

F. Myers G. Costa for Interwind
M. Paterson for HSH workable
P. Griffith for CPV
K. Patel for Latham
{ M. McNaughton
{ J. Gagnon for KPIOT.

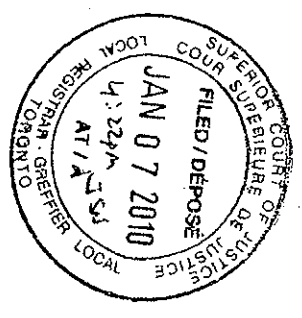
January 19, 2010.

INTERWIND CORP.
09-CL-8321

The note for approval of the sale
of the Wind Development Business to
CPV was not approved.

The Sales Process was originally approved
on Aug 25, 2009. The original process
did not produce a acceptable
result. The process was modified
by Order dated November 20, 2009.

At the time of the Bid
Deadline on December 21, 2009, it
was apparent that the CPV
bid was considered by the
debtor and the Trustee
to be the superior
bid, and that all
bidders were advised



19 JAN 2010

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

INITIAL ORDER

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by the debtor that there were other bids.
The CPV Bid was initially finalized.
The Trustee advised at paragraph 57
of the 9th Report that it was satisfied
with the Bid Process and that it
considered the CPV Bid to be the
best bid at that time. It records
that the sale to CPV be approved.

Subsequently ~~the~~ EnX Co produced
a further bid. The Trustee reviewed
& reported on this subsequent bid
and included that it was a matter
"materially superior and materially worse"
than the CPV Bid.

H&N the first secured creditor
supports the bid ~~materially~~

opportunity to put forward its best bid.

(2) Subsequent, E. E. K. submitted a late bid. Mr. Nyor submitted that a late bid, under standard, should be considered as part of the analysis to ensure that the process was not flawed. For example, if a late bid was clearly superior, this may be indication of a flawed process. In this case the late bid, in the view of the Minister, was not naturally ^{superior} ~~stronger~~ nor naturally worse ~~than~~ the CPU Bid and thus there is no indication the process was flawed.

(3) View of the creditors

As noted the creditors having the same
interest support the Transactions.

I accept the submission of counsel
to uphold

I am satisfied that there has been
complete adherence to the former
principles and that it is appropriate
to approve the sale to CPU.

Further, I am of the view that
the Purchase Agreement and the
Supplemental Notice Report contain
sensitive commercial information and
should be sealed for public
copies of the Transactions.

An order shall issue in the
form presented.

AT Tamm