

**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

SUPPLEMENTARY MOTION RECORD
(returnable January 19, 2010)

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TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
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**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

**SUPPLEMENTARY NOTICE OF MOTION
(Returnable January 19, 2010)**

Interwind Corp. (formerly known as SkyPower Corp.) (the "Applicant") will make a motion to a judge presiding over the Commercial List on Tuesday, January 19, 2010, at 10:00 a.m. or as soon after that time as the motion can be heard at the Courthouse, 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: This Motion is to be heard orally.

THE MOTION IS FOR:

1. An Order, *inter alia*:
 - (a) extending the stay of proceedings in respect of the Applicant to and including February 26, 2010;

- (b) seeking approval of the following reports of KPMG Inc., as monitor of the Applicant (the “**Monitor**”): the Fifth Report dated November 27, 2009, the Letter Addendum to the Fifth Report dated November 30, 2009, the Sixth Report dated December 18, 2009, the Seventh Report dated December 23, 2009, and the Seventh Supplementary Report dated January 7, 2010, and seeking approval of the actions and activities of the Monitor as reported therein;
- (c) that abridging the time for service and filing of the Applicant’s Notice of Motion and Motion Record; and
- (d) such further and other relief as the Applicant may request and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION are as follows:

- 2. Pursuant to the Order of this court dated August 12, 2009, the Applicant was granted protection pursuant to the *Companies’ Creditors Arrangement Act* (the “**CCAA**”) and an initial stay of proceedings to and including September 11, 2009, in respect of the Applicant and certain other parties, is currently in effect. The stay of proceedings has been extended from time to time to January 29, 2010;
- 3. The Applicant continues to act diligently and in good faith in respect of all matters relating to its proceedings under the CCAA and is seeking a stay extension to and including February 26, 2010;
- 4. A 7-week cashflow for the period ending February 26, 2010, will be included in the report of KPMG Inc., as monitor, to be filed in connection with the within motion;

5. The stay extension sought by the Applicant will allow it to see the sale of all or substantially all of its remaining assets through to completion. The stay extension will also provide the Applicant with an opportunity to address issues related to the distribution of proceeds generated from the sale of its assets and to address ancillary matters in these proceedings, including the resolution of certain outstanding construction lien claims;
6. The provisions of the CCAA;
7. Rules 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure* (Ontario); and
8. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. the Motion Record in connection with the within motion, filed;
2. the Ninth Report of the Monitor; and
3. such further and other evidence as counsel may submit and this Honourable Court may admit.

Date: January 14, 2010

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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.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**SUPPLEMENTARY NOTICE OF MOTION
(returnable January 19, 2010)**

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Lawyers for the Applicant

TAB 2

**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.**

**SUPPLEMENTARY AFFIDAVIT OF DAVID BACON
(sworn January 14, 2010)**

I, **DAVID BACON**, of the City of Toronto, in the Province of Ontario, **MAKE**

OATH AND SAY:

1. I am the Chief Financial Officer of Interwind Corp., formerly known as SkyPower Corp. (“**Interwind**” or the “**Company**”). As such, I have personal knowledge of the matters to which I depose in this Affidavit. Where I do not possess such personal knowledge, I have stated the source of my information and, in all such cases, I believe it to be true.
2. This Affidavit is sworn in support of the motion returnable January 19, 2010, for an order extending the stay of proceedings in respect of the Company to and including February 26, 2010.

A. OVERVIEW OF PROCEEDINGS AND SALE TRANSACTIONS

3. An overview of the Company’s proceedings and the status of its sale transactions current to January 5, 2010, was included in my Affidavit sworn January 5, 2010,

previously filed with this Honourable Court in connection with the Company's motion returnable January 19, 2010, seeking approval of a sale transaction in respect of its wind development business. An update on the status of the proceedings and sale transactions since January 5, 2010, is set out below.

4. By Order dated January 8, 2010, this Honourable Court approved the sale of the Company's turbine inventory (the "**Turbines**") to Invenergy Wind Canada Acquisition ULC ("**Invenergy**"). The Company and Invenergy are working to close this transaction and expect same will close before the end of January 2010.
5. As part of the sale of its solar business in October 2009, the Company assigned its lease to the premises located at 250 Yonge Street, Suite 1602, Toronto Ontario (the "**Leased Premises**"). Pursuant to a transition arrangement between the Company and the purchaser of the solar business, however, remaining employees of the Company were permitted to continue to work at the Leased Premises to January 8, 2010, with the ability to extend to the end of January if necessary. The cost of the office space and the use of office equipment was to be shared as agreed between the Company and the purchaser for the required occupancy period.
6. The Company has extended the initial occupancy period in respect of the Leased Premises to the end of January 2010. Given the looming expiry of the occupancy term, the Company is in the process of looking for alternative working space.

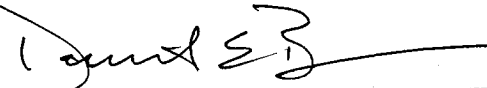
B. STAY EXTENSION

7. The Company continues to act diligently and in good faith in respect of all matters relating to its proceedings under the *Companies' Creditors Arrangement Act* and is seeking a stay extension to and including February 26, 2010.
8. A cashflow for the period ending February 26, 2010, will be included in the report of KPMG Inc., as monitor, to be filed in connection with the within motion.
9. The stay extension sought by the Company will allow it to see the sale of all or substantially all of its remaining assets, including the Wind Development Business and the Turbines, through to completion. The stay extension will also provide the Company with an opportunity to address issues related to the distribution of proceeds generated from the sale of its assets and to address ancillary matters in these proceedings, including the resolution of certain outstanding claims.

SWORN before me at the City of
Toronto in the Province of Ontario on
January 14, 2010.

Nicholas Joseph Staubitz, a
Commissioner, etc., Province of Ontario,
while a Student-at-Law.
Expires May 16, 2011.

A Commissioner for taking affidavits



David Bacon
Chief Financial Officer

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.

Court File No: 09-8321-00C1

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

SUPPLEMENTARY AFFIDAVIT OF DAVID BACON
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TAB 3

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and Motion Record in respect hereof be and it is hereby abridged so that the Motion is returnable today and that further service on any interested party is hereby dispensed with.

STAY EXTENSION

2. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 13 of the Initial Order of this Court dated August 12, 2009 (the “**Initial CCAA Order**”), as extended from time to time by this Court, be and is hereby further extended in respect of Interwind Corp. to and including February 26, 2010.

MONITOR'S REPORTS

14. **THIS COURT ORDERS** that the Fifth Report of the Monitor dated November 27, 2009, the Letter Addendum to the Fifth Report dated November 30, 2009, the Sixth Report of the Monitor dated December 18, 2009, the Seventh Report of the Monitor dated December 23, 2009, and the Seventh Supplementary Report of the Monitor dated January 7, 2010, and the actions and activities of the Monitor as reported therein be and are hereby approved.

GENERAL

15. **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, including, without limitation, the United States Bankruptcy Court for the District of Delaware, to give effect to this Order and assist the Applicant, the Monitor and their respective 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 Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

16. **THIS COURT ORDERS** that each of the Applicant and the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, including, without limitation, the United States Bankruptcy Court for the District of Delaware, for the recognition of this Order and for assistance in carrying out the terms of this Order.

**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.**

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

ORDER

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS
AMENDED

Court File No.: 09-8321-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF INTERWIND CORP.

**ONTARIO
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