

**PROOF OF CLAIM**

**FOR CREDITORS OF** Gandhi Innovations Limited, Gandhi Innovations Holdings LLC, Gandhi Innovations LLC, Gandhi Innovations Hold Co. and Gandhi Special Holdings LLC (collectively, the "Gandhi Companies").

A separate Proof of Claim must be submitted in respect of each of the Gandhi Company.

**Please read the enclosed Instruction Letter carefully prior to completing this Proof of Claim.** Defined terms which are not defined herein shall have the meaning ascribed thereto in the Instruction Letter.

**A. Particulars of Creditor**

1. Full legal name of Creditor \_\_\_\_\_ (the "Creditor")  
*(Full legal name should be the name of the original Creditor of the applicable Gandhi Company regardless of whether an assignment of a Claim has been made, or a portion thereof, has occurred prior to or following May 8, 2009.)*

2. Full mailing address of the Creditor (the original Creditor, not the Assignee):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Telephone Number: \_\_\_\_\_

Facsimile Number: \_\_\_\_\_

Attention (Contact Person): \_\_\_\_\_

4. Has the Claim been sold or assigned by the Creditor to another party?

Yes:

No:

**B. Particulars of Assignee(s) (If any):**

1. Full legal name of assignee(s): \_\_\_\_\_ *(If a portion of the Claim has been assigned, insert full legal name of assignee(s) of Claim). If there is more than one assignee, please attach a separate sheet with the required information.)*

2. Full mailing address of assignee(s): \_\_\_\_\_

3. Telephone number of assignee(s): \_\_\_\_\_

Facsimile number of assignee(s): \_\_\_\_\_

Attention (Contact Person): \_\_\_\_\_

**C. Proof of Claim:**

**THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:**

1. That I:

am a Creditor of one or more of the Gandhi Companies; **OR**

am \_\_\_\_\_ (state position or title) of  
\_\_\_\_\_ (name of Creditor)

2. That I have knowledge of all the circumstances connected with the Claim described and set out below;

3. The Gandhi Company (ies) was and still is indebted to the Creditor as follows (include all Claims that you assert against the Gandhi Company).

I am asserting a Claim against \_\_\_\_\_  
(name of Gandhi Company)

**D. NATURE OF CLAIM**

(Check and complete the appropriate category)

SECURED PRE-FILING CLAIM:

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]

That in respect of this debt, I hold assets of the  
\_\_\_\_\_ (insert name of Gandhi Company) valued at  
\$ \_\_\_\_\_ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

UNSECURED PRE-FILING CLAIM:

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]

POST-FILING CLAIM

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]

CONTRACT REPUDIATION CLAIM

CDNS\$ \_\_\_\_\_ [insert \$ value of Claim]  
(arising as a result of or in connection with the default for non-payment, termination, repudiation or disclaimer of any agreement by the Gandhi Company after May 8, 2009 but not including an Employment Claim)

EMPLOYMENT CLAIM

CDNS\$ \_\_\_\_\_ [insert \$ value of Claim]  
(arising as a result of a termination of an employment contract after May 8, 2009 of a former employee of the Gandhi Company)

DIRECTOR AND OFFICER CLAIM

CDNS\$ \_\_\_\_\_ [insert \$ value of Claim]  
(arising from the rights of any person against the directors and officers of the Gandhi Companies Claim which the Directors or Officers of the Gandhi Companies are by law liable to pay in their capacity as Directors or Officers, in respect of certain amounts payable by the Gandhi Companies on or after May 8, 2009)

TOTAL CLAIM(S) CDNS\$ \_\_\_\_\_

*(Note: Claims in currency other than Canadian dollars must be converted to Canadian dollars using the Bank of Canada noon spot rate on May 8, 2009 (the U.S. to Canadian dollar exchange rate conversion on such date was US\$1 = CDN\$1.1581)*

**E. PARTICULARS OF CLAIM**

Other than as already set out herein, the particulars of the undersigned's total Claim are attached hereto.

*(Provide all particulars of the claims and supporting documentation that you feel will assist in the determination of your Claim, including: amount, description of transaction(s) or agreement(s) giving rise to the claims; name of any guarantor which has guaranteed the claims; amount of invoices, particulars of all credits, discounts, etc. claimed; description of the security, if any granted by the Gandhi Company(ies) to the Creditor and estimated value of such security; and particulars of any Restructuring Claims)*

**F. FILING OF CLAIMS**

Proof of Claim for all Claims (including Director and Officer Claims) against the Gandhi Companies **must be received** by 5:00p.m. (Eastern Standard Time) on June 30, 2010 or such later date as the Monitor may consent to in writing.

Failure to file your Proof of Claim as directed by the Claims Bar Dates set out above will result in your claim being barred and you will be prohibited from making or enforcing a Claim against the Gandhi Company(ies) and any and any holder of such Claim shall not be entitled to vote on any plan of compromise or arrangement that may be filed or receive any distribution under such or otherwise from the Gandhi Companies.

**This Proof of Claim must be delivered by facsimile transmission, personal delivery, electronic communication or prepaid mail addressed to:**

The Monitor  
c/o BDO CANADA LIMITED  
the Court-appointed Monitor of the Gandhi Companies  
123 Front St. West, Suite 1200  
Toronto, Ontario, M5J 2M2

Attention: Josie Parisi  
Telephone: (416) 369-6031  
Fax: (416) 865-0904  
Email: jparisi@bdo.ca

Any such notice or other communication delivered by a Creditor shall be deemed to be received upon actual receipt by the Monitor thereof during normal business hours on a Business Day or, if delivered outside of normal business hours, on the next Business Day.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

Per: \_\_\_\_\_ *[Name of Creditor]*