

Court No.: 09-CL-8172

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MADAM
JUSTICE KARAKATSANIS

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WEDNESDAY, THE 24TH
DAY OF MARCH, 2010

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

Respondents

ORDER

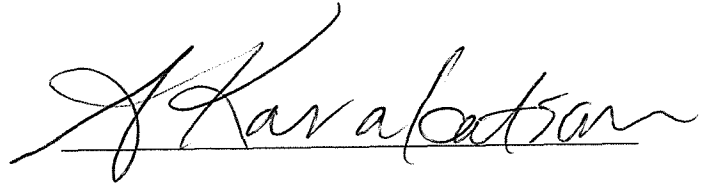
THIS MOTION, made by Gandhi Innovations Limited, Gandhi Innovations Holdings LLC, Gandhi Innovations LLC, Gandhi Innovations Hold Co. and Gandhi Special Holdings LLC (collectively, the "**Gandi Companies**") for an order, *inter alia*, (a) authorizing and directing the Monitor to pay, on behalf of the Gandhi Companies, \$350,000.00 USD to Hary Gandy as a contribution to the settlement of the action by Dualite, Inc. (as described in further detail in the Eighth Report of the Monitor); and (b) approving the fees and disbursements of Langley & Banack, Inc., counsel to the Gandhi

Companies and certain officers and directors of the Gandhi Companies, for the period from May 8, 2009 to January 6, 2010, was heard Friday, March 19, 2010, at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Steven Treu sworn January 15, 2010, and the exhibits thereto, the affidavits of Hary Gandy sworn February 22 and March 2, 2010, and the exhibits thereto, the affidavit of John Sterling sworn February 17, 2010, the affidavits of A. Bruce Johnston sworn February 23 and March 9, 2010, and the exhibit thereto, the transcripts of the cross-examinations of John Sterling and Hary Gandy, the Joint Supplemental Motion Record, the Eighth Report of BDO Canada Limited (the "**Eighth Report**") in its capacity as Court-appointed Monitor (the "**Monitor**"), and the facts of the Gandhi Companies and TA Associates, Inc., all filed, and on hearing the submissions of counsel for the Gandhi Companies, TA Associates, Inc., the Monitor and Return on Innovation Capital Ltd., no one else appearing though properly served as appears from the Affidavit of Service, filed:

1. **THIS COURT ORDERS** that the Monitor is authorized and directed to pay, on behalf of the Gandhi Companies, \$350,000.00 USD to Hary Gandy as a contribution to the settlement of the Dualite Action, as defined in the Eighth Report, in return for releases of the Gandhi Companies from all defendants to the Dualite Action, in a form to be approved by the Monitor, acting reasonably.
2. **THIS COURT ORDERS** that the fees and disbursements of Langley & Banack, Inc., counsel to the Gandhi Companies and certain officers and directors of the Gandhi

Companies, for the period from May 8, 2009 to January 6, 2010, as described in the affidavit of Steven Treu sworn January 15, 2010, in the amount of \$470,466.04 USD, are hereby approved, with the outstanding balance of \$290,316.82 USD approved for payment.



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

MAY 06 2010

PER / PAR:

SSJ

Joanne Nicoara
Registrar, Superior Court of Justice

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

Applicants

and

GANDI INNOVATIONS LIMITED
GANDI INNOVATIONS HOLDINGS
LLC AND GANDI INNOVATIONS LLC

Respondents

Court File No: 09-CL-8172

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

ORDER

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