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25 November 2009

Delivered by Courier

To: All Creditors of Interwind Corp., Formerly Known as SkyPower Corp., Having Registered Security Interests in Canadian Personal Property Registries as Listed in Attached Schedule "A"

Dear Mesdames/Sirs:

Re: Interwind Corp., Formerly Known as SkyPower Corp. ("Interwind" or the "Company")

We are the solicitors for KPMG Inc., in its capacity as Monitor of Interwind, formerly known as SkyPower Corp., with respect to the Company's proceedings under the *Companies' Creditors Arrangement Act*.

We are advised by the Company that, pursuant to paragraph 11 of the Order of The Honourable Mr. Justice Morawetz dated 27 October 2009, the Company has changed its name to "Interwind Corp." by filing Articles of Amendment under section 177 of the *Canada Business Corporations Act*.

We are providing you with copies of the following documents relating to the name change:

- (a) the Order of Morawetz J. dated 27 October 2009 (the "Order");
- (b) a copy of the Electronic Transaction Report dated 23 November 2009 for the filing of the Articles of Amendment; and
- (c) a copy of the Certificate of Amendment dated 23 November 2009.

Should you have any questions in respect of the foregoing please contact the undersigned.

Yours very truly,

James Szumski

Encl.

Schedule “A”

Creditors of SkyPower Corp. Having Registered Security Interests in Canadian Personal Property Registries

CBSC Capital

Fermeuse Wind Power Corp.

HSH Nordbank AG, New York Branch

HSH Nordbank AG, New York Branch, as Agent

Lehman Brothers Holdings, Inc.

Nissan Canada Inc.

NordDeutsche Landesbank Girozentrale, New York Branch, as Administrative Agent

Transportation Lease Systems Inc.

Wells Fargo Bank, N.A., as Collateral Agent

WestLB AG, Toronto Branch, as Collateral Agent

Xerox Canada Ltd.

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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.)
)
JUSTICE MORAWETZ)

TUESDAY, THE 27th
DAY OF OCTOBER, 2009

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 SKYPOWER CORP.

Applicant



APPROVAL AND VESTING ORDER

THIS MOTION, made by SkyPower Corp. (the "Debtor") for an order approving the sale transaction (the "Transaction") contemplated by a purchase agreement (the "Purchase Agreement") between the Debtor and 1495359 Alberta ULC (the "Purchaser") made as of October 14, 2009 and appended to the Report of KPMG Inc., as monitor dated October 26, 2009 (the "Report"), and vesting in the Purchaser the Debtor's right, title and interest in and to the assets described in the Purchase Agreement (the "Purchased Assets"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report, the Affidavit of Kerry Adler sworn October 22, 2009, and on hearing the submissions of counsel for the Debtor, the Purchaser, KPMG Inc. as monitor (the "Monitor"), HSH Nordbank AG, New York Branch, as administrative agent and collateral agent on behalf of itself, Bayerische Landesbank, New York Branch and Union Bank of California, Canada Branch (n/k/a Union Bank, Canada Branch), Lehman Brothers Holdings Inc., CIM Group, West LB AG, Toronto Branch, Norddeutsche Landesbank Girozentrale, New York Branch ("Nord"), and 1495359 Alberta ULC, no one appearing for any other person on the service list,

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved. The execution of the Purchase Agreement by the Debtor is hereby authorized and approved, and the Debtor is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Monitor's certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "**Monitor's Certificate**"), which shall be delivered upon payment of the Purchase Price by the Purchaser and upon the Monitor's receipt of the confirmation specified in the Monitor's Certificate, all of the Debtor's right, title and interest in and to the Purchased Assets described in the Purchase Agreement and listed on Schedule B hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by an Order or Orders of the Ontario Superior Court of Justice in these proceedings; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the "**Encumbrances**", and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets. This Court further orders that the term "Encumbrances" or "Claims" shall not include the "**Permitted Encumbrances**", as defined in the Purchase Agreement and/or listed on Schedule D.

3. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Land Titles Division of Napanee (Lennox) No. 29 of an Application for Vesting Order in

the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule "B" hereto (the "Real Property") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule C hereto.

4. THIS COURT ORDERS that upon the registration in the applicable Land Registry Office, where the Debtor has a registered option to purchase and/or lease certain land described in Schedule B (the "Option Lands"), of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or *Land Registry Act* and/or the *Land Registration Reform Act* as applicable the Land Registrar is hereby directed to enter the Purchaser as the option holder of the Option Lands, and is hereby directed to delete and expunge from title to the Option all of the Claims listed in Schedule C hereto which pertain to such option in the Option Lands.
5. THIS COURT ORDERS that at the time of deletion of a Notice of Option and/or Notice of Assignment of Option Agreement from title to a property comprising the Option Lands, the Land Registrar shall, without the necessity of a further court order, also delete from title to the applicable Option Lands the Application for Vesting Order.
6. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Monitor's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.
7. THIS COURT ORDERS AND DIRECTS the Monitor to file with the Court a copy of the Monitor's Certificate, forthwith after delivery thereof.
8. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Monitor is authorized and

permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Company's records pertaining to the Debtor's past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.

9. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

10. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

11. THIS COURT AUTHORIZES the change in the name of the Debtor from "SkyPower Corp." to "InterWind Corp." following the closing of the Transaction.

12. THIS COURT ORDERS that the Purchase Price (as defined in the Purchase Agreement) be and is hereby sealed pending further order of the Court.

13. THIS COURT ORDERS that the summary analysis of the terms of competing bids referenced in paragraph 48 of the Report be and is hereby sealed pending further order of the Court.
14. THIS COURT DIRECTS the Ministry of Government Services to accept the articles of amendment effecting the Debtor's name change notwithstanding the insolvency of the Debtor.
15. THIS COURT ORDERS that the style of cause in these proceedings be amended following the closing of the Transaction to read as follows:

*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.*

16. THIS COURT ORDERS that: (i) nothing in this Order shall amend or vary, or be deemed to amend or vary, the terms of a real property lease (specifically the office lease for Suite 1604, 250 Yonge Street, Toronto, Ontario); and (ii) where a real property lease is not, in accordance with its terms, transferable or assignable to the Purchaser without first obtaining the consent of the applicable landlord, such real property lease shall not be transferred, conveyed, assigned or vested in the Purchaser by operation of this Order, save and except to the extent that the respective consent has been, or is in the future obtained from, the respective landlord or a further Court Order is obtained.
17. THIS COURT ORDERS that, for greater certainty, this motion does not address the consent rights of Nord and the Debtor's and Nord's rights on the issue of consent are preserved, whatever they may be.
18. THIS COURT ORDERS that in the event the Purchaser and the Debtor agree to proceed with the Transaction without obtaining Nord's consent, Nord shall be provided with five days' written notice by each of the Purchaser and Debtor before the Purchaser and/or the Debtor advise the Monitor 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.

19. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order, including without limitation, the United States Bankruptcy Court for the District of Delaware, and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

OCT 27 2009

PER / PAR: TV



Processing Type - Mode de traitement: E-Commerce/Commerce-É

<p>1. Name of Corporation - Dénomination de la société</p> <p>SkyPower Corp.</p>	<p>2. Corporation No. - N° de la société</p> <p>612256-6</p>
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3. The articles of the above-named corporation are amended as follows:
 Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The corporation changes its name to:
 Interwind Corp.

Date	Name - Nom	Signature	Capacity of - en qualité
2009-11-23	DAVID BACON		DIRECTOR



**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

Interwind Corp.

612256-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

November 23, 2009 / le 23 novembre 2009

Date of Amendment - Date de modification