

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

MONITOR'S CERTIFICATE OF DISCHARGE

RECITALS

A. Pursuant to the Order of the Honourable Madam Justice Hoy dated May 8, 2009, as amended (the "**Initial Order**"), Gandi Innovations Limited, Gandi Innovations LLC, Gandi Innovations Holdings LLC, Gandi Innovations Hold Co. and Gandi Special Holdings LLC (collectively, the "**Debtors**") obtained protection from their creditors under the *Companies Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**"). Pursuant to the Initial Order, BDO Canada Limited (previously BDO Dunwoody Limited) was appointed the Monitor of the Debtors (the "**Monitor**"). The above referenced proceedings shall be referred to herein as the "**CCAA Proceedings**".

B. The CCAA Proceedings have been completed in accordance with the Orders of this Court and under the supervision of the Monitor.

November 28, 2013


C. Pursuant to the Order of this Court dated 6, 2013, the Monitor may be discharged and the CCAA proceedings may be terminated upon filing of this Monitor's Certificate with the Court.

THE MONITOR CERTIFIES the following:

- 1. The fees and disbursements of the Monitor, the Monitor's Canadian counsel, Chaitons LLP and the Monitor's U.S. counsel, Vinson & Elkins LLP, have been paid in full.
- 2. The Monitor has completed any and all matters that may be incidental to the termination of the CCAA Proceedings or any other matters necessary to complete the CCAA Proceedings as requested by the Applicants and agreed to by the Monitor.

DATED at Toronto, Ontario this 27 day of May, 2015

BDO Canada Limited, solely in its capacity as Monitor of the Gandi Group and not in its personal or corporate capacity

By: 

Name: Blair Davidson
Title: President, Financial Recovery



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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

TERMINATION AND DISCHARGE ORDER
(Motion Returnable November 28, 2013)

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