

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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.

Applicant

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Court dated November 20, 2009, and amended December 21, 2009, the Court approved the purchase agreement made as of November 6, 2009, and amended December 17, 2009, (the "**Purchase Agreement**") between Interwind Corp. (formerly known as "SkyPower Corp.") (the "**Debtor**") and Elemental Energy Inc. (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; and (ii) that the conditions to Closing as set out in Article 6 of the Purchase Agreement have been satisfied or waived by the Debtor and the Purchaser.


B. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Purchase Agreement.

THE MONITOR CERTIFIES the following:

1. The Debtor and the Purchaser have each independently informed the Monitor that:
 - (a) The Purchaser has paid the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Purchase Agreement; and
 - (b) The conditions to Closing as set out in Article 6 of the Purchase Agreement have been satisfied or waived by the Debtor and the Purchaser.

2. This Certificate was delivered by the Monitor on December 22, 2009.

**KPMG Inc., in its capacity as Monitor of
Interwind Corp., and not in its personal
capacity**

Per: 
Name: TODD M. MARTIN
Title: CHAIRMAN

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PROCEEDINGS COMMENCED AT TORONTO

MONITOR'S CERTIFICATE
(December 22, 2009)

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Lawyers for KPMG Inc., in its capacity as
Court-appointed Monitor of Interwind Corp.