE CAMERON)
)
) DAY, THE 9TH 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 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

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 extending the stay or proceedings and expanding the Monitor’s powers was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Monitor’s Tenth Report to the Court (the “**Tenth Report**”), Affidavit of Blair Davidson sworn February 26, 2010, Affidavit of Harvey Tanzer, sworn March

4, 2010 and Affidavit of Steven M. Abramowitz sworn March 2, 2010 and on hearing the submissions of counsel for the Monitor, counsel for the Gandhi Companies 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.

STAY EXTENSION

2. **THIS COURT ORDERS** that the Stay Period set out in paragraph 27 of the Order of the Honourable Madam Justice Hoy dated May 8, 2010 (the “**Initial Order**”) is hereby extended to September 15, 2010.

MONITOR'S FEES AND ACTIVITIES

3. **THIS COURT ORDERS** that the activities of the Monitor set out in the Tenth Report are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its legal counsel as described in the affidavit of Blair Davidson, sworn February 26, 2010, the affidavit of Harvey Tanzer, sworn March 4, 2010 and the affidavit of Steven M. Abramowitz, sworn March 2, 2010 are hereby approved.

MONITOR'S POWERS


5. **THIS COURT ORDERS** that, in addition to the powers of the Monitor under the Initial Order, the Amended and Restated Approval and Vesting Order of the Honourable Madam Justice Pepall dated December 10, 2009 and the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-36, as amended, the Monitor is hereby empowered and authorized to do any of the following where the Monitor considers it necessary or desirable:

- (a) To enter into any agreements, execute any documents or pass any resolutions on behalf of the Gandhi Companies in connection with or in furtherance of the transaction contemplated by the Agreement of Purchase and Sale made as of November 15, 2009, as amended, among the Gandhi Companies, Agfa Corporation and Agfa Inc. and the wind down of the business operations of the Gandhi Companies by the Monitor;
- (b) To authorize and effect filings or registrations with any governmental or regulatory authorities on behalf of the Gandhi Companies; and
- (c) File a plan of compromise or arrangement or a proposal under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended.



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

RETURN ON INNOVATION CAPITAL LTD. et al.

- and -

GANDI INNOVATIONS LIMITED et al.

Applicants

Respondents

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COMMERCIAL LIST**

Proceedings commenced at TORONTO

ORDER

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