



Court File No. 09-CL-8172

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR
JUSTICE CUMMING

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MONDAY, THE 13TH DAY
OF SEPTEMBER, 2010

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

ON READING the Monitor's Eleventh Report to the Court (the "**Eleventh Report**"), the Affidavit of Blair Davidson sworn September 1, 2010, the Affidavit of Harvey Chaiton,

sworn September 2, 2010 and the Affidavit of Steven M. Abramowitz sworn August 31, 2010 and on hearing the submissions of counsel for the Monitor, for State Bank of India (Canada) ("SBI") 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:

SERVICE

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

STAY EXTENSION

2. **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 December 15, 2010.

MONITOR'S FEES AND ACTIVITIES

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

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its legal counsel as described in the Affidavit of Blair Davidson, sworn September 1, 2010, the Affidavit of Harvey Chaiton, sworn September 2, 2010 and the Affidavit of Steven M. Abramowitz, sworn August 31, 2010 are hereby approved.

SBI AND ROI REIMBURSEMENT AGREEMENTS

5. **THIS COURT ORDERS** that the reimbursement agreements dated August 12, 2009 and January 28, 2010 (the "SBI Reimbursement Agreements") between the Monitor and SBI and the reimbursement agreement dated January 28, 2010 between the Monitor and Return on Innovation Capital Ltd., as agent ("ROI") (the "ROI Reimbursement Agreement") be and are hereby terminated and that the distributions made to each of SBI and ROI are no longer subject to the terms of the SBI Reimbursement Agreements and the ROI Reimbursement Agreement.

6. **THIS COURT ORDERS** that the obligations of SBI and ROI under the SBI Reimbursement Agreements and the ROI Reimbursement Agreement be and are hereby extinguished.

Sept 13, 2010

Peter A. Cumming J.

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

SEP 13 2010

PER / PAR: *JS N*

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RETIREMENT FUND and ROI HIGH YIELD PRIVATE PALCEMENT FUND
and ANY OTHER FUND MANAGEMENT by ROI from time to time

Applicants

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

Respondents

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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings Commenced At Toronto

ORDER
(Re: Stay Extension)

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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

- and -