

Court File No. 09-8321-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.)
)
JUSTICE CAMERON) FRIDAY, THE 19th
)
) DAY OF FEBRUARY, 2010

**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF INTERWIND CORP.**

ORDER

THIS MOTION, made by Interwind Corp. (formerly known as SkyPower Corp.) (the "**Applicant**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of David Bacon sworn February 9, 2010, and the Tenth Report of KPMG Inc. as monitor (the "**Monitor**") dated February 17, 2010 (the "**Ninth Report**"), and on hearing the submissions of counsel for the Applicant, the Monitor, HSH Nordbank AG, New York Branch, as administrative agent and collateral agent on behalf of itself, Bayerische Landesbank, New York Branch and Union Bank of California, Canada Branch (n/k/a Union Bank, Canada Branch) (the "**HSH Bank Syndicate**"), Lehman Brothers Holdings Inc. ("**Lehman**"), and such other parties as may be present,

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and Motion Record in respect hereof be and it is hereby abridged so that the Motion is returnable today and that further service on any interested party is hereby dispensed with.

STAY EXTENSION

2. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 13 of the Initial Order of this Court dated August 12, 2009 (the "**Initial CCAA Order**"), as extended from time to time by this Court, be and is hereby further extended in respect of Interwind Corp. to and including March 31, 2010.

DISTRIBUTION

3. **THIS COURT ORDERS** that the Applicant be and is hereby authorized to distribute to HSH Nordbank AG, New York Branch, as administrative agent and collateral agent on behalf of the HSH Bank Syndicate, the sum of USD\$8.1 million, and such additional amounts from time to time as may be agreed between the Applicant and the HSH Bank Syndicate, with the consent of the Monitor and Lehman, or pursuant to further Order of this Court.

MONITOR'S REPORTS

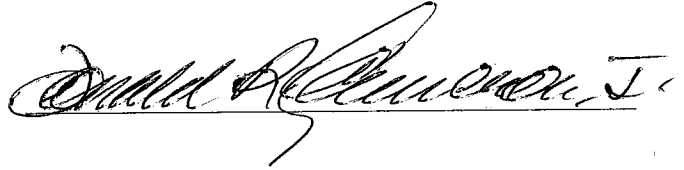
4. **THIS COURT ORDERS** that the Eighth Report of the Monitor dated January 15, 2010, the Ninth Report of the Monitor dated January 18, 2010 and the Ninth Supplementary Report of the Monitor dated January 18, 2010, and the actions and activities of the Monitor as reported therein be and are hereby approved.

GENERAL

5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, including, without limitation, the United States Bankruptcy Court for the District of Delaware, to give effect to this Order and assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative

bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

6. **THIS COURT ORDERS** that each of the Applicant and the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, including, without limitation, the United States Bankruptcy Court for the District of Delaware, for the recognition of this Order and for assistance in carrying out the terms of this Order.



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

FEB 18 2010

PER / PAR: OSN

Joanne Nicoara
Registrar, Superior Court of Justice

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**ONTARIO
SUPERIOR COURT OF JUSTICE
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Proceeding commenced at Toronto

ORDER

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