

21 Dec 2009

Dec 21/09.

F. Myers & C. Coste R- In the record.

K. Mark for Belman Bros.

J. D<sup>na</sup> Dredd HSNH - Novakbel.

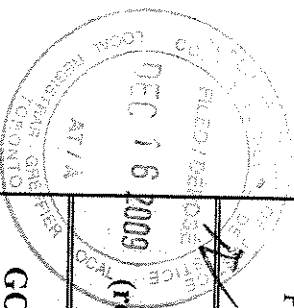
M. M<sup>na</sup> Nault - J. S. Merrill for KPMG Inc.

K. D<sup>na</sup> Leelan for West CB.

The Applicant advised that the next meeting was approved and that 3 votes were being sought.

① Formerly - After requests between the parties set West CB, the project leader, the previous agreement agreed required amendment. The Ontario price declined & approximately 10% and more other factors there have been provided to West CB. The Applicant tells the points that

15787639.1



ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

Proceeding commenced at Toronto

MOTION RECORD  
(returnable December 21, 2009)

GOODMANS LLP

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Lawyers for Interwind Corp.

The amended transaction is still the best transaction when compared to other transactions. The Director recommends that the needed agreement be approved and that there was no expense <sup>from</sup> affected creditors.

Order granted ~~with~~ <sup>the</sup> Director's consent. The document is titled "Amendment to Purchase Agreement" so be sealed for reasons set out in written approval order.

(2) Dighj -> Transaction has been amended to reflect de minimis price reduction as well as a change in structure. Transaction now contemplates <sup>an</sup> ~~the~~ ~~sale~~ ~~of~~ ~~assets~~ ~~to~~ ~~purchase~~ ~~as~~ ~~opposed~~ ~~to~~ ~~share~~ ~~sale~~. ~~It~~ ~~is~~ ~~not~~ ~~clear~~ ~~that~~ ~~the~~ ~~Director~~ ~~is~~ ~~recommending~~ ~~ad~~ ~~affected~~ ~~second~~ ~~party~~ ~~assets~~. Order granted.

(3) Sale of the Turbine Equipment.

The transaction involves surplus equipment and a hydro sub station in India. The transaction is described

in the supporting affidavit of T. B. Bann  
and in the Sixth Report.

I am satisfied that the principles  
of Soundair at Case Trust  
have been rehearsed to ~~the~~  
~~sale in case~~ and no party is  
objecting.

The transaction has been structured  
such that a ~~new~~ sale will  
be from a newly incorporated entity  
to Enxco. The ~~parties~~ counsel to  
the ~~trustees~~ acknowledge

that this form of transaction  
results in better tax treatment  
for the parties.

I am satisfied that the  
proposed transaction appears  
to be reasonable in the  
circumstances and the  
sale is approved.

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.

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

Proceeding commenced at Toronto

**APPROVAL AND VESTING ORDER**

**GOODMANS LLP**

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Lawyers for the Applicant

*Order granted in the form presented,  
as amended.*

