

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR)
JUSTICE CAMPBELL *CUMMING*) TUESDAY, THE 4TH DAY
OF JANUARY, 2011

BETWEEN:

**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 of proceedings other relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Monitor's Twelfth Report to the Court (the "**Twelfth Report**") dated December 3, 2010, the Affidavit of Blair Davidson sworn November 29, 2010 and the Affidavit

of Harvey Chaiton, sworn December 3, 2010 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 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 March 4, 2011, ~~2011~~.

MONITOR'S FEES AND ACTIVITIES

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

3. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its legal counsel as described in the Affidavit of Blair Davidson, sworn November 29, 2010 and the Affidavit of Harvey Chaiton, sworn December 3, 2010 are hereby approved.

Jan. 4, 2011

Peter A. Cumming J.

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

JAN 4 - 2011

PER / PAR:

NB

RETURN, ON INNOVATION CAPITAL LTD. as agent for ROI FUND INC.,
ROI SCEPTRE CANADIAN RETIREMENT FUND, ROI GLOBAL
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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

Court File No. 09-CL-8172

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings Commenced At Toronto

ORDER
(Re: Stay Extension)

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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