

Superior Court of Justice  
Commercial List

FILE/DIRECTION/ORDER  
Skytower Corp.

Judges Endorsement Continued

August 25, 2009

Counsel: See Counsel Slip Attached

✓ reservations of rights

1. Subject to the ~~qualifications~~ <sup>reservations of rights</sup> attached hereto, the proposed Sale Process order and the proposed order dealing with the KERP, the stay of proceedings and miscellaneous matters are not opposed and the orders will issue as signed by me, for the reasons briefly set out below. The parties are to be commended for their efforts in resolving the issues ~~between them~~ in regard to these orders.

2. I am also satisfied that the terms of the retention of Mandate are fair and commercially reasonable in the circumstances and these have the support of the Monitor and the Secured creditors. It is approved by me.

3. For the reasons expressed by the Monitor, the KERP is appropriate, equitable and important to the success of the restructuring and it is approved.

4. Both the Mandate Engagement letter and the details of the put-or-pay based mortgage in the KERP plan contain information that is commercially sensitive and ~~should~~ <sup>is</sup> disclosed, could affect the integrity of the sale process. I agree that it is in the interests of justice that a sealing order

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be granted regarding those documents and it is so ordered.

5. The priorities in the KEEP charge and the Unaration Charge (as defined in the Order) are appropriate and are approved.

6. While name of West LB, Nord L.B and Sun Edison LLC opposes the Order granted, they have reserved their rights as set out in the attached memoranda, which I have endorsed.  
Sale Process / 61

6. I am satisfied that the Order, which is the result of protracted negotiations ~~between~~ amongst all interested parties and which have the support of Skypower, the Seized lender and the Monitor, sets out a fair and effective sales process to maximize value for the benefit of all interested parties.

7. Although the sales process will not be controlled by the Monitor, it will be subject to the Monitor's oversight and supervision and the Monitor will ensure that all parties are kept informed of developments and that the integrity of the process is maintained.

*[Handwritten Signature]*



# MEMO TO FILE

JOHN ARCHIBALD

**MCMILLAN LLP**  
**BARRISTERS & SOLICITORS**

PERSON(S) INVOLVED

Date: \_\_\_\_\_

Client: \_\_\_\_\_

File Reference: \_\_\_\_\_

Telephone Conversation  
 Meeting

**FOLLOW UP:**

FILE: \_\_\_\_\_

BRING FORWARD: \_\_\_\_\_

FILE AND BRING FORWARD: \_\_\_\_\_

SunEddison LLC does not oppose the Orders granted but expressly reserves its rights in respect of any breach of any agreements with Skyflow Corp <sup>for any affiliated entity or</sup> arising from these proceedings, the orders granted in these proceedings or otherwise, and to seek leave to lift the stay in the future. SunEddison LLC, in respect of the SunE Sky Equity, expressly reserves its rights to oppose any transfer of the SunE Sky Equity and/or any sale proposed of any other Property of the Applicant.

John J.

Aug 25, 2009.

Attached  
to Encls send