



SO ORDERED.

SIGNED this 08th day of January, 2010.


LEIF M. CLARK
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:

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

DEBTORS

§
§
§ Case No. 09-51782-C
§ Case No. 09-51783-C
§ Case No. 09-51784-C
§ Case No. 09-54886-C
§ Case No. 09-54887-C
§
§ CHAPTER 15
§ Jointly Administered
§ Under Case No. 09-51782-C

**ORDER ENFORCING AND RECOGNIZING THE ORDERS OF THE ONTARIO
COURT APPROVING THE SALE OF CERTAIN ASSETS**

Upon the motion of the Monitor and Debtors¹ for entry of an order enforcing and recognizing the order of the Ontario Court (the “Approval and Vesting Order”) and approving the sale of assets under Bankruptcy Code section 363, it appearing that the relief requested herein is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it

¹ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Motion.

appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and 11 U.S.C. § 1501; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Motion and opportunity for a hearing on the Motion was appropriate under the circumstances and that no other or further notice with respect to the Motion need be given; and after due deliberation and sufficient cause appearing therefore, it is **HEREBY ORDERED:**

1. The Motion is granted.
2. The Approval and Vesting Order, a copy of which is attached to this Order as Exhibit A, is hereby given full force and effect in the United States.
3. The sale, assignment and transfer of the U.S. Purchased Assets to the Purchasers made in accordance with the Approval and Vesting Order (the “Sale”) are hereby approved pursuant to Section 363(b) of the Bankruptcy Code. Pursuant to Section 363(f) and 1520 of the Bankruptcy Code, any U.S. Purchased Assets subject to the Sale shall be transferred to the Purchasers free and clear of any and all liens and other interests, with such liens and interests, if any, to attach to the proceeds of the Sale with the same force, effect and priority as such liens and interests had with respect to the U.S. Purchased Assets prior to the Sale, as appropriate.
4. The Monitor on behalf the Debtors and the Debtors are authorized to execute and deliver such deeds, assignments, conveyances and other documents and instruments of transfer and to take such other actions as may be reasonably necessary to consummate the Sale.
5. The Monitor on behalf the Debtors and the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. The Purchaser has proceeded in good faith in all respects in connection with this proceeding, is a “good faith purchaser” within the meaning of section 363(m) of the Bankruptcy Code and, as such, is entitled to all the protections afforded thereby.

7. This Court shall retain jurisdiction with respect to enforcement, amendment or modification of this Order, and requests for additional relief in these Chapter 15 cases.

8. The fourteen (14) day stay under Bankruptcy Rules 6004(h) is hereby waived, and this Order shall be effective immediately.

IT IS SO ORDERED.

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