

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.
JUSTICE NEWBOULD

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TUESDAY, THE 26TH DAY
OF JUNE, 2012



**RETURN ON INNOVATION CAPITAL LTD. as agent for ROI FUND INC., ROI
SCENTRA CANADIAN RETIREMENT FUND, ROI GLOBAL RETIREMENT FUND
and ROI HIGH YIELD PRIVATE PLACEMENT FUND and ANY OTHER FUND
MANAGED 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 Gandhi Innovations Limited, Gandhi Innovations LLC, Gandhi Innovations Holdings LLC, Gandhi Innovations Hold Co. and Gandhi Special Holdings LLC (collectively, the "**Gandi Group**"), for an order:

1. extending the stay of proceedings to September 30, 2012;
2. approving the proposed allocation of the Gandi Group's estate funds among the Gandi Group entities;

3. approving the fees of the Monitor and its legal counsel; and
4. approving the Monitor's activities as set out in the Monitor's Twentieth Report to the Court dated June 14, 2012,

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

ON READING the Twentieth Report, the Affidavit of Blair Davidson sworn June 5, 2012 and the Affidavit of Harvey Chaiton, sworn June 13, 2012 (collectively, the "**Fee Affidavits**") and on hearing the submissions of counsel for the Monitor 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:

STAY EXTENSION

1. **THIS COURT ORDERS** that the Stay Period as defined in paragraph 27 of the Order of the Honourable Madam Justice Hoy dated May 8, 2009 is hereby extended to September 30, 2012.

ALLOCATION OF ESTATE FUNDS

2. **THIS COURT ORDERS** that the proposed allocation of Gandhi Group's estate funds among the Gandhi Group entities in accordance with Appendix L to the Twentieth Report is hereby approved.

MONITOR'S FEES AND ACTIVITIES

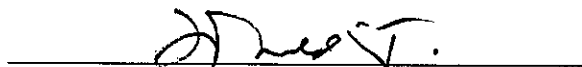
3. **THIS COURT ORDERS** that the activities of the Monitor set out in the Twentieth Report are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its legal counsel as described in the Fee Affidavits are hereby approved.

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



JUN 26 2012



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 PALCEMENT FUND
and ANY OTHER FUND MANAGEMENT by ROI from time to time

- and -

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

Applicants

Respondents

Court File No. 09-CL-8172

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings Commenced At Toronto

ORDER

(Motion Returnable June 26, 2012)

CHAITONS LLP
Barristers And Solicitors
5000 Yonge Street, 10th Floor
Toronto, ON M2N 7E9

Harvey Chaiton
LSUC Registration No. 21592F
Tel: (416) 218-1129
Fax: (416) 218-1829

**Lawyers for BDO Canada Limited (formerly
BDO Dunwoody Limited) in its capacity as
Court-appointed monitor of Gandi
Innovations Limited, Gandi Innovations LLC,
Gandi Innovations Holdings LLC, Gandi
Innovations Hold Co. and Gandi Special
Holdings LLC**