

**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

**NOTICE OF MOTION
(Returnable January 15, 2010)**

Interwind Corp. (formerly known as SkyPower Corp.) (the “**Applicant**”) will make a motion to the Honourable Mr. Justice Morawetz on Friday, January 15, 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:
 - (a) determining and/or declaring that enXco Service Corporation (“**enXco**”) has no standing in the within proceeding, including in respect of the motion returnable January 19, 2010 (the “**Approval Motion**”);

- (b) striking out any affidavit or other material that may be filed by enXco in respect of the Approval Motion;
- (c) declaring that enXco has no right of examination or cross-examination in respect of the Approval Motion, and striking out any notice of examination or cross-examination on behalf of enXco;
- (d) abridging the time for the service and filing of this Notice of Motion and any materials in support thereof, so that this Motion is properly returnable on January 15, 2010; and
- (e) 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:

1. 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 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 and is presently extended to January 29, 2010;
2. Pursuant to the Order of this Court dated August 25, 2009, the Applicant was authorized to run a sale process in respect of all of its assets, property and undertaking;
3. By Order dated November 30, 2009, this Court approved an expedited sale process in respect of the Applicant's wind development business;

4. The sale process was carried out and the Applicant has settled the terms of a proposed transaction in connection with the sale of its wind development business to CPV Canada Development ULC (the “**Proposed CPV Transaction**”). The Applicant will seek the Court’s approval of the Proposed CPV Transaction, as being in the best interests of the Applicant and its stakeholders, by way of the Approval Motion;
5. enXco has advised of its intention to oppose the Proposed CPV Transaction at the Approval Motion and it has presented a bid for the wind development business;
6. enXco, however, has no proper interest in the Applicant’s proceedings and in particular it has no standing in the Approval Motion. As a would-be purchaser, enXco may not oppose the Approval Motion, file evidence, examine or cross-examine on materials in respect thereof;
7. At a Chambers appointment on January 13, 2010, the Honourable Mr. Justice Morawetz directed that the within motion regarding the standing of enXco be heard January 15, 2010;
8. The provisions of the *CCAA*;
9. Rules 16, 37 and 39 of the *Rules of Civil Procedure*;
10. Section 97 of the *Courts of Justice Act*; and
11. 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 Applicant's Motion Record for the Approval Motion returnable January 19, 2010;
2. Any materials of enXco, to be delivered January 14, 2010; 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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Court File No.: 09-8321-00CL

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Proceeding commenced at Toronto

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