



Court File No. 09-8321-00CL

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 18, 2009, and amended December 21, 2009, the Court approved the purchase agreement made as of October 23, 2009, and amended November 20, 2009 and December 17, 2009, (the "**Purchase Agreement**") between Interwind Corp. (formerly known as "SkyPower Corp.") (the "**Debtor**") and 3240384 Nova Scotia Limited (the "**Purchaser**") and Emera Incorporated and provided for the vesting in the Purchaser, or an affiliate of the Purchaser ("**Designated Affiliate**") to whom the Purchaser has directed in writing, prior to Closing, that title to the Purchased Assets be transferred on Closing, 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 or the Designated Affiliate of a certificate confirming (i) the payment by the Purchaser or the Designated Affiliate 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 or the Designated Affiliate 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. The Purchaser did not direct the transfer of the Purchased Assets to an affiliate of the Purchaser; and
3. This Certificate was delivered by the Monitor on December 23, 2009.

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

Per: 

Name:

TODD M. MARTIN

Title:

CHAIRMAN

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDINGS COMMENCED AT TORONTO

**MONITOR'S CERTIFICATE
(December 23, 2009)**

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