

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

30 March 2010
Court File No: CV-10-8637-00CL

March 30, 2010
Appoint granted.
Rec granted receiver. For reasons
see order in HSH Nordbank
Note Record in CCMA proceedings
09-8321-00CL of today's date.
[Signature]

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

APPLICATION RECORD OF HSH NORDBANK AG
(Application for a national receiver)

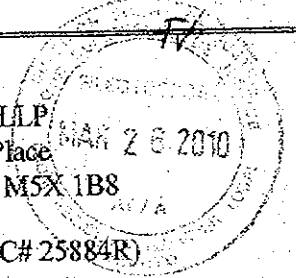
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R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF INTERWIND CORP.

Court File No: CV-09-8321-00CL

30 March 2010

F. Myers Director of Interwind
J. D. Donald for HSH Nordbank
R. Jayaram for KPNB Inc.
H. Fogel of CPA.
E. P. Hill + K. T. H. for Interwind
N. Weisz for Goldco.

March 30, 2010

It was no opposite to structure that has
been proposed, namely, continuation of
CCAA proceedings and the appointment of
a Receiver. The points in issue were whether
the Receiver should be put in KPNB
and whether KPNB should be terminated
as Monitor and put substituted. It
was acknowledged by the parties
that the issue ~~was not~~ did not arise
as a result of any action of the
existing Monitor, Reiter. The request

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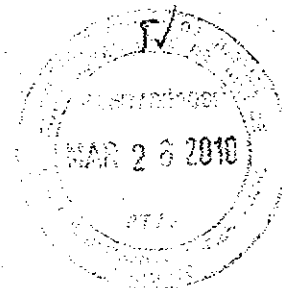
MOTION RECORD OF HSH NORDBANK AG
(Substitute Monitor)

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of HSH arises out of a desire to maximize efficiency on a going forward basis. PwC in its capacity as ~~advisor~~ ^{former} financial advisor to HSH has familiarity with the remaining CCHH issues and for the standpoint of HSH is very familiar with the provisions of the 1001 issue.

John Bros. Holdings Project. It is concerned about a potential lack of opportunity on the part of PwC. ~~There is no~~ ^{There is} ~~no~~ ^{no} ~~issue~~ ^{issue} ~~to~~ ^{to} ~~be~~ ^{be} ~~concerned~~ ^{concerned} ~~with~~ ^{with} ~~the~~ ^{the} ~~issue~~ ^{issue} ~~of~~ ^{of} ~~the~~ ^{the} ~~1001~~ ¹⁰⁰¹ ~~issue~~ ^{issue}.

This appears to be a struggle between 2 opposed interests with HSH having a right priority over John. Recognizing the higher economic priority is not the factor to take into account, but when combined with the ~~my~~ ^{my} knowledge of the tax loss issue I have been persuaded that there may be some ~~appreciation~~ ^{appreciation} gained by the ~~support~~ ^{support} of PwC.

The issue of potential lack of opportunity on the part of PwC has been addressed by the acknowledgment that BCB will continue to act as ~~an~~ ^{an} independent counsel to the bank officer. ~~John~~ ^{John} ~~will~~ ^{will} ~~not~~ ^{not} ~~be~~ ^{be} ~~substituted~~ ^{substituted} ~~for~~ ^{for} ~~the~~ ^{the} ~~1001~~ ¹⁰⁰¹ ~~issue~~ ^{issue}.

Accordingly sides shall issue substitute PwC for KP176 + Trustee and a Final + Amended General Order shall issue respecting the

change. I also note that this outcome
was recognized in advance by ICPT 76
as it brought the State for its
revenue and discharge.

[Handwritten signature]