

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE *NIR.* )  
 )  
JUSTICE *MORAWETZ.* )  
 )  
MONDAY, THE 10<sup>TH</sup>  
DAY OF AUGUST, 2009

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 MANAGED by ROI from time to time

Applicants

- and -



GANDI INNOVATIONS LIMITED  
GANDI INNOVATIONS HOLDINGS LLC AND GANDI INNOVATIONS LLC

Respondents

ORDER

THIS MOTION, made by Gandhi Innovations Limited, Gandhi Innovations Holdings LLC and Gandhi Innovations LLC (collectively, the "Gandi Companies") for an order:

- i. extending the stay of proceedings (the "Stay Period") granted by the Order of Justice Hoy dated May 8, 2009 (the "Initial Order") and extended by the Order of Justice Pepall dated May 19, 2009 (the "First Extension Order") and by the Order of Justice Hoy dated June 17, 2009 (the "Second Extension Order"); and

- ii. authorizing and directing the Gandhi Companies to make an interim distribution to the State Bank of India (Canada) (“**SBIC**”) in the amount of \$4,000,000 CAD subject to SBIC entering into a Reimbursement Agreement acceptable to the Gandhi Companies, SBIC, and BDO Dunwoody Limited in its capacity as Court-appointed monitor (the “**Monitor**”), each acting reasonably,

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

**ON READING** the Affidavit of Mark Kossak sworn August 6, 2009, and the Fourth Report of the Monitor dated August 6, 2009 (the “**Fourth Report**”), filed, and on hearing the submissions of counsel for the Gandhi Companies, the Monitor, SBIC, Return on Innovation Capital Ltd. and TA Associates, no one else appearing though properly served as appears from the Affidavit of Service, filed:

*Service*

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

*Stay Extension*

2. **THIS COURT ORDERS** that the Stay Period set out in paragraph 27 of the Initial Order and extended by the First Extension Order and the Second Extension

Order is hereby extended to October 8, 2009.

*Interim Distribution to SBIC*

3. **THIS COURT ORDERS** that, subject to SBIC entering into a Reimbursement Agreement acceptable to the Gandi Companies, SBIC, and the Monitor, each acting reasonably, the Gandi Companies are hereby authorized and directed to make an interim distribution in the amount of \$4,000,000 CAD to SBIC in connection with their indebtedness to SBIC.

*Approval of the Fourth Report*

4. **THIS COURT ORDERS** and declares that the activities and actions of the Monitor as described in the Fourth Report are hereby approved.

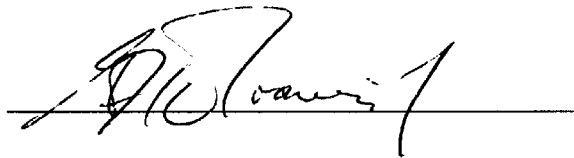
*Conduct of Sale Process*

5. **THIS COURT ORDERS** that, at the request of the Monitor, officers, directors, current management, and employees of the Gandi Companies may assist, to the extent required by the Monitor, in carrying out the Sale Process, as defined in the Order of the Honourable Mr. Justice Marrocco dated June 26, 2009, which assistance may include participating in presentations to prospective purchasers of the business and assets of the Gandi Companies and such other Sale Process related activities as the Monitor may request, <sup>MD</sup> and in connection therewith, all officers, directors, current management, and employees of the Gandi Companies who participate in the Sale Process and related

~~activities as requested by the Monitor, including the presentations to prospective purchasers, shall have no liability to the Gandi Companies, ROI, SBIC or TA for any representation made or act taken in carrying out such activities save for any liability arising out of gross negligence or willful misconduct, provided such persons act in good faith in carrying out the activities requested of them by the Monitor. For clarity,~~

*ND*

Nothing in this Order shall preclude the involvement of any officer, director, current management or employee in a bid for the business or assets of the Gandi Companies, provided such interest is disclosed in writing to the Monitor.



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LE / DANS LE REGISTRE NO.:

AUG 11 2009

PER / PAR: *TV*

RETURN ON INNOVATION CAPITAL LTD. as agent  
for ROI9 FUND INC., ROI SCEPTRE CANADA  
RETIREMENT FUND, ROI GLOBAL RETIREMENT  
FUND and ROI HIGH YIELD PRIVATE PLACEMENT  
FUND and ANY OTHER FUND MANAGED by ROI  
from time to time

and

GANDI INNOVATIONS LIMITED  
GANDI INNOVATIONS HOLDINGS  
LLC AND GANDI INNOVATIONS LLC

Court File No: 09-CL-8172

Applicants

Respondents

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**ORDER**

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