

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE REGIONAL)
)
SENIOR JUSTICE MORAWETZ)

TUESDAY, THE 18TH DAY
OF FEBRUARY, 2014

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
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

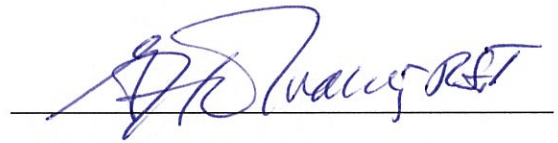
ORDER DISALLOWING JAMES GANDY'S CLAIM

THIS MOTION, made by **BDO CANADA LIMITED** (formerly BDO Dunwoody Limited) ("**BDO**") in its capacity as Court-appointed monitor (the "**Monitor**") of Gandi Innovations Limited ("**Gandi Canada**"), Gandi Innovations LLC ("**Gandi San Antonio**"), Gandi Innovations Holdings LLC, Gandi Innovations Hold Co. ("**Gandi Holdco**") and Gandi Special Holdings LLC ("**Gandi Special**", and collectively, the "**Gandi Group**"), for an order disallowing and dismissing the claim of James Gandy for indemnification by the Gandi Group in respect of any award of damages which may be made against him in TA Associates, Inc., et al v. James Gandy, Hary Gandy and Trent Garmoe (case number 1425003574) (Jams/ENDISPUTE,

Inc. New York, New York) (the “**Arbitration Proceeding**”), together with all legal fees incurred by James Gandy in defending the Arbitration (the “**Indemnity Claim**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Monitor’s Twenty Third Report to the Court and the appendices thereto, and on hearing the submissions of counsel for the Monitor and other such counsel as were present:

1. **THIS COURT ORDERS** that Indemnity Claim against the Gandi Group is hereby dismissed and disallowed in full.
2. **THIS COURT ORDERS** that the final award of the Honourable Justice Kathleen Roberts in the Arbitration Proceeding and the Monitor’s Final Disallowance of the Indemnity Claim dated January 15, 2014 be sealed pending further order of the court.

A handwritten signature in blue ink, appearing to read "J. Gandy", is written over a horizontal line.

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

FEB 26 2014
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ROI SCEPTRE CANADIAN RETIREMENT FUND, ROI GLOBAL
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- and -

Applicants

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

INDEMNITY CLAIM ORDER

(Motion Returnable February 18, 2014)

CHAITONS LLP

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