



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 January 8, 2010, the Court approved the 1.5 XLE wind turbine purchase agreement made as of December 16, 2009 (the "**Turbine Purchase Agreement**") between Interwind Corp. (formerly known as "SkyPower Corp.") (the "**Debtor**") and Invenergy Turbine L.P. (the "**Purchaser**") and provided for the vesting in the Purchaser of all 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 Turbine Purchase Agreement have been satisfied or waived by the Debtor and the Purchaser.

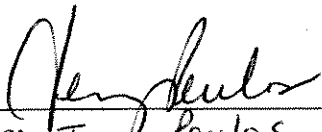
B. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Turbine Purchase Agreement.

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 Turbine Purchase Agreement; and
 - (b) The conditions to Closing as set out in Article 6 of the Turbine Purchase Agreement have been satisfied or waived by the Debtor and the Purchaser.

2. This Certificate was delivered by the Monitor on January 29, 2010.

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

Per: 
Name: Jenny Poulos
Title: Vice-President

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PROCEEDINGS COMMENCED AT TORONTO

MONITOR'S CERTIFICATE
(January 29, 2010)

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Court-appointed Monitor of Interwind Corp.