

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 15
	)	
SKYPOWER CORP., <sup>1</sup>	)	Case No. 09-12914 (PJW)
	)	
Debtor in a Foreign Proceeding.	)	Hearing Date: January 19, 2010 at 11:30 a.m. (E.T.)
	)	Objection Deadline: January 12, 2010 at 4:00 p.m. (E.T.)
	)	
	)	Related to Docket No. 38

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**NOTICE OF MOTION OF KPMG INC., FOREIGN REPRESENTATIVE OF  
INTERWIND CORP. (F/K/A SKYPOWER CORP.), TO FILE UNDER SEAL THE  
UNREDACTED AGREEMENT AND SCHEDULE B TO CANADIAN SALE ORDER**

**PLEASE TAKE NOTICE** that, on December 30, 2009, KPMG Inc., the duly authorized foreign representative (the "Foreign Representative") of Interwind Corp. (f/k/a SkyPower Corp.) filed the *Motion of KPMG, Inc., Foreign Representative of Interwind Corp. (f/k/a SkyPower Corp.), to File Under Seal the Unredacted Agreement and Schedule B to Canadian Sale Order* (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion will be held on **January 19, 2010 at 11:30 a.m. (prevailing Eastern Time)** (the "Hearing") before The Honorable Peter J. Walsh, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom #2, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that objections and responses, if any, to the Motion shall be in writing, in conformity with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of Delaware, filed with the Bankruptcy Court, and served upon, so as to be received by, the undersigned counsel for the Foreign Representative on or before **January 12, 2010 at 4:00 p.m. (prevailing Eastern Time)**. Only properly and timely filed objections and responses will be considered.

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

*[Signature Page to Follow]*

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<sup>1</sup> The Debtor in this case is Interwind Corp. (f/k/a SkyPower Corp.). The Foreign Representative has filed a motion to modify the case caption to reflect the Debtor's new name, which is scheduled to be heard on January 19, 2010 at 11:30 a.m. (E.T.).

Date: December 30, 2009  
Wilmington, Delaware

**ASHBY & GEDDES, P.A.**

*KaB. Skomorucha*

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*Counsel to KPMG Inc.,  
Foreign Representative of SkyPower Corp.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 15
	)	
SKYPOWER CORP., <sup>1</sup>	)	Case No. 09-12914 (PJW)
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Debtor in a Foreign Proceeding.	)	Hearing Date: January 19, 2010 at 11:30 a.m. (E.T.)
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	)	Related to Docket No. 38

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**MOTION OF KPMG INC., FOREIGN REPRESENTATIVE OF INTERWIND CORP.  
(F/K/A SKYPOWER CORP.), TO FILE UNDER SEAL THE UNREDACTED  
AGREEMENT AND SCHEDULE B TO CANADIAN SALE ORDER**

KPMG Inc., the duly authorized foreign representative (the “Foreign Representative”) of Interwind Corp. (f/k/a SkyPower Corp.) (“Interwind”), by and through its undersigned counsel, respectfully submits this motion (the “Motion to Seal”), pursuant to section 107(b)(1) of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rule 9018-1(b) of the Local Rule of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for an order authorizing the Foreign Representative to (i) file under seal unredacted versions of the Agreement<sup>2</sup>, attached to the Motion as Exhibit A, Tab No. 2., Ex. A, and Schedule B to the Canadian Sale Order, attached to the Motion as Exhibit A, Tab No. 3 (collectively, the “Documents”) and (ii) publicly file redacted versions of the Documents. In support of this Motion to Seal, the Foreign Representative respectfully represents as follows:

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<sup>1</sup> The Debtor in this case is Interwind Corp. (f/k/a SkyPower Corp.). The Foreign Representative has filed a motion to modify the case caption to reflect the Debtor’s new name, which is scheduled to be heard on January 19, 2010 at 11:30 a.m. (E.T.).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the *Motion of KPMG Inc., Foreign Representative of Interwind Corp. (f/k/a SkyPower Corp.), for an Order Recognizing and Enforcing the Order of the Ontario Superior Court of Justice (Commercial List) Approving the Sale of Certain Assets and an Interim Distribution to HSH Bank Syndicate* (the “Motion”) filed contemporaneously herewith.

## **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). Venue is proper in this district pursuant to 28 U.S.C. § 1410.

2. The statutory predicates for the relief requested herein are section 107(b)(1) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b).

## **BACKGROUND<sup>3</sup> AND RELIEF REQUESTED**

3. On August 12, 2009, Interwind sought protection from its creditors in Canada pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (Canada), in the Ontario Court (the "CCAA Proceeding"). Shortly thereafter, the Foreign Court entered an order, which, *inter alia*, (i) commenced a proceeding for the corporate reorganization of Interwind, (ii) authorized and appointed the Foreign Representative to act as the Monitor and foreign representative of Interwind and (iii) granted the Foreign Representative authority to file a petition for recognition of a foreign main proceeding under chapter 15 of the Bankruptcy Code.

4. On August 19, 2009, Interwind filed a chapter 15 petition pursuant to sections 1504 and 1515 of the Bankruptcy Code, commencing this chapter 15 case in aid of the Foreign Proceeding, seeking recognition of the Foreign Proceeding as a "foreign main proceeding" as defined in section 1502(4) of the Bankruptcy Code and seeking other necessary relief in aid of the Foreign Proceeding.

5. On September 15, 2009, this Court entered that certain *Order Granting Recognition of Foreign Main Proceeding* [Docket No. 22] (the "Recognition Order"). Among

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<sup>3</sup> The factual background regarding Interwind, including its business operations, capital and debt structure, and the events leading to the filing of this chapter 15 case, is set forth in detail in the *Verified Petition of KPMG Inc., Foreign Representative of SkyPower Corp., for Recognition of Foreign Main*

other relief, the Recognition Order provides that “the administrative or realization of all or part of the assets of Interwind within the territorial jurisdiction of the United States shall be entrusted to the Foreign Representative . . . .” Recognition Order ¶ 9.

6. Contemporaneous with the filing of this Motion to Seal, the Foreign Representative has filed the Motion requesting the entry of an order, pursuant to sections 105(a), 363, 1507, 1520 and 1521 of the Bankruptcy Code, recognizing and giving effect in the United States to the Canadian Sale Order, which, when made, will approve (i) the sale transaction contemplated by the Agreement and (ii) the Interim Distribution.

#### **RELIEF REQUESTED AND BASIS THEREFORE**

7. Section 107(b)(1) of the Bankruptcy Code authorizes this Court to issue orders to protect entities from potential harm that may result from the disclosure of confidential information: “[o]n request of a party in interest, the bankruptcy court shall, and on the bankruptcy court’s own motion, the bankruptcy court may – (1) protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . .” 11 U.S.C. § 107(b)(1). Bankruptcy Rule 9018 sets forth the procedures by which a party may move for relief under section 107(b) of the Bankruptcy Code and provides that “[o]n notice, or on its own initiative, with or without notice, the court may make any order which justice requires . . . to protect the estate or any entity with respect of a trade secret or other confidential research, development, or commercial information . . . .” FED. R. BANKR. P. 9018.

8. The Ontario Court has authorized Interwind to file the Documents under seal on the basis that they contain certain commercially sensitive information and that disclosure of such

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*Proceeding Pursuant to 11 U.S.C. §§ 1515 and 1517 and Relief Pursuant to 11 U.S.C. §§ 1520 and 1521 (August 19, 2009) [Docket No. 3].*

information could be detrimental to Interwind. The pertinent redacted information contained within the Documents is the following:

- a. The purchase price for the Turbines;
- b. The amount of the Interim Distribution; and
- c. Certain additional commercially sensitive information, including pricing information in respect of contracts being purchased by Invenergy.

9. Because the Documents contain sensitive commercial information which could hamper Interwind's reorganization efforts and because the Documents have been placed under seal in the CCAA Proceeding, the Foreign Representative seeks this Court's authority to file unredacted versions of the Documents under seal. The Foreign Representative has filed redacted versions of the Documents with the Motion.

#### **NOTICE**

10. Notice of this Motion to Seal will be provided to the following parties or, in lieu thereof, their counsel: (i) the Office of the United States Trustee for the District of Delaware; (ii) all persons or bodies authorized to administer foreign proceedings of Interwind; (iii) all entities against whom final relief was obtained under sections 1520 and 1521 of the Bankruptcy Code; (iv) all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition; and (v) those parties who have requested service pursuant to Bankruptcy Rule 2002, in accordance with Local Rule 2002-1(b). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

#### **NO PRIOR REQUEST**

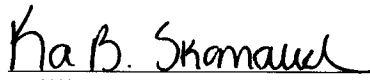
11. No previous request for the relief requested herein has been made to this or any other court.

**CONCLUSION**

WHEREFORE the Foreign Representative respectfully requests entry of an order, substantially in the form attached hereto as Exhibit A, (i) authorizing it to file under seal unredacted versions of the Documents and to publicly file redacted versions of the Documents and (ii) granting such additional relief as the Court deems appropriate.

Date: Wilmington, Delaware  
December 30, 2009

**ASHBY & GEDDES, P.A.**



William P. Bowden (I.D. No. 2553)  
Gregory A. Taylor (I.D. No. 4008)  
Karen B. Skomorucha (I.D. No. 4759)  
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*Counsel to KPMG Inc.,  
Foreign Representative of Interwind Corp.*

**EXHIBIT A**

**(Proposed Form of Order)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 15
	)	
SKYPOWER CORP., <sup>1</sup>	)	Case No. 09-12914 (PJW)
	)	
Debtor in a Foreign Proceeding.	)	<b>Related to Docket No. __</b>
_____	)	

**ORDER APPROVING MOTION OF KPMG INC., FOREIGN REPRESENTATIVE OF  
INTERWIND CORP. (F/K/A SKYPOWER CORP.), TO FILE UNDER SEAL THE  
UNREDACTED AGREEMENT AND SCHEDULE B TO CANADIAN SALE ORDER**

Upon the *Motion of KPMG Inc., Foreign Representative of Interwind Corp. (f/k/a SkyPower Corp.) to File Under Seal the Unredacted Agreement and Schedule B to Canadian Sale Order* (the "Motion to Seal"); and upon consideration of any and all pleadings filed in support of and in opposition to the Motion to Seal, if any; and upon consideration of arguments of counsel, if any; and having found that due and proper notice of the Motion to Seal having been provided; it is hereby **ORDERED** that the Motion to Seal is **GRANTED**.

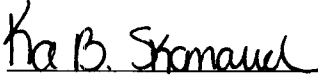
Dated: January \_\_, 2010  
Wilmington, Delaware

\_\_\_\_\_  
The Honorable Peter J. Walsh  
United States Bankruptcy Judge, District of Delaware

<sup>1</sup> The Debtor in this case is Interwind Corp. (f/k/a SkyPower Corp.). The Foreign Representative has filed a motion to modify the case caption to reflect the Debtor's new name, which is scheduled to be heard on January 19, 2010 at 11:30 a.m. (E.T.).

**CERTIFICATE OF SERVICE**

I, Karen B. Skomorucha, hereby certify that, on December 30, 2009, I caused one copy of the foregoing to be served upon the parties on the attached service list by regular U.S. Mail, postage pre-paid, unless otherwise indicated thereon.

  
\_\_\_\_\_  
Karen B. Skomorucha (#4759)

**In re: SkyPower Corp., Case No. 09-12914 (PJW)  
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**File a Motion:**09-12914-PJW SkyPower Corp.

Type: bk

Chapter: 15 v

Office: 1 (Delaware)

Assets: u

Judge: PJW

Case Flag: CLAIMS

**U.S. Bankruptcy Court****District of Delaware**

## Notice of Electronic Filing

The following transaction was received from Karen B. Skomorucha entered on 12/30/2009 at 6:35 PM EST and filed on 12/30/2009

**Case Name:** SkyPower Corp.**Case Number:** 09-12914-PJW**Document Number:** 39**Docket Text:**

Motion to File Under Seal//*Motion of KPMG, Inc., Foreign Representative of Interwind Corp. (f/k/a SkyPower Corp.)*, to File Under Seal the Unredacted Agreement and Schedule B to Canadian Sale Order Filed by SkyPower Corp.. Hearing scheduled for 1/19/2010 at 11:30 AM at US Bankruptcy Court, 824 Market St., 6th Fl., Courtroom #2, Wilmington, Delaware. Objections due by 1/12/2010. (Attachments: # (1) Notice # (2) Exhibit A-Proposed Form of Order# (3) Certificate of Service) (Skomorucha, Karen)

The following document(s) are associated with this transaction:

**Document description:**Main Document**Original filename:**C:\fakepath\sky3motion (00367815).PDF**Electronic document Stamp:**

[STAMP bkecfStamp\_ID=983460418 [Date=12/30/2009] [FileNumber=8008480-0] [a0c8c8bd54f332439e4b69fb219ed81bf04505cc66a0d523c88513a5b72b36bb1dfbf414959c05f6f4be11b61da579e929353164965985e8192836a65393e126]]

**Document description:**Notice**Original filename:**C:\fakepath\sky3notice (00367820).PDF**Electronic document Stamp:**

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**Document description:**Exhibit A-Proposed Form of Order**Original filename:**C:\fakepath\sky3exA order (00367816).PDF**Electronic document Stamp:**

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**Document description:**Certificate of Service**Original filename:**C:\fakepath\sky3cos (00367819).PDF