

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 FIRST CERTIFICATE

WHEREAS

A. Pursuant to an Order of the Court dated January 19, 2010, as amended by an Order of the Court dated February 12, 2010, the Court approved the purchase agreement made as of December 23, 2009, as amended by an amending agreement dated January 15, 2010 and by a second amending agreement dated February 11, 2010 (collectively, the "**Purchase Agreement**"), between Interwind Corp. (formerly known as "SkyPower Corp.") (the "**Debtor**") and CPV Canada Development ULC (the "**Purchaser**") which provided for the vesting in the Purchaser of the Purchased Assets, other than the Second Closing Purchased Assets, (the "**Initial Closing Purchased Assets**") which vesting is to be effective with respect to the Initial Closing Purchased Assets upon delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser on the Closing Date of the Purchase Price for the Initial Closing 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 as applicable;

B. Unless otherwise indicated herein, capitalized terms used but not otherwise defined herein shall have the respective meanings attributed thereto in the Purchase Agreement; and

C. For the purposes hereof, "**Purchaser**" shall mean either CPV Canada Development ULC or any subsidiary or affiliate of CPV Canada Development ULC to whom CPV Canada Development ULC has assigned any or all of its rights and/or obligations under the Purchase Agreement prior to the completion of the purchase of the Initial Closing Purchased Assets or the Second Closing Purchased Assets, as the case may be, or to whom CPV Canada Development ULC has directed in writing, prior to the completion of the purchase of the Initial Closing Purchased Assets or the Second Closing Purchased Assets, as the case may be, that title to such purchased assets be transferred upon such closing, in any event in accordance with the provisions of Section 11.8 of the Purchase Agreement;

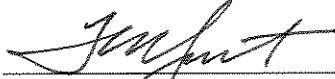
NOW THEREFORE the Monitor hereby certifies that:

1. The Debtor and the Purchaser have each independently informed the Monitor that:
 - (a) The Purchaser has paid the Purchase Price for the Initial Closing Purchased Assets payable on the Closing Date in accordance with 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 has directed, in writing, prior to the completion of the purchase of the Initial Closing Purchased Assets, that title to such purchased assets be transferred on closing to its affiliate or subsidiary, CPV Canada Energy LP.

3. This Certificate was delivered by the Monitor on February 12, 2010.

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

Per: 
Name: TODD M. MARTON
Title: CHAIRMAN

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SUPERIOR COURT OF JUSTICE
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PROCEEDINGS COMMENCED AT TORONTO

**MONITOR'S FIRST CERTIFICATE
(February 12, 2010)**

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Court-appointed Monitor of Interwind Corp.