



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

THE HONOURABLE MR.) TUESDAY, THE 19th
)
JUSTICE MORAWETZ) DAY OF JANUARY, 2010

**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.**

ORDER

THIS MOTION, made by Interwind Corp. (formerly known as SkyPower Corp.) (the "Applicant"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of David Bacon sworn January 14, 2010, and the Ninth Report of KPMG Inc. as monitor (the "Monitor") dated January 18, 2010 (the "Ninth Report"), and on hearing the submissions of counsel for the Applicant, the Monitor, HSH Nordbank AG, New York Branch, as administrative agent and collateral agent on behalf of itself, Bayerische Landesbank, New York Branch and Union Bank of California, Canada Branch (n/k/a Union Bank, Canada Branch), Lehman Brothers Holdings Inc., West LB AG, Toronto Branch, and Norddeutsche Landesbank Girozentrale, New York Branch, and such other parties as may be present,

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.

RELEASE OF DIP CHARGE

3. **THIS COURT ORDERS** that the DIP Lender's Charge as defined in and as created by paragraph 34 of the Initial CCAA Order, be and is hereby fully and finally terminated, discharged and released as of the date hereof.

MONITOR'S REPORTS

4. **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.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JAN 19 2010

PER / PAR: *JSN*
Joanne Nicoara
Registrar, Superior Court of Justice

**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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